

AMENDED
CODE OF REGULATIONS
6-1-97
of

PARENT ASSOCIATION FOR GIFTED EDUCATION, INC.

ARTICLE I - NAME

Section 1.1 The name of this corporation shall be **Parent Association for Gifted Education, Inc. [PAGE]**, a non-profit corporation under the laws of the State of Ohio; herein after referred to as PAGE. The corporation may do business as "PAGE."

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Section 1.2 The Super Saturday Program is a tradename of PAGE under the laws of the State of Ohio. The corporation may do business as "The Super Saturday Program."

ARTICLE II - STATEMENT OF PURPOSE

The purpose of ~~Parent Association for Gifted Children, Inc. PAGE~~ is to provide learning activities which support and fulfill the significantly different needs of gifted and talented children, their parents and others who guide them ~~through the Super Saturday Program.~~

The purpose or purposes for which the corporation is formed are:

- ~~1.a.~~ To offer educational programs to provide academic, emotional and social enrichment for gifted and talented children.
- ~~2.b.~~ To engage in any other educational and social activities permitted under federal and state law for charitable, tax-exempt corporations.
- ~~3.c.~~ To do anything necessary, proper or convenient for the accomplishment of any one or more of the purposes stated above and to exercise any power or rights now or hereafter conferred on corporations of a similar nature under the Ohio Revised Code, which are in furtherance of any one or more of the purposes for which the corporation is formed.

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ARTICLE III - ELIGIBILITY OF THE CHILD

~~An eligible child is one who:~~

- ~~a) has a mental ability (IQ) on a general cognitive ability measure equivalent to the 95th or above percentile; or~~
- ~~b) has achievement test scores in the total reading or total math at or above~~

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~~the 95th percentile; or
e) has a professional recommendation showing evidence of outstanding achievement or potential when test scores are not available or appropriate.~~

ARTICLE IV – MEMBERS

~~Section 43.1 Qualification and Tenure. The Corporation shall have members who subscribe to the purposes and goals of the Corporation, including all parents of any child~~The membership shall consist of parents and/or guardians of eligible children enrolled in the Super Saturday program, and those who fulfill any other obligation which may be established by the Board of Trustees to become a member. Each member shall remain a member of the Corporation so long as he or she fulfills the requirements of membership as set forth in this section, except that membership may be terminated by resignation filed with the Secretary of the Corporation or by resolution adopted by the affirmative votes of at least two-thirds of the Board of Trustees.

Section 3.2 – Eligibility of the Child. An eligible child is one who:

- a. has a mental ability (IQ) on a general cognitive ability measure equivalent to the 95th or above percentile; or
- b. has achievement test scores in the total reading or total math at or above the 95th percentile; or
- c. has a professional recommendation showing evidence of outstanding achievement or potential when test scores are not available or appropriate.

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ARTICLE IV - MEETING OF MEMBERS

~~Section 54.1 Annual Meetings. The annual meeting of members shall be held before May 31st of each year, at such date, time and place within Hamilton County, Ohio, as may be fixed in the notice of such meeting, or as shall be consented to in writing by all members.~~

~~Section 54.2 Purpose of Meeting. The members shall meet annually for the purpose of:~~

- a) hearing the report of the assessment of activities and finances of the Corporation from the Board of Trustees;
- b) being advised of the goals and priorities for the coming year;
- c) electing the members of the Board of Trustees of the corporation; and
- d) amending the Code of Regulations, if need be.

Section 54.3 Special Meetings. Special meetings of members may be held at any time or place, within Hamilton County, Ohio, pursuant to a resolution of the Board of Trustees or when called by ~~the Chair of the Board of Trustees, the President, a Vice President, the Secretary~~any three members of the Executive Committee or any fifteen members of the corporation. Calls for special meetings of members shall specify the time, place and object or objects hereof and no other business than that specified in the call shall be considered at any such meeting.

