

**CODE OF REGULATIONS  
OF  
CHILDREN'S FUND OF SCHOOL PSYCHOLOGY, INC.**

**ARTICLE I  
CORPORATION**

**Section 1. Name.**

The name of the corporation shall be **Children's Fund of School Psychology, Inc.** (hereafter referred to as the "Corporation").

**Section 2. Principal Office.**

The principal office of the Corporation shall be at such place as may be determined and designated from time to time by the Board of Directors (the "Directors").

**Section 3. Purpose.**

The purpose of this Corporation is exclusively charitable and educational under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. The Corporation will promote the welfare of all learners through the science of school psychology by:

1. Advocating for the essential rights and welfare of all children and youth;
2. Embracing individual and group differences in children and youth based upon gender and diverse ethnic, cultural, language, and experiential backgrounds;
3. Promoting learning environments which facilitate optimal development;
4. Producing effective interventions that address both learning and social/emotional issues that impede a child's success and happiness; and
5. To the extent not inconsistent with the foregoing, including, but not be limited to, fulfilling any other purposes permitted by Chapter 1702 of the Ohio Revised Code as may be deemed appropriate by the Directors of the Corporation and exercising any powers or rights now or hereunder conferred on nonprofit corporations under the laws of the State of Ohio, which are in furtherance of the charitable, scientific or educational purpose for which the Corporation is formed.

The Corporation's activities are conducted without regard to political or religious opinion or affiliation, marital status, race, color, creed, national origin, gender, sexual orientation, physical or mental disability, or age.

## ARTICLE II MEMBERS

**Section 1. Class of Members.** The members of the Corporation shall consist of those persons (i) who are trained as, employed as, or retired from being a school psychologist; and (ii) who pay annual members dues to the Corporation in such amounts as the Directors may establish from time to time. The membership year is July 1 to June 30.

**Section 2. Termination of Membership.** When any member shall be in default in the payment of dues for over ninety (90) days, the membership will automatically be terminated.

**Section 3. Annual Members Meeting.** The annual meeting of the members for the purposes of electing the Directors and for the transaction of such other business as may properly come before the meeting shall be held upon such date as the Directors may determine. The meeting may be held at such place within or without the State of Ohio as determined by the Directors and so stated in the notice.

**Section 4. Special Members Meeting.** Special meetings of the members may be called by the President or by the Directors at a meeting, or by a majority of the Directors then in office without a meeting, and shall be called by the President or Secretary upon written request of twenty percent (20%) or more of the members. No business other than that specified in the notice shall be considered at any special meeting. The meeting may be held at such place within or without the State of Ohio as determined by the Directors and so stated in the notice.

**Section 5. Notice of Meeting.** The date, time and location and purpose of the annual meeting of the members or a special meeting shall be posted on the Corporation's website, included in the annual convention brochure, emailed, delivered or mailed postage prepaid to each member not more than 60 days nor less than 10 days before the date of such meeting. If mailed, such notice shall be addressed to the member at his or her address as it appears upon the records of the Corporation. If emailed, such notice shall be sent to the member at his or her email address as it appears upon the records of the Corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Notice of the time, place and purposes of any meeting of members, whether required by law, the Articles of Incorporation or this Code of Regulations, may be waived in writing, either before or after the holding of such meeting, by any members, which writing shall be filed with or entered upon the records of the meeting. The attendance of any members at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such member of notice of such meeting.

**Section 6. Quorum.** At any meeting of members, the members present in person shall constitute a quorum for all purposes, except when a greater proportion is required by law, the Articles of Incorporation or this Code of Regulations. All questions and business which shall come before the meeting shall be determined by the vote of a majority of the members present in

person at the meeting, except when a different proportion is require by law, the Articles of Incorporation or this Code of Regulations.

At any meeting a majority of the members present may adjourn from time to time and from place to place without notice other than by announcement at the meeting. At any such adjourned meeting, any business may be transacted which could have been transacted at the meeting as originally held.

