

Red Oak Community School Bylaws  
Established October 31, 2015, revised February 7, 2016

**Article I – Corporate Identity and Purpose**

**Section 1 – Purpose of the Corporation**

The Red Oak Community School (ROCS) is an independent, self-administered school. Our purpose is to conduct a primary school for education in the Columbus, Ohio area and provide a nurturing, academically rich learning environment that respects childhood, honors individual potential, and fosters connection to self, others, and the natural world, made financially accessible by building community and sharing resources. ROCS has all the powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Ohio.

Red Oak Community School recruits and admits students of any race, color or ethnic origin to all its rights, privileges, programs and activities. In addition, the school will not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, employment, scholarship and loan programs, and athletic and other school administered programs.

The school will not discriminate on the basis of race, color, or ethnic origin in the hiring of its certified or non-certified personnel.

**Section 2 – Location and Registered Agent**

ROCS shall have and maintain a registered agent whose office is identical with the registered office. ROCS may have such other offices with or without the State of Ohio as its Board of Directors from time to time as determined.

**Article II – Board of Directors**

**Section 1 – General Responsibilities**

The affairs of ROCS shall be managed by its Board of Directors. The Board of Directors' responsibilities are:

- a. To support and aid the faculty, see Article III below, in implementing educational programs.
- b. To authorize major business and financial decisions, including but not limited to buying or selling real estate, encumbering any assets, or incurring indebtedness.
- c. To appoint the chairs and members, who need not be Directors, of standing committees, to create from time to time ad hoc committees, and to oversee the activities of those committees.

- d. To conduct the business necessary to carry out these responsibilities, including attending all regularly scheduled Board meetings.
- e. To adopt the budget for ROCS for each fiscal year, including the gross amount of faculty compensation; however the determination of salaries and wages of individual faculty members is reserved to the Faculty.
- f. To hire, supervise, and fire the Director and Lead Teacher.

## **Section 2 – Membership**

The Board of Directors of ROCS shall consist of at least two members of the Staff, and one Parent Advocate. At least 50% of the board members must be parents of ROCS students currently attend classes and at least one of the at large members must have no current affiliation with ROCS other than Board membership. The Board can be no larger than 9 members.

## **Section 3 – Nomination and Election of At Large Members**

The election of Directors to fill expired terms of at large members shall be conducted by the Board at the annual meetings. To be considered, an interested person must be nominated by a current member of the Board and his or her name must be placed in nomination at a regular meeting of the Board at least thirty days prior to the regular meeting at which Board elections are scheduled. All nominations shall be recorded in the minutes of the meeting in which they are made. To be elected, each nominee must receive a two-thirds vote of the Board in attendance.

The terms of office of the Directors who have been elected shall begin as soon as the voting is completed. At its first meeting following adoption of these bylaws, the Directors shall be divided into two equal groups by lot, with the first group serving a one-year term and the second group serving a two-year term. Thereafter, all Directors will be elected to serve two year terms, or until their successors have been elected and qualified, so that one half of the Directors will stand for election in any given year. There shall be a limit of three consecutive terms that an individual Director may serve.

## **Section 4 – Officers of the Board**

Following the election at the annual meeting and acceptance of Directors, the Board of Directors shall elect one Director to be the Chair of the Board for a one year term or until a successor is elected and qualified. The Chair shall preside at meetings of the Board of Directors, and supervise the work of the committees. The Chair shall be the principle executive officer of the corporation and may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation.

The Directors shall also elect a Secretary to keep the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws or

as required by law, be custodian of the corporate records and seal and see to it that the seal of the corporation is affixed to all documents which are executed on behalf of the corporation in accordance with these bylaws, keep a register of the post office address of each Director, and in general perform all the duties incident to the office of Secretary and such other duties as the Chair may assign.

The Directors shall also elect a Treasurer to oversee the finances of ROCS. The Treasurer shall make an annual report each year to the Board of Directors reviewing the financial condition of the corporation for the most recent fiscal year.

### **Section 6 – Additions and Vacancies**

Nominations and elections to add members to the Board of Directors or to fill vacancies of elected members may be made at any meeting of the Board of Directors. Qualifications for nomination and conditions for election will be as described in Section 3 and 4 above.

Directors added to the Board will serve until the next Annual Meeting. Directors nominated and elected to fill vacancies will serve to the end of the term of their predecessors.

### **Section 7 – Committees**

The standing committees of the Board of Directors shall be: the Development Committee, Education Committee, Facilities Committee, and the Parent Committee. The chair of each committee shall be selected by the Board from among its membership. The members of these committees shall be approved by the Board and need not be members of the Board.

The Development Committee shall conduct all fundraising activities of the School including events, grant applications, and solicitations.

The Education Committee establishes and supervises the educational policies of ROCS. This includes overseeing the curriculum and methodology, and the hiring and terminating of faculty and staff members and determining the salary and wages of individual faculty members.

The Facilities Committee shall be responsible for the location, organizing grounds work, and general facility upkeep.

As the board creates and dissolves committees, it will determine what decisive action may be carried out by those committees and what decisions must be brought to the board.

### **Section 8 - Conflict of Interest Policy**

The Board of Directors affirms that the Directors, officers, administrators, faculty and other employees of the School have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the School. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the School. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Board of Directors of

the circumstances resulting in the potential conflict so that the Board of Directors can provide such guidance and take such action as it shall deem appropriate.