Section 54.4 Notice of Meeting. A written notice of every annual ~~or special~~ meeting of members stating the time and place, ~~and, in the case of a special meeting, the objects thereof,~~ shall be given to each member of the Corporation, by mailing the same to each member's last known address or by otherwise giving actual notice at least ten days before any such meeting. ~~A written notice of every special meeting of members stating the time, place, and objects thereof, shall be given each member of the Corporation at least ten days before any such meeting.~~

Section 54.5 Voting. Each member shall have one vote per child enrolled in the program on each matter submitted to the members for their vote, consent, waiver, release or other action, except that no family shall have more than one vote per child enrolled in the program.

Section 54.6 Quorum. The quorum at any annual or special meeting of the members consists of those members who attend the meeting.

Section 54.7. Proxies. Any member shall be entitled to be represented at any meeting of members, or to vote at such meeting, or give consents in writing, as the case may be, or to exercise any other of his or her rights as a member by proxy or proxies by a writing signed by such member.

ARTICLE VI - TRUSTEES

Section 56.1 Purpose. The management of the Corporation shall be exercised by a Board of Trustees who shall elect the officers of the Corporation for a term specified herein; they shall have the power to delegate their powers or designate duties or powers to any of the officers or duly appointed committees; they may elect a Trustee to fill any vacancy among the Trustees but only for the unexpired term of the former Trustee; they shall carry out and perform all the duties provided by these Regulations and such other duties as may be incident to their office.

| Section 56.2 Number and Composition. The number of Trustees shall not be less than five (5) nor more than thirteen (13) with the number to be determined at each annual meeting.

| Section 56.3 Election. The Trustees shall be elected for staggered two-year terms by the members at the Annual Meeting, or at any special meeting called for that purpose.

| Section 56.4 Tenure of Office and Qualifications. The Trustees shall hold office for two years, or until their successors are elected and qualified, or until they resign or are removed. A Trustee need not be a member.

| Section 56.5 Vacancies and Removal. Any vacancy that may occur in the Board of Trustees caused by death, resignation or other reasons, may be filled by appointment of another Trustee by a majority of the remaining Trustees for the unexpired term. A Trustee may be removed from office for any reason by resolution adopted by the affirmative vote of two-thirds of all Trustees. A Trustee who has been absent from two regular meetings of the Board of Trustees, of which he or she had notice, over a period of four meetings, may be removed by a two-thirds vote of all of the Trustees.

| Section 56.6 Duties. The duties of the Trustees shall be:

- a) to establish the purposes, plans and goals of the Corporation and approve plans for reaching such goals;
- b) to organize themselves in such a manner as they may believe expedient to fulfill their purposes and goals;
- c) to establish policies and guidelines for the fulfillment of their functions;
- d) to assess annually the performance of the Corporation and report the findings of its assessment, as well as the financial review of the funds, to the annual meeting of the members of the Corporation;
- e) to authorize the development, investment and allocation of capital and operating funds; and
- f) to conduct any other activities which they may deem necessary for the support and good operation of the Corporation.

| Section 56.7 Meetings of Trustees. Meetings of Trustees shall be held at any time or place, within Hamilton County, Ohio, pursuant to resolution of the Trustees.

| ~~Twenty (20) days~~ A minimum of twenty-four (24) hours written notice of such meeting shall be given each Trustee unless the Trustees have fixed a regular time and place for such meeting, in which case no notice shall be required for any

meeting. ~~Notice of any meeting may be waived in writing either before, during or after such meeting.~~ The Board of Trustees shall meet at least quarterly and Minutes shall be taken, reviewed, and recorded at each meeting. This meeting schedule may be modified from time to time by the Board of Trustees.

Section 56.8 Compensation. No member of the Board of Trustees shall be entitled to receive compensation for his or her services as such. Nothing in this section shall prohibit the Corporation from making reimbursement to a Trustee or from paying a Trustee's expenses in the conduct of the Corporation's business.

Section 56.9 Quorum. A majority of the members of the Board of Trustees then serving shall constitute a quorum at any meeting of the Board of Trustees.