**Section 7. Members Entitled to Vote.** Every member of record shall be entitled at each meeting of members to one vote on each matter coming before the meeting.

### **ARTICLE III** **BOARD OF DIRECTORS**

#### **Section 1. Powers.**

The policies, property and affairs of the Corporation shall be determined, managed and controlled by the Directors.

In addition to the general duties and powers, the Directors duties and powers shall include, but not be limited to:

- (1) Depositing the assets of the Corporation in the name of the Corporation in one or more investment or bank accounts;
- (2) Making such payments from the assets of the Corporation at such times and to such persons and in such amounts as they deem necessary to conduct the programs of the Corporation;
- (3) Receiving gifts and donations;
- (4) Entering contracts in the name of the Corporation; and
- (5) Consulting with legal counsel with respect to the meaning or construction of this Code of Regulations or the Articles of Incorporation, their duties and powers, or with respect to any action, proceeding or question of law.

#### **Section 2. Number.**

The Directors shall consist of not less than (5) five persons and not more than ten (10) persons. Upon the majority vote of Directors, the number of Directors may be increased or decreased (but not below (5) five). No reduction in the number of Directors shall of itself have the effect of shortening the term of any incumbent Director.

**Section 3. Elections, Removal and Resignation.**

A committee appointed by the President and approved by the Directors will solicit nominations for Directors from the members of the Corporation. A slate will be prepared and distributed by the Corporation to the members. The committee shall follow the procedures for nominations, timelines, and guidelines for election established by the Directors. The committee shall establish procedures that shall ensure a secret ballot.

At all elections of Directors, the candidates receiving the greatest number of votes shall be elected. The election of Directors shall take place at the annual meeting of the members. If the annual meeting of the members is not held or Directors are not elected at that time, the Directors may be elected at a special meeting called and held for that purpose.

A Director may be removed by the Directors with cause at any special meeting of the members.

A Director may resign at any time by giving written notice of the President. Such resignation shall take effect at the time specified in the notice.

**Section 4. Term of Office.**

Directors shall serve four-year terms. The terms shall begin on July 1 of each year. Each Director shall hold office until the expiration of the term for which he or she is elected or until the Director's earlier resignation, removal from office or death.

**Section 5. Annual Meeting.**

The Directors shall hold an annual meeting at such time and place as shall be designated by the President, and shall meet for regular meetings at such other times as the President may determine. Notice of the annual meeting and regular meetings shall be given to the Directors not less than ten (10) days in advance of said meeting. Notice is permitted by email sent to the Director's email address as it appears on the records of the Corporation.

**Section 6. Special Meetings.**

Special meetings of the Directors may be called by the President, or upon the written request of two (2) or more of the Directors. At least two (2) days' notice giving time, place, and purpose of the special meeting shall be given.

**Section 7. Quorum.**

At any meeting of the Directors, the presence of a majority of the number of Directors then serving shall constitute a quorum for the transaction of business. The business of the Corporation shall be decided upon by a majority vote of the Directors present at a meeting at which a quorum is in attendance.

**Section 8. Vacancies.**

The President may fill any Director vacancy that is created by an increase in the authorized number of Directors or by the resignation, removal from office or death of a Director.

**Section 9. Action Taken Without a Meeting.**

Actions permitted or required to be taken at a meeting of the Directors may be taken without a meeting if consents in writing or by electronic indication of consent, setting forth the action so taken, shall be signed by all of the Directors.

**Section 10. Telephone Meetings**

Directors may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating the meeting to hear and speak to each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**ARTICLE IV**  
**OFFICERS OF THE CORPORATION**

**Section 1. Officers of the Corporation.**

The principal officers of the Corporation are the President, such number of Vice-Presidents as the Directors may from time to time determine necessary, the Secretary, the Treasurer, and such other officers as the Directors may elect. The Directors may appoint such Vice-Presidents and assistant officers as it may deem appropriate. A person must be a Director in order to qualify as an officer.

