CODE OF REGULATIONS OF

THE BAY VILLAGE PUBLIC SCHOOLS

ALUMNI FOUNDATION

(Revised October 14, 2025)

ARTICLE I - NATURE OF ORGANIZATION

The **Bay Village Public Schools Alumni Foundation** doing business as Bay Alumni Foundation (BAF) is incorporated in the State of Ohio as a not-for-profit Foundation under the IRS Code 501c (3) with a 509 (a) (2) public charity status and with a fiscal year from July 1 to June 30.

Section 1.01 Mission Statement

To inform our alumni through the publication of the newsletter THE SHORELINE, to provide assistance for classes with their activities, reunions and other class functions, to select and honor our distinguished alumni and educators, and to be a resource for activities relating to the affairs and interests of Bay Village Schools, Bay Village, Ohio and its students thereby fostering a spirit of loyalty and fraternity among the alumni, faculty and students.

ARTICLE II - POLICIES

Section 2.01 Communication

(a) BAF will not, in our communication, electronic or written, support, publish, or promote any communication that reflects poorly on the school(s), staff, alumni, administration, or community. BAF will further refrain from any official "opinion" statements. This policy does not apply to individuals' rights to communicate in any form available to them on their own but applies to any formal communication on behalf of or from BAF.

(b) BAF will not use any of our communication platforms to allow individual advertising or promotion except where necessary to thank individuals and organizations for donations received in support of a specific BAF/BHS/Alumni activity (e.g. Tri-Bay, Homecoming, Field Day, Alumni Madness, graduation).

(c) Donations offered to BAF from any organization or individual can be rejected by the board and trustees if such organization represents a controversial, demeaning, or political nature.

Section 2.02 Privacy

(a) BAF will not allow privileged information from the database to be given out without written permission from the executive board. The BAF database and its contents are the sole property of the foundation.

(b) BAF places a high priority on protecting the privacy of our members. BAF collects personal information (like names, addresses year of graduation, and email addresses) to be used for specific purposes. BAF uses the personal information of alumni only to provide alumni with personalized service, send correspondence, and to answer alumni requests. The BAF does not provide, sell, or rent our database to anyone outside the organization. Alumni may opt out at any time which will cease all communication from BAF. BAF may use the personal information to track visitors to our website.

Section 2.03 Whistleblower Policy

(a) Policy Statement

(1) BAF is committed to always conducting its business with honesty and integrity, if at any time this commitment is not respected or appears to be in question, the BAF will endeavor to identify and remedy such situations. Therefore, it is the BAF's policy to ensure that when a person or, persons, has reasonable grounds to believe that a volunteer, or any board member has committed, or is about to commit, an offense that could harm the BAF's business or reputation, it denounces the wrongdoers in question
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(2) The whistleblowers policy has been put in place to:
(a) Encourage volunteers or others to disclose this information or behavior.
(b) Treat all parties to an investigation in a fair and equitable manner.
(c) To ensure confidentiality as much as possible.
(d) Take corrective and disciplinary action if wrongdoing is discovered.

(b) Scope
(a) This policy applies to all volunteers, trustees, and board members of BAF, as well as third parties doing business with BAF.

Section 2.04 Volunteers Work Product

(a) It is understood that work including intellectual property, accounting and other records created for BAF by a volunteer are the sole property of BAF. Exceptions must be agreed upon by the executive board and written authorization given.

ARTICLE III - MEMBERSHIP

Section 3.01 Membership

Any graduate of the Bay Village Public Schools is eligible to be a Member. Current or former faculty members of Bay Village Public Schools are eligible to be a non-voting member.

Section 3.02 Voting Members

Voting Members of the Foundation shall be those members in good standing.

(a) A member in good standing is defined as a member who attends a minimum of four (4) BAF meetings in the previous calendar year and is active in BAF functions.
(b) Voting participants can be present in person, by phone or by video conference (Zoom, Microsoft Teams, etc.)

ARTICLE IV - MEETINGS OF MEMBERS

SECTION 4.01 Annual Meetings

(a) An annual meeting of Members for the election of the Executive Board, for the consideration of any reports and for transaction of such other business as may be brought before the meeting, shall be held in conjunction with the fiscal year of the Foundation which ends June 30 of each calendar year.

(b) If the annual meeting is not held or if the Board is not elected at the meeting, they may be elected at any special meeting called and held for that purpose.

SECTION 4.02 Special Meetings

(a) A special meeting of the Members may be called (1) by the President; or (2) by the Board; or (3) by a majority of the trustees with or without a meeting.

SECTION 4.03 Place of Meetings

(a) The annual meeting and all other meetings of the Board shall be held at such places as may from time to time be designated by the Board.