Section 56.10 Chair of the Board of Trustees. The Board of Trustees shall elect a Chair of the Board of Trustees from the membership of the Board of Trustees who are in good standing. The Chair shall serve for a term of two years unless removed for cause by a 2/3 majority of the Board; shall preside over all meetings of the Board of Trustees; and may act on behalf of the Board when necessary and when the Board is not in session and not available to meet in a timely manner. The Chair of the Board of Trustees shall also be known and shall function as the Chief Executive Officer (CEO) of the corporation and, as such, shall be authorized to attend any and all committee meetings.

ARTICLE VII - COMMITTEES

Section 67.1 Executive Committee. The Executive Committee shall consist of the Chair of the Board of Trustees, the President, Vice President, Treasurer and Secretary of the corporation, and any such other person(s) as may be appointed by the Board of Trustees. The Executive Committee, chaired by the President, shall direct and manage the day-to-day operations of the Super Saturday program, except that the Board of Trustees shall have final authority with respect to expense and capital budget approval; Super Saturday offering dates; policies approval, including operations and programs; strategic planning approval; long-range plan approval; and any other activities that the Board may decide to perform. In any case of doubt as to authority, the President shall bring such matter to the Board for final resolution.

Section 67.2 Organized Committees. The Board of Trustees may establish such standing or other committees as are necessary and appropriate to carry out the business of the Corporation. Committees designated by the Board of Trustees may be composed entirely of officers, members of the Board of Trustees, or may include members of the Corporation, members of the teaching staff, employees or other persons. Each committee shall have the duties and responsibilities

delegated to it by the Board of Trustees.

Section 67.3 Appointment. The chairperson of each board committee shall be appointed by the Chair of the Board of Trustees with the advice and consent of the Board of Trustees. The chairperson of each operating committee shall be appointed by the President with advice and consent of the Executive Committee and the Board of Trustees.

Committee members shall be appointed by the chairperson of each committee in consultation with the Chair of the Board of Trustees.

Section 67.4 Term of Office. All committee members shall serve until the first Annual Meeting following their appointment or until their successors have been appointed.

Section 67.5 Reports. Each committee shall submit activity reports to the Board of Trustees as prescribed in its commission.

ARTICLE VII - OFFICERS

Section 78.1 Number and Title. The officers of the Corporation shall be a Chair of the Board, a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect one or more Assistant Secretaries or one or more Assistant Treasurers as it may find desirable. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 78.2 Tenure and Election. All officers of the Corporation shall be elected by the Board of Trustees and shall hold office for two year terms or until their successors are elected and qualified, or for such period as the Board of Trustees may designate.

Section 78.3 Removal. Any officer elected or appointed by the Board of Trustees may be removed by an affirmative vote of two-thirds (2/3) of the total Board whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section 78.4 Powers and Duties. The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices as set forth below, and such further powers and duties as from time to time may be conferred by the Board of Trustees. The powers and duties of the Chair of the Board (CEO) are as set forth in Section 6.10.

e)g. _____ President. The President shall preside at all meetings of the Board of

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Trustees and the general membership in the absence of the Chair of the Board of Trustees. The President may sign, with the Chair and Secretary and such officers as may be designated by the Board of Trustees or any other proper officer of the corporation authorized by the Board of Trustees, any deed, mortgage, bond, contract or other instrument which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the corporation; in general, he or she shall perform all duties which shall be prescribed by the Board of Trustees from time to time. The President shall be the Chief Operating Officer (COO) of the corporation and shall preside over the Executive Committee and shall act on behalf of the Executive Committee when the Executive Committee is not in session. The President may attend any and all committee meetings. The President shall present an operations report at each meeting of the Board of Trustees setting forth the status of operations.

b. Vice President. In the absence of the President or in the event of the president's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall co-sign on checks or other accounts in the absence of the President or the Treasurer. The Vice President shall perform other duties as from time to time may be assigned by the President or by the Board of Trustees. The President and Vice President will monitor the progress of the Committees.

c. Secretary. The Secretary shall keep minutes of all meetings of the Corporation and Board; give all required notices; be a custodian of all corporate documents; shall request application or use of school buildings or grounds as needed by the Board; and shall perform such other and further duties as may be, from time to time, required by the members or the Trustees. At the expiration of the term of office, the Secretary shall deliver all books, papers and property of the corporation to his or her successor or to the President. In addition, the Secretary shall keep a membership book for the Corporation containing the name and address of each member and the date of admission to membership. Upon the termination of membership for any cause, such fact and the date of termination shall be recorded in the membership book.

