

**CODE OF REGULATIONS**

**OF**

**GLOBAL EDUCATION MINISTRIES FOUNDATION**

**AN OHIO NOT-FOR-PROFIT CORPORATION**

**ARTICLE I**

**FOUNDATION**

**Section 1 - Name.**

The name of the corporation is GLOBAL EDUCATION MINISTRIES FOUNDATION (the "**Foundation**").

**Section 2 – Location.**

The post office address of the Foundation is PO Box 133 Mason, Ohio 45040, while the principal office is 626 Bunker Ln. Mason, Ohio 45040.

**Section 3 – Purposes and Philosophy.**

(a) (i) The Foundation is organized and operated exclusively for educational and charitable, purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), and not for financial gain, and no part of its earnings shall inure to the benefit of any member of the Board of Directors (the "**Foundation Board**") or officers (the "**Officers**") of the Foundation or any private individual or person. In furtherance thereof, the Foundation is authorized to solicit and receive, maintain, and hold a fund or funds, gifts, devises, and bequests; to acquire, own, sell, encumber, manage, and maintain real or personal property; and to do all things necessary and proper to carry out any or all of the foregoing purposes.

(b) The Foundation is organized as a nonprofit corporation under the Ohio nonprofit corporation law to work with individual donors, educational businesses and colleges/universities, business and industry, as well as partner agencies to provide support for people wanting to help disadvantaged communities through the promotion of education. Through generous donations and global partnerships, our work ranges from providing scholarships to missionaries, support to schools and educators in impoverished areas, and working with communities to develop lasting education infrastructure.

(c) The Foundation shall have and exercise all lawful powers necessary or convenient to carry out the purposes for which the Foundation is organized.

(d) No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Code of Regulations, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 ( c) (3) of the Code ( or the corresponding provision of any future Code), or (b) by a corporation, contributions to which are deductible under Section 170( c) (2) of the Code ( or the corresponding provision of any future Code).

(e) (i) Upon cessation of business, termination, or dissolution of the Foundation, the Foundation Board shall, upon paying or making provision for the payment of all the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purposes of the Foundation in such manner as shall be determined by the CEO.

(ii) If it is not then possible under the laws then applicable for distribution to be made at the direction of the CEO, the assets of the Foundation shall be distributed by the Foundation Board exclusively for the purposes of the Foundation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or the corresponding provision of any future Code, as the Foundation Board shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of Hamilton County, Ohio, exclusively for such purposes or to such organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE II**

### **Membership**

#### **Section 1 – Membership.**

The sole member ("Member") of the Foundation is James Andrew Hauschildt, CEO, and constitutes any additional member designees legally determined by James Andrew Hauschildt.

#### **Section 2 – Voting Rights of the CEO**

Notwithstanding any provision herein to the contrary, the CEO shall make all decisions regarding the following matters, after consultation with the Foundation Board:

- (a) The approval of the hiring, election, removal and dismissal of the Executive Director
- (b) The approval of all changes in the mission, purposes, philosophy, or values of the Foundation;
- (c) The approval of changes in programs upon the recommendation of the Foundation Board;
- (d) The approval of the sale of substantially all of the assets of the Foundation, mergers, or affiliations;
- (e) The approval of the formation of subsidiaries and the dissolution or divestiture of the same;
- (f) Any action or failure to act by the Foundation, the Foundation Board, or the Member that could adversely impact the tax-exempt status of the Foundation, the Member, or an affiliate of the Member, the compliance by the Foundation or the Member with federal or state law, or the ability of the Member to obtain payment of its net cost for program activities on a reasonable cost basis under applicable regulations;
- (g) Any decisions of the Foundation Board that could cause the Foundation to violate the law.
- (h) The borrowing of money for capital purposes or for any purpose not involving day-to-day operations of the Foundation;
- (i) The purchase, sale, lease (as lessee or lessor), or disposition of real property of the Foundation;
- (j) The appointment of fiscal auditors;
- (k) The appointment, evaluation, reappointment, and removal of Directors of the Foundation, except as otherwise provided herein;
- (l) The filling of any vacancies which might occur on the Foundation Board, after consultation with the Foundation Board;
- (m) The adoption, altering, amending, or repealing of the Articles of Incorporation and this Code of Regulations;
- (n) The liquidation, dissolution, winding up, or abandonment of the Foundation;
- (o) The approval of the Foundation's strategic plan, upon the recommendation of the Foundation Board;
- (p) The review and approval of all yearly capital and operational budgets of the Foundation, upon the recommendation of the Foundation Board; and
- (q) Any other matters reserved for members by the Ohio nonprofit corporation law or reserved in this Code of Regulations.

