

Amended and Restated Bylaws of Suzuki Collaborative of Cincinnati Public Schools

ARTICLE I – NAME

1. The name of the organization is Suzuki Collaborative of Cincinnati Public Schools. It shall be referred to as Suzuki Collaborative of CPS or Corporation throughout these bylaws. All provisions of these bylaws apply to all operations of the Suzuki Collaborative of CPS.

ARTICLE II – MISSION STATEMENT

2. The mission of Suzuki Collaborative of CPS is to foster the development of confidence, initiative, and the love of music in children through a nurturing environment by embracing the Suzuki philosophy and reflecting the diversity of our schools.

ARTICLE III – PURPOSE

3. The purpose of the Suzuki Collaborative of CPS shall be:
 1. To facilitate administration of a Suzuki faculty–guided Suzuki program in the Cincinnati Public Schools (henceforth referred to as CPS) in accordance with the Suzuki philosophy;
 2. To support the development of the Suzuki program by raising funds in order to realize the mission; and
 3. To offer the opportunity to any student at the designated schools to participate in the Suzuki program.
- 3.02 The general purposes and powers are to have and exercise all rights and powers conferred on corporations formed under Ohio Revised Code Chapter 1702 (hereinafter referred to as the "Act"), provided, however, that the Suzuki Collaborative of CPS shall not engage in any activities or exercise any powers prohibited by the Articles of Incorporation. The Suzuki Collaborative of CPS shall not have any policy, regulation, or rule in effect that is in violation of any local, state, or federal anti-discrimination law or ordinance. The Suzuki Collaborative of CPS shall have all of the general rights, privileges, immunities, franchises, and powers conferred upon corporations created by the Act, but shall be limited to the exercise of only such powers as are: (i) in furtherance of the purposes expressly provided for in Section 2.01 of this Article, (ii) in furtherance of activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and (iii) in furtherance of activities permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), and Section 2522(a)(2) of the Code. No substantial part of the activities of Suzuki Collaborative of CPS shall be the carrying on of propaganda or otherwise attempting to influence legislation, and Suzuki Collaborative of CPS shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

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ARTICLE IV – MEMBERS

4. Members

Any parent or parent surrogate of children participating in the Suzuki Collaborative of Cincinnati Public Schools shall be eligible for general membership in the Corporation. However, only one eligible person per student, typically the practicing Suzuki parent, shall be considered the Member. SCCPS Registered Suzuki Teachers shall be eligible for general membership of SCCPS.

2. Tenure

Each Member shall remain a Member of the Corporation so long as the Member meets the qualifications set forth in this Article.

ARTICLE V – MEMBERSHIP MEETINGS

1. Annual Meeting

The Annual meeting of the Members of the Corporation shall be held at such time and place within the State of Ohio, as may be fixed in the notice of such meeting.

2. Other Meetings

Other meetings of the Members including a Special Meeting may be called by the President of the Corporation or any two (2) Trustees.

3. Notice of Meeting

Written notice of the time, place, and specific purpose of all meetings of the Members shall be provided to the Members of the Corporation at least 10 (ten) business days in advance of such meeting.

4. Vote

Each Member of the Corporation shall have one (1) vote on each matter submitted to the Members for a vote. Items submitted to the Members for a vote may be submitted to the Members through alternative media, including but not limited to email and online surveys/polls.

5. Quorum

Twenty percent (20%) of the Members of the Corporation shall constitute quorum at all Membership Meetings.

ARTICLE VI – OFFICERS

1. Composition

The Officers of the Corporation shall be a President, Vice President, and Secretary, who shall be elected by a majority of the Board of Trustees where a quorum is present. No person may hold more than one (1) office simultaneously. The position of Secretary is optional. Tasks typically performed by the Secretary may be allocated to other sources.

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2. Tenure and Election

The Officers of the Corporation shall be elected by the incoming Board of Trustees at the first board meeting after the Board of Trustees is elected.

All Officers of the Corporation shall hold office for a term of two (2) years.

3. Removal

Any Officer may be removed, either for or without cause, by the affirmative vote of a majority of the Board of Trustees at any meeting of the Board of Trustees where a quorum is present provided such Officer receives written notice at least fourteen (14) days prior to such meeting and is afforded the opportunity to present a defense.

4. Vacancies

If a vacancy occurs, the Board of Trustees shall select a replacement Officer who shall serve the remaining portion of the vacating Trustee's term.

5. Powers and Duties

The Officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, and such further powers and duties as from time to time may be conferred by the Board of Trustees.

The **President** acts as a liaison to CPS, presides at all Membership and Board of Trustees Meetings, is a de facto member of all authorized committees, and votes only in the case of a tie.

The **Vice President** presides at meetings or community events when the President cannot attend.

The **Secretary** shall be responsible for taking minutes at board meetings. This position is optional.