SECTION 4.04 Notice of Meetings

(a) Each member shall furnish the Secretary with an address to which notice of meetings and other notices or correspondences may be addressed.

(b) Written notices of the time and place of any meeting of the Board shall be given to each Member entitled to vote at such meeting by the President or by the Secretary or, in the event of their failure to do so, by the person or persons entitled to call such meeting.

SECTION 4.05 Quorum

(a) Seven (7) Members present in person, by phone or by video conference (Zoom, Microsoft Teams, etc.) shall constitute a quorum for any meeting.

SECTION 4.06 Organization

(a) Upon request of any Member at any meeting, the order of business shall be, unless changed by affirmative vote of the majority of the Members present in person as follows:

(i) Roll call, to establish a quorum.
(ii) Acceptance of minutes of previous meeting.
(iii) Presentation of financial report.
(iv) Consideration of unfinished business.
(v) Presentation of reports of Trustees and Committees.
(vi) Presentation of Officers' reports.
(vii) Presentation of new business
(viii) Adjourn

ARTICLE V - TRUSTEES

SECTION 5.O1 General Powers

(a) The powers of the Board shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board, except as otherwise provided by Ohio Law, or by the Code of Regulations.

SECTION 5.02 Number

(a) The Trustees shall consist of not fewer than four (4) Trustees.

SECTION 5.03 Resignations

(a) Any Trustee of the Board may resign at any time by giving written notice to the President or Secretary of the Board.

(b) A resignation shall take effect at the time specified therein, and, unless otherwise specified therein, shall become effective upon delivery.

(c) The acceptance of any resignation shall not be necessary to make it effective unless so specified by the resignation.

SECTION 5.04 Vacancies

(a) Vacancies in the Trustees may be temporarily filled by the next annual meeting of the Board at which Trustees are elected or until a successor is elected by a majority vote of the remaining Trustees, even though they may be less than a quorum of the entire number of Trustees.

(b) The Board is entitled to appoint Trustees to fill any vacancy, whether the same has been temporarily filled by the remaining Trustees or not, at any special meeting at which Trustees are elected. Any Trustee elected by the Board to fill a vacancy shall serve for the remaining term of the vacant office and until a successor is elected and qualified.

ARTICLE VI – HONORARY TRUSTEES

SECTION 6.01 Definition

(a) Individual(s) whose commitment, contributions, and efforts toward the advancement of the Bay Alumni Foundation (BAF) goals and objectives are honorable, recognized and appreciated by all members.

(b) Honorary Trustee(s) are Individual(s) whose efforts have made a lasting impact on the BAF, community, school district, and the students of Bay Village Schools.

(c) Honorary trustee(s) will have the same voting rights as a BAF member.

(d) Honorary Trustee(s) will not be considered as a member of the Executive Board.

ARTICLE VII - Meeting Procedures

SECTION 7.01 Code of Regulations

(a) The Board may adopt Robert Rules of Order to govern its own proceedings and its transactions of business, as well as the administration of the Foundation, the conduct of the Foundation's business and other affairs, management of the Foundation's property, and any other matters properly within the authority of discretion of the Foundation

SECTION 7.02 Conflict of Interest

(a) No member of the Bay Village Alumni Foundation Board or staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with Bay Alumni Foundation. This shall also include the member's business or other nonprofit affiliations, family and/or significant other, employer, or close associates who may stand to receive a benefit gain. Each individual shall disclose to the Board any personal interests which he or she may have any matter pending before the organization and shall refrain from participating in any discussion or decision on such matter.

(b) In addition, any member of Bay Alumni Foundation's Board or staff shall refrain from obtaining any list of clients or donors for personal or private solicitation purposes at any time during the term of their affiliation.

(c) Any new member of the Board or staff shall be given this policy at the time of their election on the Board or stall, and this policy will be reviewed annually by the Board at a regularly scheduled meeting.

(d) We understand that the purpose of this policy is to protect the integrity of the Bay Alumni Foundation and the organization's decision-making process as well as to enable our constituencies to have confidence in the integrity, intentions and actions of the officers, staff and board members. To that end, we understand that this policy is not meant to supplement good judgment, and all constituents should respect its spirit as well as its wording.

SECTION 7.03 Quorum and Manner of Acting

(a) Each voting member entitled to vote on any matter shall be entitled in person to one vote on each matter.

(b) Except as otherwise provided in this Code of Regulations, the act of the majority of the members present in person, by phone or by video conference (Zoom, Microsoft Teams, etc.) at any meeting of the Board at which a quorum is present shall be the act of the membership.