**Section 3 – Meetings of the Member.**

Meetings of the Member shall be held at the principal office of the Member in Cincinnati, Ohio, or at such other place or places as it approves.

**Section 4 – Annual Meeting of the Member.**

The annual meeting of the Member shall be held in October of each year, or on such other date and at such time and place as the Member shall determine, prior to the annual meeting of the Foundation Board. Notice of the annual meeting will be given by the Board Chair.

**Section 5 – Special Meetings of the Member.**

Special meetings of the Member may be held at the request of the CEO, Member or the Board Chair of the Foundation. Such request shall be sent by mail and shall state the purpose for which the meeting is called.

**Section 6 – Notice of Meetings of the Member.**

Whenever, in this Article II, a notice is required for a meeting, it shall be given by the CEO, Member or Board Chair in writing stating the purpose, the place, the date, and the hour of the meeting and it shall be mailed or delivered not less than three (3) days in advance of the date for which the meeting is called to the Member of record entitled to vote at the meeting except that no notice of the time, place, or purpose of any regular or special meeting shall be required if the Member entitled to notice waives such requirement by a document which is filed with the records of the meeting or attends such meeting in person.

**Section 7 - Action Without a Meeting.**

Any action which may be authorized or taken at a Member's meeting may be authorized or taken without a meeting in a writing or writings signed by the Member. Such action by written consent shall be filed with the minutes and records of the Foundation

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## **ARTICLE III**

### **Foundation Board of Directors**

#### **Section 1 – Membership of the Foundation Board.**

- (a) The Foundation Board shall have not less than six (6) nor more than ten (10) voting Directors
- (b) The Chief Executive Officer of the Foundation (who, as set forth in Article IV, Section 2 below, shall be the Member), and any additional Member designees, the Board Chair, and the Executive Director of the Foundation each shall automatically be an ex officio voting Directors for the duration of his or her term of office.
- (c) Of the six (6) to ten (10) Directors, three (3) voting Directors shall be direct appointees of the CEO. Such Members shall be selected by the CEO without going through the nomination process provided in Article III, Section 15. For purposes of this Section 1(c), an ex officio voting Members who is also an appointee of the CEO shall be counted as one of the voting Directors who is an appointee of the CEO.
- (d) All Directors except as provided herein, shall be elected by the CEO and shall be open to persons representing the public, GEMF program and scholarship recipients, and the education profession. Nominees should have expressed an interest in the welfare of the Foundation and their willingness and ability to represent the community served by the Foundation and to contribute to the activities of the Foundation Board.

## **Section 2 – Nominations.**

Nominations for election to the Foundation Board pursuant to Article III, Section 1(e), shall occur as provided in Article III, Section 15.

## **Section 3 – Compensation.**

The Directors shall be entitled to such compensation, if any, as the Member may from time to time establish. Directors may be reimbursed for their reasonable expenses incurred in the performance of their duties, including the expense of traveling to and from meetings of the Foundation Board, if such reimbursement is authorized by the Member.

## **Section 4 – Duties of the Foundation Board.**

With the exception of the powers enumerated in Article II, Section 2, the Foundation Board shall be responsible for exercising the powers, conducting the business and affairs, and controlling the property of the Foundation (real and personal, tangible and intangible) in accordance with the purposes of the Foundation and this Code of Regulations, consistent with the policies of the Member, as may be adopted from time to time, the mission, purposes, and philosophy of the Member.

The authority of the Foundation Board includes, but is not limited to, control over policy and procedural matters of the Foundation. The Foundation Board shall manage the affairs of the Foundation, with full power and authority to do or cause to be done any and all lawful acts that the Foundation Board deems necessary or appropriate to accomplish the purposes of the Foundation. By way of illustration, and not limitation, the Foundation Board shall be responsible to:

- (a) Determine and periodically review the mission and the purpose of the Foundation, and approve a long-range plan for the orderly development of the Foundation's programs and services;
- (b) Hire, evaluate, and dismiss the Executive Director subject to the Member's approval as set forth in Article II, Section 2;
- (c) Establish and review institutional policies relating to the financial matters, scholarships, programs, Foundation business affairs, Foundation facilities, and equipment, in order to ensure and maintain the level of professional standards established by approving and regulating bodies;
- (d) Oversee, in conjunction with the Member, the fiscal affairs of the Foundation in compliance with budgetary, financial, and legal requirements, including approval of the annual operating and expenditure budget and the schedule of fees for the Foundation;

- (e) Establish and review policies/procedures for management, including appointment, promotion, and dismissal of Foundation employees and the recruitment of employees, program participants, and scholarship recipients;
- (f) Attain and maintain appropriate program approvals and renewals;
- (g) Approve and authorize all scholarship recipients upon the recommendation of the Executive Director to the Foundation Board; and
- (h) All other activities necessary to maintain the Foundation, consistent with the reserved authority retained by the Member. Notwithstanding the foregoing, authority of the Foundation Board is subject to the authority of the Member set forth in Article II, Section 2.

