

**Center for Engineering Education and Gender Studies**

**Code of Regulations**

**Of**

**Center for Engineering Education and Gender Studies**

**2025**

## Contents

1.	Preamble .....	5
1.1	Name:.....	5
1.2	Purpose:.....	5
1.3	Powers:.....	5
2.	Office and Records .....	5
2.1	Principal Office:.....	5
2.2	Records: .....	5
3.	Members .....	5
3.1	No Voting Members: .....	5
3.2	Nonvoting Community: .....	6
4	Board of Directors.....	6
4.1	Authority:.....	6
4.2	Number: .....	6
4.3	Qualifications:.....	6
4.4	Terms: .....	6
4.5	Election:.....	6
4.6	Removal and Vacancies:.....	6
4.7	Meetings:.....	6
4.8	Quorum and Voting: .....	7
4.9	Participation: .....	7
4.10	Action Without Meeting: .....	7
4.11	Committees: .....	7
4.12	Compensation: .....	7
5.	Officers 5.1 Required Officers:.....	7
5.2	Election and Term:.....	7
5.3	Removal and Vacancies:.....	7
5.4	Duties: Directors: .....	8
5.5	Officer Conduct: .....	8
6.	Executive Leadership and Staff .....	8
6.1	Executive Director: .....	8
6.2	Staff and Contractors: .....	8
7.	Conflicts of Interest and Ethics .....	8
7.1	Policy: .....	8

7.2	Recusal:.....	8
7.3	Code of Ethics:.....	9
8.	Whistleblower and Non-Retaliation.....	9
8.1	Reporting: .....	9
8.2	Protection:.....	9
9.	Non-Discrimination and Safe Participation .....	9
9.1	Policy: .....	9
9.2	Safety: .....	9
10.	Meetings of the Board and Notices.....	9
10.1	Annual Meeting: .....	9
10.2	Notice and Waiver: .....	9
11.	Fiscal Year and Financial Practices .....	9
11.1	Fiscal Year: .....	9
11.2	Controls:.....	9
11.3	Audit or Review:.....	10
11.4	Banking:.....	10
11.5	Government Filings: .....	10
12.	Grants, Contracts, and Restricted Funds .....	10
12.1	Acceptance:.....	10
12.2	Oversight:.....	10
13.	Charitable Registration and Compliance .....	10
13.1	Registration: .....	10
13.2	Professional Fundraisers: .....	10
14.	Indemnification and Insurance .....	10
14.1	Indemnification: .....	10
14.2	Advancement: .....	11
14.3	Insurance:.....	11
15.	Use of Technology and Electronic Records.....	11
15.1	Electronic Notices and Consents: .....	11
15.2	Remote Meetings: .....	11
16.	Amendments .....	11
16.1	Amendments by Board: .....	11
17.	Mission Alignment.....	11
17.1	Alignment: .....	11
18.	Dissolution .....	11
18.1	Plan of Dissolution:.....	11

18.2	Distribution of Assets: .....	11
19.	Adoption of Regulations .....	12
19.1	Adoption: .....	12
19.2	Effective Date: .....	12

## Code of Regulations

### 1. Preamble

The Center for Engineering Education and Gender Studies is a nonprofit corporation that offers educational services that will advance and develop a strategic vision that will encourage girls and women in engineering education and access STEM by providing education, research, and mentorship programs in Ohio and U.S. societies.

#### 1.1 Name:

The name of the corporation is the Center for Engineering Education and Gender Studies.

#### 1.2 Purpose:

The corporation operates exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code. Programs should advance engineering education, promote gender fairness in STEM, facilitate research, provide mentorship and professional development, and foster public awareness.

#### 1.3 Powers:

The corporation has powers granted by Ohio Revised Code Chapter 1702, which is consistent with its charitable purposes.

### 2. Office and Records

#### 2.1 Principal Office:

The principal office shall be located in Ohio at a site designated by the Board.

#### 2.2 Records:

The corporation maintains accurate and complete books and records of accounts, as well as minutes of meetings of the incorporators, Directors, and the Board of Trustees. Directors may examine these records for a proper purpose at any reasonable time.