(c) In the absence of a quorum at any meeting of the Board, the majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjournment meeting need not be given.

Section 7.03 Removal of Trustees

(a) Any Trustee may be removed with or without cause, at any time by the affirmative vote of a majority of the Members of the Foundation entitled to vote at a special meeting of the Members called for that purpose. Any vacancy in the Trustees caused by any removal may be filled by the Members at the same meeting.

ARTICLE VIII - EXECUTIVE AND OTHER COMMITTEES

SECTION 8.01 – Creation

(a) The Board may create an Executive Committee or any other committee of the Members consisting of not less than 3 Trustees and such other Members who desire to volunteer for participation on such Committee as an ex-officio Trustee, and may delegate to each such committee any of the authority of Trustees other than the filling of vacancies on the Trustees or in any committee of Trustees.

(b) Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Trustees.

(c) The BAF Executive Board shall consist of not fewer than four (4) Trustees, President, Vice President, Treasurer, President Emeritus, Secretary, and Director of Digital/Media Communications.

SECTION 8.02 – AD HOC Committees

(a) Finance Committee

(1) A committee of no fewer than three (3) board members or trustees and the Treasurer shall comprise the Finance Committee.

(2) The committee will meet once a year within six months of the end of the June 30 fiscal year.

(3) The committee shall review the Treasurers' year-end report, the organization's internal controls and procedures, and investment portfolio.

(4) The committee shall then report its findings and any recommendations to the board no later than the end of the first quarter.

(b) Scholarship / Achievement Award Committee

(1) The committee shall be composed of no fewer than three (3) members from BAF and at least (1) from the "Class of 66" until the "Class of 66" cannot find a member to serve.

(2) The committee shall propose the application criteria and the dollar amount to be awarded. The recommendation shall be presented for approval at a general meeting each year.

ARTICLE IX - OFFICERS

SECTION 9.01 Officers

(a) The officers of the Foundation shall be a President, a President Emeritus, a Vice President, a Director of Digital/Media Communications, a Treasurer, an Assistant Treasurer and a Secretary and such Vice Presidents and other officers or assistant officers as the Membership may from time to time deem necessary to elect and/or appoint. In addition, the Board may elect a Chairman from among themselves. The President Emeritus shall be a past president of the Alumni Foundation or former Bay High Alumni Association.

SECTION 9.02 Appointment of Term Office

(a) The officers of the Foundation shall be elected from time to time by the membership. New officers may be created and filled in at any meeting of the Board. Each officer shall hold office until his/her successor shall have been appointed. Officers should have been members in good standing for at least 3 years. The board and trustees may waive that requirement if agreed upon.

SECTION 9.03 Removal and Resignation

(a) Any officer or assistant officer may be removed by the Board with or without cause whenever in its judgment the best interests of the Foundation would be served thereby.

(b) Any officer or assistant officer may resign at any time by giving written notice to the Board or the Chairman, if any, or to the President or Secretary of the Foundation, and any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make the resignation effective.

SECTION 9.04 Duties of Officers

(a) **The President** shall preside at meetings of the Board. The President shall have general supervision over the Foundation's property, business and affairs, and perform all the duties usually incident to such office, subject to the directions of the Trustees. He may execute all contracts and other obligations, in the name of the Foundation, and shall have such other powers and duties as may be prescribed by the Trustees.

(b) **The Vice President** shall have such powers and duties as may be prescribed by the Board or as may be delegated by the President. In case of the absence or disability of the President or when circumstances prevent the President from acting, the Vice Presidents, in order designated by the Board, shall perform the duties of the President, and in such case, the power of the Vice Presidents to execute all authorized deeds, mortgages, bonds, contracts and other obligations, in the name of the Foundation, shall be coordinate with the powers of the President. In case the President and such Vice Presidents are absent or unable to perform their duties, the Board may appoint a President pro tempore.

(c) **The Secretary** shall attend and keep the minutes of all meetings of the membership and of the Board unless a Recording Secretary has been assigned. The Secretary shall keep the membership book and such books as may be required by the Board and shall give all notices of meetings of the membership and Board, provided however, that any persons calling such meetings may, at their options, themselves give such notice. He or she shall have such other powers and duties as may be prescribed by the Board.

(d) **The Treasurer** shall receive and have in charge all money, bills, notes, bonds, stocks in other corporations and similar property belonging to the Foundation and shall do the same as shall be ordered by the Board. They shall keep accurate financial accounts and hold the same open for inspection and examination of the Board. Annual financial statements should be prepared and presented to the Board for approval. The treasurer shall file all appropriate tax returns and keep the organization filings, nonprofit status requirements, and other financial related documents up to date. On the expiration of their term of office, they shall turn over to their successor, or

the Board, all property, books, papers and money of the Foundation in their hands. The Treasurer shall have such other powers and duties as may be prescribed by the Board.

