



INDEPENDENT SCHOOLS ASSOCIATION OF THE CENTRAL STATES

BY-LAWS

Approved by vote of the membership, 5/21/18

ARTICLE I: Name

The name of this Not-for-Profit Corporation is "THE INDEPENDENT SCHOOLS ASSOCIATION OF THE CENTRAL STATES, INC."

ARTICLE II: Purposes

In addition to such ancillary purposes and statutory powers as are detailed in its Articles of Incorporation; the basic, current purposes of the Corporation are as follows:

- To foster the freedom of the independent school to practice its philosophy of education; including religious instruction and worship, in keeping with American democratic ideals;
- To assist member schools in developing and maintaining the highest possible educational and ethical standards;
- To develop, monitor, and provide a program of evaluation and accreditation for member schools; and
- To assist member schools in ensuring that the public interest is well served by independent schools and their programs.
- And to be, in essence, a service organization for the mutual benefit of the Teachers and Administrators of its constituent schools; and
- To provide both direct and indirect services, as the Board shall authorize, that will assist schools in carrying out their missions.

ARTICLE III: Membership

To qualify for membership in the Corporation a school shall have an "open policy" regarding employment and admissions practices, and shall comply with applicable federal, state and local statutes pertaining to discrimination because of ability, age, gender, race, religion, national origin, sexual identity, socio-economic status, or other identifiers important to the school.

There shall be five (5) categories of membership of the Corporation: Accredited Members, Provisional Members, Honorary Members, Associate Members, and Affiliate Members.

Accredited Members are independent schools, which meet membership standards and have successfully completed the evaluation/accreditation program. By "Independent School" shall be understood those elementary or secondary schools which are incorporated not-for-profit or are under ecclesiastical control and which meet the ISACS Definition of an Independent School. Schools with early childhood programs are eligible provided that they also offer some of the elementary grades. Member schools shall continue in good standing so long as they comply with the standards established by the Corporation and meet the other obligations, which are detailed in the By-Laws and the resolutions duly adopted and enforced by the Board of Trustees. Each member school shall be entitled to one vote cast by the Head of School after consultation with the Teacher Representative of the same school. The

manner in which such a Teacher Representative is appointed, elected, or selected shall be left to the discretion of each individual school.

Provisional Members shall be those schools which have successfully operated for a minimum of three (3) consecutive years, but have not yet been evaluated by ISACS or an equivalent agency approved by ISACS; or those formerly accredited Members which, after formal ISACS evaluation, are found no longer fully compliant with one or more of the Membership Standards, but are acting in good faith to return to full compliance. Provisional Members must complete the accreditation process within seven years from the time of designation as Provisional Member, and may not continue for more than seven consecutive years in this category without special action by the Board of Trustees. Schools of this category may share in all of the privileges of membership except that of voting.

Honorary Members shall be those persons, firms or corporations from time to time nominated and duly elected by the Board of Trustees of the Corporation for Honorary Membership, or such an occasional school which, although located outside of the geographical territory of ISACS, may request formal connection with ISACS. Members of this category are entitled to receive publications and attend meetings, but without voting privilege.

Associate Members shall be those organizations which are similar in purpose to the Corporation, such as associations of independent schools on a local or regional basis, but which are not themselves institutions of learning. Members of this category are entitled to receive publications and attend meetings, but without voting privilege.

Affiliate Members shall be independent educational institutions or organizations concerned directly or indirectly with independent education but not qualifying as independent schools as defined above in this ARTICLE. Members in this category are entitled to receive publications and attend meetings, but without voting privilege.

In addition to these five categories of membership, certain schools may be eligible for affiliation (not membership) under a New Schools Services category.

New School Services shall be provided, upon a two-thirds vote of the Board of Trustees, to new schools with students enrolled and attending but not established long enough to qualify for full or provisional membership. Schools in this category are eligible to subscribe to the services of ISACS but they shall not be members. They will receive copies of all publications sent to members; may be represented at ISACS meetings and may purchase publications at member prices. No school may continue to receive New School Services beyond its third (3rd) year except with the express approval of the Board of Trustees. Such approval may be granted, on a year-to-year basis, upon request of the school.