Areas of potential conflict of interest are:

1. Financial Interest.

(A) Ownership by the individual directly or indirectly of a material financial interest in any business or firm (i) from which the School obtains goods or services, or (ii) which is a competitor of the School.

(B) Competition by the individual, directly or indirectly, with the School in the purchase or sale of property or any property right or interest.

(C) Representation of the School by the individual in any transaction or activity in which the individual, directly or indirectly, has a material financial interest.

(D) Any other circumstance in which the individual may profit, directly or indirectly, from any action or decision by the School in which he or she participates, or which he or she has knowledge.

2. Inside Information

Disclosure or use by the individual of confidential information about the School, its activities or intentions, for the personal profit or advantage of the individual or any person.

3. Conflicting Interests other than Financial

Representation as director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves this school as an adverse party or with adverse interests.

4. Gifts and Favors

Acceptance of gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor of, the School under circumstances which imply reasonably that such action is intended to influence the individual in the performance of his or her duties.

No Trustee who directly or indirectly is involved in a potential conflict of interest shall be counted in determining the existence of quorum at any meeting of the Board where the potential conflict is considered, nor shall the trustee vote on any action of the Board regarding that potential conflict.

## **Article III – Faculty**

### **Section 1 – General Authority**

The Lead Teacher works with the Education Committee to fulfill the educational needs of the school.

### **Section 2 – Membership**

The Faculty shall consist of all members of the faculty of ROCS.

Faculty and Staff can hold positions on the Board.

#### **Article IV – Director**

##### **Section 1 – Duties**

The Director shall carry out the day-to-day business activities of ROCS and such other duties as are assigned to the Director by the Board of Directors, under the direction of the Board of Directors and the Chair. The Director shall attend and participate in the regular meetings of the Board of Directors.

#### **Article V – Meetings**

##### **Section 1 – Regular Monthly Meetings**

There shall be regular meetings of the Board of Directors each month of the year on such a day of the month as is satisfactory to all members of the Board. The regular meeting held in January shall be designated as the Annual Meeting. The remaining meetings will normally be held at ROCS, but may be held elsewhere at the discretion of the officers of the Board of Directors.

##### **Section 2 – Special Meetings**

Special meetings may be called by the Chair of the Board of Directors, by the Secretary of the Board at the request of three Directors, or by any Director at the request of a quorum of all the Directors then in office.

##### **Section 3 – Notice**

Notice of the regular monthly meetings, with an agenda for the meeting, shall be mailed, e-mailed, or delivered to each Director by or at the direction of the Secretary of the Board. These notices shall be addressed to each Director at the Director's residence or usual place of business and mailed or delivered such that each Director is in receipt of the notice at least three days before the date on which the meeting is to be held.

Notice of special meetings may be furnished as provided for regular monthly meetings. Notice of special meetings may also be given by telephone. Telephone notice must be furnished at least two days in advance of the meeting and must include a description of the issues to be addressed at the special meeting.

##### **Section 4 – Quorum**

One-half plus one of the voting Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not obtained, a majority of the Directors in attendance at a meeting may adjourn the meeting from time to time and without further notice.

### **Section 5 – Voting**

The act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws. The Board will use the Consensus Model of decision making.

### **Section 6 – Action Without a Meeting**

Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing or via e-mail to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

### **Section 7 - Removal**

Any member of the Board may be removed at any regular or special meeting of the Board by an affirmative decision of two-thirds of the voting members of the Board of Directors as from time to time constituted whenever, in their judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The member being removed shall be notified of the meeting at which the removal action will be taken, and the specific charges against him or her, at least five (5) days prior to the meeting.

### **Article VI – Amendments to Bylaws**

These bylaws may be altered, amended, or repealed and new bylaws adopted when a quorum is present and when there is a Consensus. The decision may be taken at any regular or special meeting, provided copies of the proposed alteration, amendment, repealed provision, or new bylaws have been mailed or e-mailed to all Directors at least seven days before the meeting.

### **Article VII – Contracts, Checks, Deposits, and Funds**

#### **Section 1 – Contracts**

The Board of Directors may authorize any officer or agent of ROCS, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ROCS and such authority may be general or confined to specific instances.

#### **Section 2 – Checks, Draft, etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of ROCS shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Director and one member of the Board of Directors.

### **Section 3 – Deposits**

All funds of ROCS shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **Section 4 – Gifts**

The Board of Directors may accept on behalf of ROCS any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation.

### **Article VIII – Indemnification**

ROCS shall indemnify any person who is or was a member of the Board of Directors, or an officer of the corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person, in connection with actions suits or proceedings, or threats of same, against such person by reason of the fact that such person is or was a member of the Board of Directors or an officer of the corporation, to the extent authorized by the laws of the State of Ohio. ROCS is authorized to purchase and maintain insurance covering such liabilities.

### **Article IX – Books and Records**

ROCS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principle office a record giving the names and addresses of the Directors entitled to vote.

### **Article X – Fiscal Year**

The fiscal year of ROCS shall begin on the first day of July and end on the last day of June each year.

### **Article XI – Corporation Seal**

The Board of Directors shall provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name Red Oak Community School and the words "Corporate Seal, Ohio."

### **Article XII – Dissolution**

In the event of the dissolution of this corporation, any assets remaining after payment of all obligations shall be distributed only for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code, or successor provision.

**Article XIII – Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of the laws of the State of Ohio or under the provisions of the article for incorporation or the bylaws of ROCS, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.