The duties of the Treasurer shall be assumed by the paid administrator of SCCPS who will work with the Executive Director to prepare and manage the budget as well as submit financial reports to the Board of Trustees. SCCPS's paid administrator shall have the power to disburse Corporation funds in accordance with the Corporation's duly approved annual budget or otherwise approved by a majority of the Board of Trustees at any meeting of the Board of Trustees. This position is optional.

ARTICLE VII – BOARD OF TRUSTEES

1. Number

The number of Trustees shall not be less than five (5) or more than thirteen (13). If a vacancy occurs mid-term, dropping the number of board members below five, the board may continue to function so that the remaining members can hold an election to fill the vacancy. Community members may be nominated.

2. Term

The term of office for all Trustees shall be two (2) years.

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3. Elections

The Board of Trustees shall be elected at the Annual Meeting of the Members of the Corporation or conducted through alternative media, including but not limited to email and online surveys/polls.

4. Vacancies

If a vacancy occurs on the Board of Trustees prior to the Annual Meeting where the Board of Trustees is elected by the Members, such vacancy can be filled from the Members for the unexpired term by a majority vote of those Trustees present at a duly constituted meeting of the Board of Trustees.

5. Meetings of the Board of Trustees

The Board of Trustees will hold regular meetings at a minimum of one (1) per quarter at a published time and place. Meetings of the Board of Trustees will be open to the Members. Special Meetings of the Board of Trustees may be held upon the request of the President or any two (2) Trustees. Five (5) business days' written notice via email, phone, or U.S. mail shall be given each Trustee for all Special Meetings of the Board of Trustees.

Any decision made by the Board of Trustees is subject to review by the Executive Director. The Executive Director may call for a second vote on any decision(s) made by the Board of Trustees which is inconsistent with the mission and purpose of the Corporation and which could result in undesirable consequence to the Corporation. Second votes will require the participation of at least 80% of the Board of Trustee members.

6. Compensation

No Trustee shall be entitled to receive compensation for her/his services as a board member. Teachers who are employed by the Suzuki Collaborative of CPS may be compensated for their teaching services, but not for any services performed as a trustee. A board member will recuse themselves from any vote that could result in direct financial benefit.

7. Quorum

A quorum of the Board of Trustees shall consist of a majority of the Board of Trustees then elected and serving.

8. Duties of Trustees

Trustees shall perform the following duties:

1. Attend meetings of the Board of Trustees;
2. Actively participate on committees if appointed or elected;
3. Work to achieve and advocate for the purposes of the Corporation;
4. Represent the Members in regard to decisions made by the Board of Trustees; and
5. Participate in education recommended by Suzuki faculty pertaining to the Suzuki philosophy.

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ARTICLE VIII – COMMITTEES

The Board of Trustees shall appoint committees which shall have powers and perform duties, in accordance with the Suzuki Philosophy, as from time to time may be prescribed by the Board of Trustees. The Board of Trustees shall have the power at any time to change the membership of any such committee, to fill vacancies, and to discharge any such committee.

ARTICLE IX – INDEMNIFICATION

The Directors, Officers, and employees together with any persons who may have formerly held these positions in Suzuki Collaborative of CPS, shall be indemnified by Suzuki Collaborative of CPS to the full extent permitted by Ohio Revised Code, Section 1702.12 as amended. The Board of Directors shall have the power to purchase and maintain insurance to achieve this purpose.

ARTICLE X – DISSOLUTION

Upon the dissolution of Suzuki Collaborative of CPS and pursuant to the majority vote of the Voting Members, all assets of Suzuki Collaborative of CPS shall be distributed to an organization(s) recognized as a tax-exempt charitable organization(s) pursuant to Ohio Revised Code Chapter 1702 and Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code provisions.

ARTICLE XI – AMENDMENTS

These bylaws may be amended, altered, or repealed and new bylaws may be adopted at any Suzuki Collaborative of CPS membership meeting, a quorum is present, provided that written notice of such meeting setting forth in detail the proposed bylaw revisions with explanations is provided to the members not less than fourteen (14) days prior to such meeting. Such notice with the proposed amendments and an explanation of the amendments shall also be contained on Suzuki Collaborative of CPS's Web page. Any amendment of the bylaws shall require a two-thirds (2/3) vote of the Voting Members attending the meeting where the amendment is considered.

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OF CINCINNATI PUBLIC SCHOOLS**

ARTICLE XI – CERTIFICATION

This is to certify that the foregoing copy of the Amended and Restated Bylaws of Suzuki Collaborative of CPS is a true and complete copy thereof, adopted and approved by the Voting Members, a quorum being assembled, at a meeting duly held upon proper notice on the 30th day of June , 2015, to be effective for all purposes on the 1 day of July, 2015. Ratified:

Date approved by members: June 30, 2015