New School Applicants shall be schools that are in the planning stages and do not yet have students enrolled and attending. Schools in this category are eligible to subscribe to the services of ISACS but they shall not be members. They may receive help and advice from ISACS, may receive ISACS publications, and will be allowed to attend ISACS functions at member fees.

In order to maintain membership in good standing, all members shall fulfill the following obligations:

- a. Timely payment of annual dues and other obligations to ISACS for services rendered.
- b. Adherence to the standards established by the Corporation, including satisfactory periodic evaluations, nondiscrimination policies and incorporation as a non-profit institution.
- c. Annually update school information in the ISACS database.

Violation by any member of the above obligations will constitute reason for consideration of change in membership status or termination of membership.

ARTICLE IV: Officers and Board of Trustees

The Officers of the Corporation shall be:

Chair. The Chair shall preside at all meetings of the Board, shall have the right to vote, and shall have such other powers and duties as are incident to the office of the Chair.

Vice Chair. The Vice chair shall have such powers and shall perform such duties as may be assigned by the Chair. In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall also otherwise perform all duties incident to the office of Vice Chair.

Treasurer. The Treasurer shall be responsible for carrying out the mandates of the Board and its Finance Committee in overseeing the financial affairs of the School. The Treasurer shall, with the assistance of the Executive Director, monitor all accounts and records and shall direct the preparation of the annual audited financial statements. The Treasurer shall oversee the custody of the funds and securities of the School and shall render periodic accounting of the financial condition of the School to the Board. The Treasurer shall chair the Finance Committee. The Treasurer shall also otherwise perform all duties incident to the office of Treasurer.

Secretary. The Secretary shall keep the minutes of the meetings of the Board and see that all required notices are given. The Secretary shall otherwise perform all duties incident to the office of Secretary.

Immediate Past Board Chair. The Immediate Past Board Chair shall chair the Trusteeship Committee. If the Immediate Past Board Chair is unable or unwilling to serve, the current Chair of ISACS shall appoint another past Chair, a past Officer or Trustee to fill this position on the Board.

The Corporation shall have a Board of Trustees who will be the directors of the Corporation. The Board of Trustees of the Corporation shall be composed of the aforementioned Officers, such ex-officio members of the Board as may be provided for herein, as well as other elected persons, as follows: fourteen (14) people who meet such criteria as may be adopted by the Trusteeship Committee and approved by the Board, at least five of whom shall be Teachers.

The Executive Director shall be appointed by the Board and shall be an ex-officio member of the Board without vote.

A member of the Board of Trustees shall hold office for a term of three (3) years from the date of election, at the completion of which the Trustee may be re-elected for a second three-year term or shall rotate off the Board of Trustees. At the completion of a second three-year term, a Trustee must rotate off the Board of Trustees for a period of at least one (1) year. The length of time during which an Officer may serve in a specific office is at the discretion of the Board but may, in no instance, exceed three (3) years. Years of service as an Officer shall be counted as the years of service as an elected trustee with the exception of the current chair, whose Trustee term may be extended, at the discretion of the Board, in order for that person to either fulfill the maximum Chair term and/or to fulfill the immediate Past Chair role. Each Officer shall be elected annually by the members upon recommendation by the Board after nomination by the Trusteeship Committee. Should there be a vacancy on the Board, the successor may be elected for two three-year terms.

The Chair, with the approval of the Board of Trustees, may establish such standing or ad hoc committees as deemed necessary to assist in the efficient functioning of the organization. Criteria for selecting committee membership shall be adopted and observed by the Trusteeship Committee and shall include geographic distribution, diversity of type of schools represented, and a balance of Teacher-Administrator personnel.

ARTICLE V: Committees

Trusteeship Committee. The Trusteeship Committee shall be composed of the following persons: the Past Chair of ISACS, the current Chair of ISACS, one Trustee member of the Board, two Teacher members of the Board, and any other members of the Board that the Chair of the Board may appoint. Except for the past and current Board Chair, members of the Trusteeship Committee shall serve a three-year term with the possibility of extending membership for an additional three years. The Chair of the Trusteeship Committee shall be the person who holds the position of an Officer as Past Chair.