**Section 5 – Terms of Directors of the Foundation Board.**

The Member shall appoint the Directors of the Foundation Board, at a regular or special meeting, and the Member shall notify the Chairperson of the Foundation Board of the appointment of the Directors prior to each annual meeting of the Foundation Board.

Except for the ex officio voting Directors specified in Article III, Section 1(b), the members of the Foundation Board shall for a term of two (2) years, and at each succeeding annual meeting of the Member, the successors to the Directors whose terms expire in that year shall be elected to hold office for the remainder of the outgoing Director's term. Each Director may serve no more than three (3) consecutive terms (or a total of 6 years, whichever is the longer of the two). In the event that a Director is appointed and qualified other than in the normal course of business of the Foundation Board, such Director shall serve the remainder of the term for which he or she was appointed.

**Section 6 – Meetings of the Foundation Board.**

- (a) There shall be at least two (2) regular meetings of the Foundation Board annually.
- (b) Special meetings of the Foundation Board may be called by the Member, the Chairperson of the Foundation Board, or the Executive Director. A request for such meeting shall be sent by mail to the Member and shall state the purpose for which the meeting is called.
- (c) The annual meeting shall be on such date and at such time and place as the Foundation Board shall determine, for the purpose of appointment of Officers, the appointment of committees, and the transaction of such other business as may properly be brought before the meeting.

### **Section 7 – Notice of Meetings of the Foundation Board.**

- (a) Whenever, in this Article III, a notice is required, it shall be in writing stating the purpose, the place, the date, and the hour of the meeting and it shall be mailed or delivered not less than three (3) days in advance of the date upon which the meeting is called except that no notice of the time, place, or purpose of any regular or special meeting shall be required if every Director entitled to notice waives such requirement by a document which is filed with the records of the meeting, or attends such meeting in person.
- (b) An agenda, indicating items requiring a vote of the Directors of the Foundation Board, together with copies of reports, statements, and other supporting information shall be mailed to the Member with such notice prior to regular meetings, the annual meeting, and special meetings.

### **Section 8 – Voting and Quorum.**

A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business. If, however, such majority shall not be present, a majority of the Directors present in person shall have the power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until a majority of the Directors shall be present. The vote of a majority of the Directors present at any meeting at which a quorum is present shall decide any questions properly brought before the meeting, except as otherwise provided by this Code of Regulations, the Articles of Incorporation, or the laws of the State of Ohio. Notwithstanding the foregoing, no Director shall participate in discussions or vote on any matter that is directly related to such Director's position as an Officer of the Foundation provided, however, such Director may be counted for purposes of determining a quorum.

### **Section 9 –Honorary Director**

The Foundation Board, with the approval of the Member, may appoint a Director who has completed his or her terms of office as Honorary Director. The Honorary Director may attend Foundation Board meetings and serve on committees with voice but without vote.

### **Section 10 – Written Action by the Foundation Board.**

Any action required by law to be taken at a meeting of the Foundation Board, or any action which may be taken at a meeting of the Foundation Board, may be taken without a meeting with a written consent setting forth the action to be taken, signed by all of the Directors entitled to notice of a meeting for such purpose. Such action by written consent shall be filed with the minutes and records of the Foundation.



### **Section 11 – Vacancies; Unexcused Absences; Resignation; Removal.**

- (a) A vacancy, for any reason, of a Director shall be filled by appointment by the Member upon the recommendation of the Foundation Board. The vacancy of an ex-officio Director shall be filled by a successor in the office or position by virtue of which that person was an ex-officio member of the Foundation Board.
- (b) The Member may remove a Director for any reason whatsoever, or no reason, from the Foundation Board. Any Director may resign at any time by giving written notice to the Chairperson or Member. Such resignation, which may or may not be contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein.

