

**CODE OF REGULATIONS (and BY-LAWS)
OF TPS PARENT CONGRESS, INC.**

**ARTICLE I
CORPORATION**

Section 1. Name.

The name of the corporation shall be TPS Parent Congress, Inc. (hereafter referred to as the "Corporation").

Section 2. Principal Office.

The principal office or place of business is to be located in the City of Toledo, Lucas County, Ohio.

Section 3. Purpose.

(a) The purpose for which the Corporation is formed is to do all of those things necessary to enable itself to effectively communicate with the Toledo Public School systems in order to guarantee better educational platforms and learning opportunities for children attending the Toledo Public School system. Receiving and maintaining real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, using and applying whole or any part of the income therefrom, and the principal thereof, exclusively for charitable, scientific or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3). Below is also a list of purposes for which this Corporation exists:

- a. To act as a parent advisory panel on TPS issues;
- b. To collaborate with the TPS Superintendent per his/her discretion on new initiatives;
- c. To promote/attend parent training seminars, conferences, and workshops;
- d. To recruit, retain, promote, market, advertise and advocate for TPS;
- e. To be a State Liaison Parent Representative Group for TPS;
- f. To provide a State Parent Group Representative (PTO, PTA, Boosters, PTN, etc.) for TPS;
- g. To provide an Officer to act as a Parent Representative at Toledo Public Schools Board of Education Meetings; and,

(B) Fulfilling any other purposes permitted by Chapter 1702 of the Ohio Revised Code as may be deemed appropriate by the Trustees of the Corporation, and to exercise any powers or rights now or hereafter conferred on 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.

Section 4. Powers.

The Corporation shall have such powers as are now or may hereafter be granted under the Law of the State of Ohio, and such powers are conducted for the purposes set forth in the Articles of Incorporation and herein.

ARTICLE II
BOARD

Section 1. Powers.

The policies, property and affairs of the Corporation shall be determined, managed and controlled by the Board of Trustees, who shall be referred to collectively as the Board. Each individual board member shall be referred to as a Trustee. All formal meetings of the Board shall be governed under Robert's Rules of Order.

Section 2. Number.

The Board shall consist of not less than three persons, Trustees, but not more than 11 Trustees. The Board shall always maintain an odd number of Trustees (5, 7, 9, or 11) when ever possible.

Section 3. Terms of Office.

In order to create a staggered rotation of Board members, one-third of the members elected or appointed at the first annual meeting of the members of the Corporation (not including the original Incorporators who shall have three year terms from the signature of this document) shall be elected for a term of one year, one-third shall be elected for a term of two years and one-third shall be elected for a term of three years. The nominations shall indicate the length of service proposed for each position. After the election of Board members at the first annual meeting of the members, all Board terms of office shall be for three years. Each Trustee shall hold office until the expiration of the term for which he is elected or until his earlier resignation, removal from office or death.

Section 4. Elections.

At all elections of Trustees, the candidates receiving the greatest number of votes by the Members shall be elected provided that a Quorum of Members are present for the election and that said candidates receive a majority of the votes from said voting Quorum. A Quorum in this context shall more than 50.1% of the Members. Trustees may make nominations in person at the meeting. The election of Trustees shall take place at the annual meeting of the Board. If the annual meeting of the Board is not held or

Trustees are not elected at that time, the Trustees may be elected at a special meeting called and held for that purpose.

Section 5. Removal.

Any one or more of the Trustees may be removed with or without cause at any time upon a majority vote of the Board.

Section 6. Annual Meeting.

The Board shall hold an Annual Meeting at such time and place as shall be designated by the Chair, and shall meet for regular meetings at such other times as the Chair may determine. Notice of the Annual Meeting and regular meetings shall be given to the Trustees not less than thirty (30) days in advance of said meeting.

Section 7. Special Meetings.

Special Meetings of the Board may be called by the Chair, or upon the written request of two (2) or more of the Trustees. At least ten (10) days' notice giving time, place, and purpose of the Special Meeting shall be given unless deemed an emergency by the Chair in which case two (2) days' notice shall be given.

Section 8. Quorum.

At any meeting of the Board, the presence, either in person or by teleconference, of a majority of the number of Trustees 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 Trustees present at a meeting, either in person or by teleconference, at which a quorum is in attendance.

Section 9. Officers of the Corporation.

At a designated meeting of the Members to be held in the month of May, the Officers of the Corporation shall be voted upon with the nominees receiving the most votes being selected as Officers of the Corporation. At each Annual Meeting of the Board, the following selected Officers of the Corporation shall be approved for a term of two (2) years each: President, Secretary, Treasurer, and any additional officers as the Trustees deem necessary or as required by law. In the event of a tie vote by the members, the Board's approval shall determine the elected Officer. With the exception of the President, being a member of the Board is not a prerequisite to being an Officer – in other words, an organizational member may take on the roll of any Officer other than President.

ARTICLE III **OFFICERS OF THE CORPORATION**

Section 1. Officers of the Corporation.

The principal officers of the Corporation are the, President, Secretary, and the Treasurer or as required by law. The Board may create additional officer roles as it may deem appropriate subject to the terms and conditions of this document. With the exception of the President, a person need not be a Trustee in order to qualify as an officer.

Section 2. Election and Compensation.