### 3. Members

#### 3.1 No Voting Members:

The organization has no voting members. Where a statute refers to members, the Board acts as the members.

### 3.2 Nonvoting Community:

The Board may establish nonvoting categories such as advisors, volunteers, fellows, or supporters.

## 4 Boards of Directors

### 4.1 Authority:

The Board directs and controls the affairs of the corporation, which is consistent with law, the Articles, and these Regulations.

### 4.2 Number:

The Board consists of five directors. The Board may set or change the exact number within this range. The number should never be fewer than three.

### 4.3 Qualifications:

Directors must act in good faith, in a manner reasonably believed to be in the best interests of the corporation, and with the care that an ordinarily prudent person in a similar position would exercise under similar circumstances. They support the mission and comply fully with the corporation's conflicts of interest and code of ethics policies.

### 4.4 Terms:

Directors and/or boards of trustees serve staggered three-year terms and hold office until a successor takes office. Partial terms to fill a vacancy do not reduce eligibility for later full terms.

### 4.5 Election:

The Board elects directors at the annual meeting or at a meeting called for that purpose. Candidates receiving the highest number of votes are elected.

### 4.6 Removal and Vacancy:

The Board may remove a director in accordance with law and fill any vacancy for the unexpired term.

### 4.7 Meetings:

The Board holds at least four regular meetings each year, plus an annual meeting. Special meetings may be called by the directors or any one director. Notice the date, time, and place or method of meeting.

4.8 **Quorum and Voting:**

A majority of the directors then in office constitute a quorum unless a higher threshold is set here or by law. Actions pass by the majority of those present unless a higher vote is needed.

4.9 **Participation:**

Directors may participate via authorized communication equipment, and such participation counts as presence.

4.10 **Action Without Meeting:**

The directors and at least a board member may act without a meeting by unanimous written consent, including by electronic transmission, which is a signed writing for this purpose.

4.11 **Committees:**

The directors and board of trustees may create an executive committee and other committees, each consisting of one or more directors. They may delegate board authority to such committees except for actions reserved for the full Board by law.

4.12 **Compensation:**

Directors serve without compensation. The corporation may reimburse reasonable expenses.

5. **Officers**

5.1 **Required Officers:**

The officers are the directors, an administrative executive/treasurer. The directors and the board may add other officers. Officers need not be directors unless the Board requires it.

5.2 **Election and Term:**

The directors and board elect officers each year. Officers serve one-year terms until successors are elected.

5.3 **Removal and Vacancy:**

The directors and board may remove any officers and fill any vacancy for the balance of the term.

5.4 Duties:  
Directors

One of the cofounder directors presides at board meetings if the role is established. Either of the two directors:

Leads strategy and operations under board oversight; executes documents on behalf of the corporation.

Administrative Executives:

Keeps minutes and corporate records; gives notices of meetings.

Administrative Executive:

Oversees finances, internal controls, and required filings; presents regular financial reports.

5.5 Officer Conduct:

Officers must act in good faith, in the best interests of the corporation, and with ordinary prudent care. As set under the Ohio law of fiduciary duties for nonprofit officers.

6. Executive Leadership and Staff  
6.1 Executive Director:

The Board may appoint an Executive Director to manage day-to-day operations. The Executive Director reports to the Board or its designee.

6.2 Staff and Contractors:

The Executive Director may hire staff or engage contractors within the budget approved by the Board.

7. Conflicts of interest and ethics  
7.1 Policy:

The corporation maintains a written conflict of interest policy that follows IRS guidance. All directors, officers, key employees, and committee members complete annual disclosures.

7.2 Recusal:

An interested person discloses the conflict and leaves the meeting during discussion and voting on the matter. The minutes reflect the disclosure and the vote.

7.3 Code of Ethics:

The directors and board adopt a code of ethics covering confidentiality, respectful conduct, gifts, the use of assets, social media, data privacy, and reporting channels.

8. Whistleblower and Non-Retaliation

8.1 Reporting:

The corporation provides a process to report concerns in good faith to the Board or an independent channel.