**Section 2. Election.**

The officers of the Corporation shall be elected for a term of one (1) year at the Directors' annual meeting. The term of office shall be from July 1 through June 30, with exception of the Treasurer, whose term shall be two years.

**Section 3. Removal and Resignation.**

Any officer of the Corporation may be removed with cause at any time, by vote of the Directors.

An officer may resign at any time by giving written notice to the President. In the case of the resignation of the President, he or she shall give written notice to all of the Directors. Any such resignation shall take effect at the time specified therein.

**Section 4. Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Directors.

**Section 5. President.**

The President shall preside at all meetings of Directors and at all meetings of the members. The President shall be the chief executive officer of the Corporation and shall perform such duties as the Directors may from time to time assign to the President. The President shall have authority to sign all official legal documents and papers for and on behalf of the Corporation as well as conduct the routine business of the Corporation. The President has the authority to delegate any duties to the Vice-President(s), Secretary, and Treasurer.

**Section 6. Vice-President(s).**

The Vice-President(s) shall assist the President in the execution of his or her duties. In the absence or disability of the President, a designated Vice-President shall perform all duties of the President. The authority of any Vice President(s) to execute certificates for official legal documents and papers on behalf of the Corporation shall be coordinate with like authority of the President.

**Section 7. Secretary.**

The Secretary shall direct the keeping of records and the sending out of minutes to the Directors. The Secretary shall be the custodian of the minute book and such other books and records as the Directors deem necessary. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned by the President. The Secretary shall have authority to attest to all legal documents or instruments executed on behalf of the Corporation.

**Section 8. Treasurer.**

The Treasurer shall have custody of and direct the keeping of records of all monies and securities which constitute any part of the funds of the Corporation. Whenever so directed by the Directors or the President, the Treasurer shall render a statement of the cash and other accounts of the Corporation and shall cause to be entered regularly in the books and records of the Corporation, full and accurate accounts of the receipts and disbursements of the Corporation. The Treasurer shall perform the usual duties of this office and shall have such other powers and perform such other duties as may from time to time be assigned to him or her by the President. The Treasurer shall have the authority to attest to all legal documents or instruments executed on behalf of the Corporation.

**Section 9. Other Positions.**

The Directors may appoint such other officers as it may deem necessary and shall be authorized to determine the terms and scope of their duties as are necessary for the proper functioning of the Corporation.

**ARTICLE V**  
**FISCAL YEAR**

The fiscal year of the Corporation shall be from July 1 to June 30, inclusive, unless another fiscal year is adopted.

**ARTICLE VI**  
**FINANCIAL OBLIGATIONS**

**Section 1. Budget.**

Prior to the close of each fiscal year, the Directors shall adopt a budget of income and expenses to control the finances of the Corporation during the ensuing fiscal year.

**Section 2. Checks.**

All checks, drafts, bills or exchange, notes, or other obligations or order for the payment of money shall be signed in the name of the Corporation by the Treasurer or his or her designee or by facsimile.

**Section 3. Loans.**

No loans may be made to any Director or officer of the Corporation.

**Section 4. Investments.**

The assets of the Corporation may be invested in obligations issued or guaranteed by the United States of America or any agency thereof, obligations of State governments and municipal Corporations, real estate mortgages, savings deposits, corporate bonds and notes, and carefully selected preferred and common stocks. Stocks or bonds received by the Corporation may be retained even though they do not meet the foregoing criteria, if the donor has so directed or if the Officers determine it is for the best interests of the Corporation that the same be retained.

**Section 5. Sale of Assets.**

Any stocks, bonds, or other intangible property of the Corporation which has been received by the Corporation as a gift or bequest, or in payment of a pledge or other obligation to the Corporation, or in payment for an annuity may be sold with the approval of the Corporation's President or the Treasurer.