The officers of the Corporation shall be elected for a term of two (2) years at the Trustees' Annual Meeting. All Officers shall be volunteer, unpaid positions.

Section 4. President.

The President shall exercise the authority of the Chairman of the Board of the Corporation and shall preside at all meetings of the Officers, Board and Executive Committee. The Chair shall appoint such committees, and take such other action as is necessary to accomplish the objectives of the Corporation. The President shall also be the Chief Executive Officer of the Corporation and shall have primary responsibility for carrying out the programs of the Corporation, interpreting the programs to Members, the community, TPS and its board and Superintendent and serving as liaison between the various public agencies, and assuming other normal appropriate functions. The President shall have the authority to bind the Corporation to actions only with the approval of the Board. The President shall be responsible for selecting voluntary staff, as needed to accomplish the objectives of the Corporation. The President shall submit such reports as necessary to keep the Officers and Trustees well informed. The President shall be responsible for such communications and public relations as is necessary to keep the public informed of the Corporation's activities.

Section 5. Secretary.

The Secretary shall direct the keeping of records and the sending out of minutes to Board members of meetings of the Board. This Officer shall see that all bonds required of Officers and employees of the Corporation for the faithful performance of their duties are negotiated and properly filed. The Secretary shall have authority to attest to all legal documents or instruments executed on behalf of the Corporation.

Section 6. 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. The Treasurer shall perform the usual duties of this office. The Treasurer shall have the authority to attest to all legal documents or instruments executed on behalf of the Corporation.

Section 7. Code and By-Law Review

This Code of Regulations, often times referred to as By-Laws, are to be reviewed every other year by a sub-committee made up of a minimum of three Members of the Corporation. Any proposed changes shall be presented to the Membership by motion from a Corporation Trustee. Members shall have the opportunity to review changes prior to voting. Voting shall take place at the next consecutive Corporation meeting with approved changes to take effect immediately.

ARTICLE IV
MEMBERS

Section 1. Members of the Corporation must be either parents or guardians of TPS students, and a parent representative from each Parent Organization within the school district. Further, each Parent Organization, the Superintendent and actively contracted Parent Coordinators will also be deemed a Member. Each parent representative Member will be selected by their home school Parent Organization for a term of (2) two academic years. They may be re-selected for an additional (2) two year term. Individuals may represent more than one Organization at a time.

To serve as the representative to Parent Congress, a Member shall be selected by their school's parent group and be approved by their school's principal. When an agreement cannot be reached on one representative for a Parent Organization, all interested names shall be submitted for selection by the active Parent Congress President through a blind draw. In the event there is no active parent group within the school, the principal shall select a representative for that school. The names of selected representatives must be submitted to Parent Congress no later than May 10th of each year via email at parent.congress@tps.org or by snail mail to Elementary Education Attention: Parent Congress.

Only those representatives whose names are submitted by the May 10th deadline, or other date specified by the Corporation, will hold rights of motion and vote.

ARTICLE V
FINANCIAL OBLIGATIONS

Section 1. Budget.

Prior to the close of each fiscal year, the Board 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 (collectively "Instruments") shall be signed in the name of the Corporation by the President and the Treasurer or their designee.

Section 3. Loans.

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

Section 4. Financial Review.

The President shall arrange, at least once per year, for an independent examination (which may be a simple review) of the Corporation's books and records by a Certified Public Accountant, accountant or anyone who has a financial background and is acceptable to the Corporation's Board. The President shall thereafter make a written report on the financial status of the Corporation to the Corporation's Board.

ARTICLE VI
INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES, AGENTS,
MEMBERS AND VOLUNTEERS

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 is or was a Trustee, officer, employee, agent or volunteer of the Corporation against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in a manner he 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 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 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 conduct was unlawful.

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 Board of the Corporation is authorized to amend the provisions of this Article to provide for such indemnification.

ARTICLE VII
WINDING DOWN

Upon the dissolution of the Corporation, all assets remaining after paying or making provision for the payment of all of the liabilities of the Corporation shall be distributed to Toledo Public Schools.

IN WITNESS WHEREOF, I have hereunto subscribed my name this __ day of ____,
2009.

Christine Varwig
President
Incorporator

Charles Hilyard, Jr.
Treasurer
Incorporator

Bonnie Herrmann
Secretary
Incorporator

**AMENDMENT
CODE OF REGULATIONS (and BY-LAWS)
OF TPS PARENT CONGRESS, INC.**

Pursuant to Article 2, Section 7. Special Meetings and Section 8 Quorum, the TPS Parent Congress Board of Directors held a special meeting on August 14, 2009 via teleconference, specifically to amend the organization's Code of Regulations.

Per the recommendation of legal counsel, Secretary Bonnie Herrmann made a motion to add the following language in the organization's code under Article I, Section 3. (new) Sub-section (C):

“Notwithstanding anything to contrary contained in this document, said organization is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purpose the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.”

There was no discussion on the matter. President Christine Varwig, made a second motion to include the language in the organization's code. Upon further consideration, all board members in attendance approved the motion.

This document shall serve as the exclusive minutes for this special board meeting held on August 14, 2009.

Board members present: Christine Varwig, President; Charles Hilyard, Jr, Treasurer; Bonnie Herrmann, Secretary.

Entered into corporate record:

Bonnie Herrman, Secretary

August 14, 2009