(e) **The Assistant Treasurer**, if requested by the Treasurer, can be used to segregate selected accounting duties such as collecting cash receipts from the mail at the office of the Foundation, summarize such receipts, deposit in bank and preparation, signing and mailing of checks to Vendors after approval by Treasurer. On the expiration of their term of office, they shall turn over to their successor, or the Board, all property, books, papers and money of the Foundation in their hands.

(f) **Director of Digital/Media Communication** shall be responsible for strategy to improve BAF communications, communication and information internally secure, develop and maintain an effective strategy to communicate, engage and respond to BAF members in a timely fashion, and help to maintain content on BAF media sites.

(g) The Assistant Secretaries, Assistant Treasurers, if any, and the other officers, if any, shall have such powers and duties as the Board may prescribe.

(h) The Board is authorized to delegate the duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

(i) No officer shall be entitled to compensation for services rendered to the Foundation.

(j) The Board is authorized to determine or provide the method of determining how checks, notes, bills of exchange and similar instruments shall be signed, countersigned or endorsed.

SECTION 9.05 Bond

(a) Any officer, if required by the Board, shall give a bond in such sum and with such security as the Board may require for the faithful performance of such officer's duties.

ARTICLE X - EXECUTIVE DIRECTOR

SECTION 10.01 Executive Director

(a) The Board may appoint an executive director of the Foundation. The executive director may, in the sole discretion of the Board, be an employee of the Foundation. The Board may delegate such authority to the executive director, as the Board deems it appropriate in their sole discretion including administration and development and program responsibilities, as they deem appropriate.

ARTICLE XI - PROVISIONS IN ARTICLES OF INCORPORATION

Section 11.01 – Articles of Incorporation

(a) These regulations are at all times subject to the provisions of the Articles of Incorporation of the Corporation.

ARTICLE XII- TAX EXEMPT NON-PROFIT STATUS

Section 12.01 – Tax Exempt Non-Profit Status

(a) The Corporation is intended to be operated at all times so as to qualify as a tax exempt non-profit organization under the provisions of Internal Revenue Code Section 501(c)(3) and as other than a private foundation under the provisions of Internal Revenue Code Section 509(a)(1) and 509(a)(3). All provisions of the Corporation's Articles of Incorporation and this code of Regulations shall be construed and applied accordingly.

ARTICLE XIII - FUNDS

Section 13.01 – Permanent Endowment Fund

(a) An Endowment Fund has been established, and funds are designated for this fund by members when donations are received and earmarked for the endowment fund.

(b) It is the intention of the BAF that these endowment funds are invested as determined by the Board.

(c) The Board will follow the "Uniform Prudent Management of Institutional Funds Act" (UPMIFA) requiring the preservation of the original gift as the donor- restricted endowment.

(d) An annual spending policy will be approved by the Board in conformity with UPMIFA. If no spending policy is approved, only the actual investment income on the endowment fund can be used for operations or other needs as determined by the Board of Trustees.

Section 13.02 – Purpose Restricted Funds

(a) Donations made for a specified purpose will be accepted by BAF and used in accordance with the donor intentions.
(b) Details of the restrictions will be documented and maintained by BAF.

Section 13.03 – Board Designated Funds

(a) The Board reserves the right to designate a board designated fund from net assets without donor restrictions.

(b) Expenditures from this fund, if established, will need to be approved by the Board

Section 13.04 General Operating Fund

(a) These funds are free from any external restrictions and are available for general use.
(b) These funds may be used for any legal purpose appropriate to the organization and are often called general operating or general support.
(c) These types of contributions are known as a without donor restriction and used to be known as unrestricted.

Section 13.05 – Successor to Bay Alumni Foundation

(a) If the Bay Alumni Foundation ceases to exist, the funds left in any BAF account will be dispersed equally to: Bay Rockets Association to support athletics, Bay Education Foundation, and Band Boosters to support the music program.

ARTICLE XIV - AMENDMENT OF REGULATIONS

Section 14.01 – Annual or Special Meetings of Trustees

(a) This Code of Regulations may be changed, added to, or repealed at any annual meeting of the Board or at any special meeting of the Board called for that purpose, provided that the intention to consider such amendments is stated in the notices of waivers of notice for such special meeting.

(b) An affirmative vote of the Board entitling them to exercise a majority of the voting power of the Foundation shall be required to amend this Code of Regulations at any annual meeting of the Board or at a special meeting called for that purpose.

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