**Section 6. Investment Counsel.**

The Directors may, if they deems it advisable to do so, authorize a person or Corporation selected by it to handle the investment of one or more designated parts of the Corporation's funds as attorney in fact or agent for the Corporation. Any such attorney in fact or agent may be authorized to have the stocks, bonds, or other intangible property comprising the designated part carried in a broker's account, without being registered in the name of this Corporation, provided the broker is a member of the New York Stock Exchange.

**Section 7. Financial Review.**

The President shall arrange, at least once per year, for an examination of the Corporation's books and records by a Certified Public Accountant, who is acceptable to the Directors. The President shall thereafter make a written report on the financial status of the Corporation to the Directors.

**ARTICLE VII**  
**COMMITTEES**

The Directors may create as many committees as necessary to carry out its activities. The President shall appoint committees and their members annually.

**ARTICLE VIII**  
**INDEMNIFICATION OF MEMBERS, DIRECTORS AND OFFICERS**

The Corporation does hereby indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a trustee, officer, employee, agent or volunteer of the Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he or she reasonably believed to be in or not opposed to be the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

To the extent that a director, officer, employee, agent or volunteer of the Corporation has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter therein he or she shall be indemnified



against expenses and attorney's fees actually and reasonably incurred by him or her in connection therewith.

Indemnification under this Article shall be made by the Corporation upon a determination that indemnification of the trustee, officer, employee, agent or volunteer is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made by the Directors by majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding or if such a quorum is not obtainable as a majority of such disinterested Directors determines, with the advice of independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the specific case, upon receipt of an undertaking by or on behalf of the trustee, officer, employee, agent or volunteer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized under this Article.

The Corporation shall have the power to purchase and maintain liability insurance on behalf of all persons who are or were Directors, officers, employees, agents or volunteers of the Corporation or serving at the request of the Corporation as a director, officer employee, agent or volunteer for another entity, trust or enterprise against any liability asserted against them or any of them and incurred by any of them arising out of their status as such.

Notwithstanding the foregoing, the provisions of this Article shall be automatically amended to provide for the maximum indemnification permitted under Section 1702.12(E) of the Ohio Revised Code, including amendments thereto, or any comparable provisions of any future Ohio statute. In order to implement the foregoing, the Directors of the Corporation are authorized to amend the provisions of this Article to provide for such indemnification.

#### **ARTICLE IX** **PRIVATE FOUNDATION PROHIBITIONS**

If the Corporation is treated, under Section 509 of the Code as a "Private Foundation" at any time, then the following provisions shall apply for as long as the Corporation is so treated:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE X**  
**AMENDMENTS**

This Code of Regulations may be amended by any duly-called meeting of the members of the Corporation by an affirmative vote of a majority of those present and entitled to vote. Notice of such meeting shall be given to all members in accordance with Article II, Section 5.

**Adopted:** \_\_\_\_\_

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- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

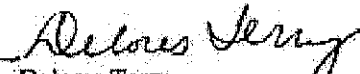
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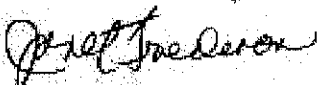
Adopted: July 10, 2015


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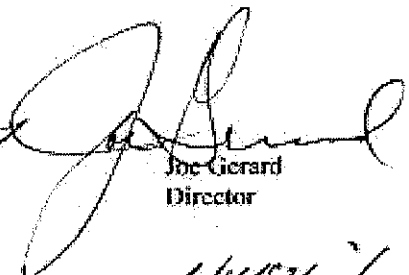
  
Jeanne Pound  
Director/President

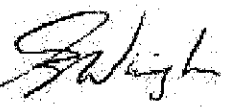
  
Dolores Terry  
Director/Vice President

  
Lynne Thies  
Director/Secretary

  
Janet Friedman  
Director

  
Thomas C. Delaney  
Director/Treasurer

  
Joe Gerard  
Director

  
Ellen Winningham  
Director

  
Fulvia Franco  
Director

  
Jeff McNish  
Director

  
Juliette Madigan  
Director