8.2 Protection:

Retaliation against anyone who reports, cooperates with an inquiry, or refuses improper acts is prohibited.

9. Nondiscrimination and Safe Participation

9.1 Policy:

The corporation does not discriminate on the basis of sex, gender identity, sexual orientation, race, color, religion, national origin, disability, age, or any status protected by law.

9.2 Safety:

Programs that engage minors follow written safeguarding rules and screening practices.

10. Meetings of the Board and Notices

10.1 Annual Meeting:

The annual meeting occurs on a date set in these Regulations or by the Board. If a date is not set for annual meetings, the Ohio law default schedule date can be utilized.

10.2 Notice and waiver:

Notice may be waived in writing or by attendance without objection.

11. Fiscal Year and Financial Practices

11.1 Fiscal Year:

The fiscal year ends on the date set by the directors and the board.

11.2 Controls:

The directors and the board adopt internal controls, including dual-signature thresholds and segregation of duties. The Administrative Executive/Treasurer oversees implementation.

**11.3 Audits or Reviews:**

The directors and board determine whether to conduct an independent audit or review on the basis of size, risk, and funder requirements.

**11.4 Banking:**

The directors and/or the board designate depositories and authorized signers. Two signatures are required for payments above thresholds set by the directors and the board.

**11.5 Government Filings:**

The leadership reviews of Form 990 will be filed by the corporation at an appropriate time for public disclosure.

**12. Grants, contracts, and restricted funds**

**12.1 Acceptance:**

The corporation may accept grants and contributions consistent with its purposes and restrictions.

**12.2 Oversight:**

Management tracks restricted funds and reports to the directors and board.

**13. Charitable Registration and Compliance**

**13.1 Registration:**

Before the corporation solicits contributions in Ohio, the corporation registers with the Ohio Attorney General's Charitable Law Section and files annual reports as needed.

**13.2 Professional Fundraisers:**

Any professional solicitor engaged by the corporation shall be registered with the attorney general as needed.

**14. Indemnification and Insurance**

**14.1 Indemnification:**

To the fullest extent allowed by Ohio law, the corporation may indemnify each director, officer, employee, or agent who is or was a party to a proceeding by reason of service to the corporation, against expenses, judgments, fines, and settlements, if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation.

## 14.2 Advancement:

The corporation may advance expenses upon receipt of an undertaking to repay if indemnification is later found not permissible under law.

## 14.3 Insurance:

The corporation may purchase and maintain insurance on behalf of any person described above.

## 15. Use of Technology and Electronic Records

### 15.1 Electronic Notices and Consents:

Notices, consents, and written consents may be delivered by electronic transmission where permitted by law, and such transmissions are signed writings for legal purposes.

## 15.2 Remote Meeting:

Meetings may be held by authorized communications equipment if all participants can hear each other in real time.

## 16. Amendments

### 16.1 Amendments by Board:

The Board may amend or restate these Regulations by the vote specified here or by law. Unless a higher threshold is set, amendments require the affirmative vote of a majority of directors then in office at any meeting with proper notice of the proposed change.

## 17. Mission alignment

### 17.1 Alignment:

All programs and expenditures must align with the mission, education focus, and gender fairness goals stated in section 1.2.

## 18. Dissolution

### 18.1 Plan of dissolution:

Upon dissolution, the Board will wind up the corporation's affairs in accordance with Ohio law. Outstanding debts are paid for or provided.

## 18.2 Distribution of Assets:

The remaining assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, to the federal government, or to a state or local government for a public purpose. The Articles shall include a dissolution clause that satisfies IRS requirements.

19. Adoption of Regulations

19.1 Adoption:

The incorporators or the Board adopted these Regulations for the government of the corporation, the conduct of its affairs, and the management of its property, which are consistent with law and the Articles.

19.2 Effective Date:

These regulations affect the date of adoption below.

Adopted on: December 22, 2025  
By order of the Board of Trustees

Signature:



Name: Dr Daniel Ewim  
Title: Co-Founder & Director

Signature:



Name: Dr Akinola Dosunmu  
Title: Co-Founder & Director