### **Section 12 – Committees of the Foundation Board.**

The Foundation Board may authorize special committees from time to time. The Member shall be an ex officio voting member of every committee of the Foundation and shall be entitled to attendance at and notice of each and every meeting thereof. Standing committees of the Foundation Board shall be:

- (a) Executive Committee
- (b) Finance Committee
- (c) Nominating Committee

### **Section 13 – Executive Committee.**

- (a) The composition of the Executive Committee shall consist of at least four (4) Directors who shall be the CEO, Board Chair, designated Member and the Executive Director.
- (b) The Executive Committee shall have the power and authority of the Foundation Board to transact all regular business of the Foundation in the intervals between meetings of the Foundation Board, subject to any prior limitations imposed by the Foundation Board or by statute.
- (c) The Executive Committee may hold meetings as needed and make rules for the conduct of its business. All actions of the Executive Committee shall be reported at the meeting of the Foundation Board next succeeding such action.

### **Section 14 – Finance Committee.**

The Finance Committee shall be composed of such Foundation Board and non-Foundation Board representative members as the Foundation Board shall determine. The Finance Committee shall, in cooperation with the Member study and appraise the financial status of the Foundation, recommend the feasibility of programs, recommend policies related to financial operations; formulate desirable short and long range financial goals; measure the success of programs relative to other comparable organizations in terms of expenditures, research and other relevant factors; and make reports and recommendations to the Foundation Board.

### **Section 15 – Nominating Committee.**

The Foundation Board shall make recommendations to the Member for the appointment of Directors to the Foundation Board. The Foundation Board may, in its discretion, appoint a Nominating Committee that consists of members of the Foundation Board. If a Nominating Committee is appointed, this committee shall ask for nominations and submit to the Foundation Board a slate of nominees for its consideration.

### **Section 16 – Special Committees.**

Special committees may be authorized by the Foundation Board. A special committee shall limit its activities to the accomplishment of the task for which it is authorized and shall have no power to act except as it is specifically conferred by authorization of the Foundation Board. Upon the completion of the task for which appointed, a special committee shall stand discharged.

### **Section 17 – Committee Procedures.**

Procedures of the standing and special committees shall be established by resolution of the Foundation Board upon the appointment of the members of each committee.

## **ARTICLE IV**

### **Officers**

#### **Section 1 – Title and Term of Officers.**

The Officers of the Foundation shall be the CEO, Chairperson, designated Members, the Executive Director, Treasurer, Secretary, and such other and assistant Officers. The Chairperson shall be a member of the Foundation Board. Except for the Chairperson, an Officer need not be a Director. Any person may hold more than one (1) office except that no person may hold more than two (2) offices, the Executive Director and Secretary shall be different persons, and the CEO or Executive Director shall not hold the office of Chairperson.

#### **Section 2 – Appointment and Election of Officers.**

The Board Chair shall be appointed by the CEO. The CEO shall automatically be the Chief Executive Officer of the Foundation. All other Officers (besides the members or Board Chair) shall be elected by the Foundation Board; provided, however, that election of the Executive Director shall be subject to the Member's approval as set forth in Article II, Section 2. Officers shall hold office for one (1) year and until their successors are elected and qualified, or for such period as the Foundation Board may designate.

### **Section 3 – Removal; Resignation.**

Any Officer, except the Chairperson, Member, or the CEO may be removed, either with or without cause, by the affirmative vote of two thirds of the Foundation Board; provided, however, that removal of the Executive Director shall be subject to the CEO's approval as set forth in Article II, Section 2. An Officer may resign at any time by giving written notice to the Executive Director or Member which resignation may or may not be contingent on formal acceptance, and which shall take effect on the day of receipt or at any later time specified in such notice.

### **Section 4 – Vacancies in Positions of Officers.**

Vacancies, occurring for any reason, shall be filled in the same manner as appointment or election and the Officer so appointed or elected to fill a vacancy shall hold office for the remainder of the current term or until a successor is elected and qualified.

### **Section 5 – Powers and Duties.**

Each Officer shall have such powers and duties as generally pertain to his or her respective office, and such further powers and duties as may be conferred on him or her by the Foundation Board from time to time.

### **Section 6 – Chairperson.**

The Chairperson shall preside at all meetings of the Foundation Board and shall have such other authority and duties as the Foundation Board from time to time may prescribe. The Chairperson or his or her designee shall represent the Foundation Board at official Foundation ceremonies and events. The Chairperson shall appoint a designee to conduct his or her duties in his or her absence.