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~~d.~~ Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; the Treasurer shall receive and give receipts for money due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such bank or other financial institution as shall be elected by the Board. The Treasurer shall prepare an Annual Operating Budget showing income and expenses to be presented to the Board for approval at the next meeting of the Board of Trustees following the Annual Meeting of the members. This report shall be made available to the members of the corporation prior to the regular meeting. The Treasurer shall account for all non-tuition monies received by the corporation; shall account for all grant monies received by the corporation; shall report to the Board all information pertaining to finances. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees.

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ARTICLE VIII~~X~~ - EMPLOYED STAFF

The Board of Trustees may authorize the employment of such full or part-time employees as are appropriate to carry out the program and business of the Corporation. The compensation and other terms of employment shall be set by the Board of Trustees, who may enter into contracts of employment with such employees on behalf of the Corporation. The Board of Trustees may delegate the duties and responsibilities of employment to the Chair, the President, or to such other officers of the Corporation as it may deem necessary and proper. The teachers and employees may attend all Board meetings in a non-voting status to offer advice and counsel in all pertinent matters before the Board.

ARTICLE IX - HONORARY TRUSTEES

An Honorary Trusteeship may be conferred by a majority vote of the Board on an individual in recognition of achievement or service on behalf of ~~Parent Association for Gifted Education, Inc~~ PAGE. Those recognized with this title are excused from the usual duties and objectives. Honorary Trustees may attend meetings at the invitation of the Board in a non-voting status to offer advice or counsel on pertinent subjects.

ARTICLE X~~I~~ - DISSOLUTION

Section 10~~1~~.1 Authority. If deemed advisable by the members, the Corporation may be dissolved pursuant to the applicable provisions of the Corporation laws of the State of Ohio.

Section ~~11~~10.2 Distribution of Assets. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation or to such organization or organizations organized and operated exclusively for education, literacy or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE ~~XI~~ - FINANCIAL REVIEW

The Board of Trustees shall arrange for the financial review of the books and accounts of the Corporation by a certified public accountant who is not a Trustee or member; and the report of the financial review shall be submitted to the members at the annual meeting or at such other times as may be designated by the Board.

ARTICLE ~~XII~~ - PARLIAMENTARY ~~PROCEDURE~~ AUTHORITY

All Board of Trustees and membership meetings shall be governed by Roberts' Rules of Order (Newly Revised), unless contrary procedure is established by the Articles of Incorporation, these Regulations, standing rules, or by resolution of the Board.

ARTICLE ~~XIV~~ ~~XIII~~ - AMENDMENTS

These Regulations, other than Article ~~XI~~, may be altered, amended, or repealed and new Regulations may be adopted at any meeting of members, provided notice of the proposed change is given at least thirty (30) days prior to such meeting, by the affirmative vote of a majority of the members present and voting at such meeting.

SECRETARY'S CERTIFICATION

This is to certify that the foregoing amended ~~Ce~~ode of Regulations of ~~PAGE~~Parent Association for Gifted Education, Inc. Has been duly adopted by the Board of Trustees at a meeting held on the ____ day of _____, 2010.

SECRETARY

By: _____

SIGNED ON (DATE) :

1. Adopted by Board for use on _____, 2010.

2. Ratified by Members on _____, 2010.

[Articles.doc](#) [PAGE Code of Regulations 2010.doc](#)

[Amended: 6-1-97; \(2010 amended date here\)](#)