### **Section 7 – Secretary.**

The Secretary of the Foundation Board shall have ultimate responsibility for the issuing of notices of all Foundation Board meetings, for the keeping and the reporting of adequate records of all transactions of the Foundation Board, and for the recording of minutes of all meetings of the Foundation Board. Furthermore, the Secretary shall assume such other duties as determined by the Foundation Board.

### **Section 8 – Treasurer.**

The Treasurer of the Foundation Board shall be responsible for the collation and relay of Foundation financial reports at each meeting of the Foundation Board, and shall perform such other duties as determined by the Foundation Board.

**Section 9 – Chief Executive Officer.**

The Member shall be the chief executive officer of the Foundation and shall supervise, evaluate and provide guidance to the Executive Director concerning implementation of the policies of the Member and of the Foundation Board.

**Section 10 – Executive Director**

- (a) The Executive Director shall be the official advisor to the Foundation Board and is delegated necessary authority and responsibility to execute the policies of the Foundation Board and conduct the day-to-day operations of the Foundation. The President shall report to the Chief Executive Officer.
- (b) The Executive Director shall exercise a general superintendence over all the affairs of the Foundation, and bring such matters to the attention of the Chief Executive Officer, Chairperson, Executive Committee, the Foundation Board and the Member as are appropriate to keep them fully informed.

**ARTICLE V**

**Reporting and Indemnification**

**Section 1 – Fiscal Year.**

The fiscal year of the Foundation shall end on the 30th day of June of each year and shall begin on the first day of July of each year.

**Section 2 – Required Records.**

The Officers, agents, and employees of the Foundation shall maintain such books, records, and accounts of the Foundation's business and affairs as may from time to time be required by the Foundation Board or the Member, or required by the laws of the State of Ohio.

**Section 3 – Seal.**

The Foundation may use a seal with such designs and inscriptions as the Foundation Board shall deem proper and by which scholarships, certificates, and other documents shall be authenticated; provided, however, the Foundation shall not be required to seal any contracts and other legal documents.

**Section 4 – Indemnification of Members, Directors and Officers.**

Each person who is or was a Member, Director or Officer of the Foundation (including the successors, heirs, executors, administrators, or estate of such person) shall be indemnified by the Foundation to the fullest extent permitted by the nonprofit corporation law of the State of Ohio against any liability, cost, or expense incurred by him or her in his or her capacity as a member, director or Officer. The Foundation may, but shall not be obligated to, maintain insurance, at its expense, to protect itself and any such person against such liability, cost or expense.

**Section 5 – Discrimination Prohibited.**

The Foundation reaffirms its commitment to nondiscrimination in accordance with Title VII of the Civil Rights Act of 1964, as amended by the Civil Rights Act of 1991 and the American with Disabilities Act of 1990, in that no otherwise qualified person shall be excluded from participation in, be denied the benefits of, or otherwise be subjected to discrimination under, any program or activity of the Foundation because of race, color, religion, age, national origin, ancestry, handicap/disability, veteran status, marital status, or sex.

**ARTICLE VI**

**Amendments and Review**

**Section 1 – Recommendation for Amendment.**

A majority vote of the Directors of the Foundation Board present at a meeting regularly convened at which a quorum is present, may recommend an amendment to this Code of Regulations to the Member.

**Section 2 – Amendment.**

This Code of Regulations may be amended or a new Code of Regulations may be adopted by the Member, whether or not such amendment or new Code of Regulations was recommended by the Foundation Board.

## ARTICLE VII

### Advisory Boards and Auxiliaries

#### Section 1 – Establishment.

The Foundation Board may establish advisory boards and auxiliaries to serve and support the Foundation.

#### Section 2 – Bylaws.

The Foundation Board may prepare bylaws setting forth the purpose and function, organization, membership, officers, meetings, and procedures of any advisory board or auxiliary so established.

#### Section 3 – Approval.

The bylaws of any advisory board or auxiliary established by the Foundation Board shall be approved by the Foundation Board.

#### Section 4 – Activities.

An auxiliary may render a volunteer service, inform the community through a public relations program, and conduct fund-raising programs, all consistent with the policies of the Foundation Board and the purposes set forth herein.

#### Section 5 – Actions.

No advisory board or auxiliary shall have authority to take any action on behalf of the Foundation Board, nor shall it be delegated any authority of the Foundation Board. Any such advisory board or auxiliary shall merely advise and present recommendations to the Foundation Board.

Member Representative

*James Andrew Hauschildt*

James Hauschildt

Chief Executive Officer

Date June 23, 2019