The purpose of the Committee is to adopt criteria for Officer, Board, and Committee membership, review the distribution and expertise needs of the Board and its Committees and Officers in anticipation of future vacancies, solicit nominations for anticipated vacancies, and prepare an annual slate of new Officers and Trustees for approval by the Board and election by the Membership. The Committee shall seek input from the Board in the preparation of its nomination of ISACS officers and trustees.

The Committee shall periodically review the effectiveness of the Board and its committees, including the individual members thereof.

The Trusteeship Committee shall have the following additional responsibilities with respect to all Board committees, except for the Executive Committee:

appointment of committee chairs from among the Trustees and committee members who may or may not be Trustees following consultation with the current committee chair and the Executive Director and in accordance with published criteria which respond to the current needs of ISACS;

overseeing the development, periodic review and updating by the committee chair of short and long term goals for the work of the committees;

approval of the charge of each committee which should be regularly reviewed and updated by the committee chair; and

determination of the size of each committee, the terms of committee membership which may vary from time to time depending upon a committee's workload, the need for specific skills or viewpoints and budgetary considerations.

Executive Committee shall be composed of the Officers of the Corporation, the Chair of each of the standing Committees, and a Teacher member of the Board.

The Executive Committee shall have and exercise in the interim between meetings of the Board of Trustees all of the powers of the Board, except the authority to: a) amend the Articles of Incorporation, b) amend these Bylaws, c) adopt an agreement to merge, consolidate, sell, dissolve, or otherwise dispose of the Corporation (ISACS) or all or substantially all of its assets, (d) determine the amount of dues to be paid by members, e) make decisions covering the selection or retention of the Executive Director. Furthermore, the Executive Committee is charged to assist the Executive Director as a sounding board and shall have a leadership role in strategic planning. The Committee shall have responsibility for the evaluation of the Executive Director, involve the full Board in this process, and report a summary of such evaluation to the Board. The Committee shall also annually evaluate the performance of the Trusteeship Committee and report the results to the Board.

Professional Services Committee. The purpose of the Professional Services Committee is to advise the Executive Director and Board of Trustees on the needs of school faculties for Association services; to promote professional development for Teachers and Administrators; to provide encouragement,

coordination, cooperation, and support for the efforts of state/local professional services committees; and to find ways of recognizing the professional service of teachers and administrators.

Administrative Services Committee. The purpose of the Administrative Services Committee is to promote the professional growth of independent school administrators.

Accreditation Review Committee. The purpose of the Accreditation Review Committee is to interpret and apply the standards of the Association, review all accreditation reports, and recommend action upon such reports to the Board of Trustees. The Committee shall also review all new applications for affiliation with ISACS and recommend action upon such applications to the Board of Trustees. The ARC will periodically review the standards of membership and make recommendations for additions, deletions, and changes to the Board of Trustees.

Finance Committee. The purpose of the Finance Committee is to oversee the expenses of the organization, recommend fees to be levied, monitor all financial reports, and initiate and oversee the annual audit.

Equity and Justice Committee. The purpose of the Equity & Justice Committee is to address diversity and equity issues as they emerge in the Association and shall recommend initiatives for the Association to undertake as it endeavors to reflect diversity, equity, and inclusion in itself and among the member schools.

The members of any Committee shall remain in office at the pleasure of the Board of Trustees.

The Chair may activate additional, temporary, committees as the need arises. Similarly, the Chair is empowered to eliminate an existing committee when a need for it no longer exists. Either of the previous decisions must meet with the approval of the Board of Trustees.

ARTICLE VI: Meetings of the Membership

Annual Meeting

The Annual Meeting of the Membership shall be held at the principal offices of the Corporation or elsewhere, as the Board of Trustees may determine, and at such time as determined by the Board of Trustees. The membership may also take action without meeting provided that: (1) the action is approved by at least eighty percent (80%) of the voting members and (2) the action is documented by a written consent describing the action taken, signed by at least eighty percent (80%) of the voting members, and filed for record with the Corporation's Secretary.

Special Meetings

Special meetings of the members shall be held at the principal offices of the Corporation, or elsewhere, as the Board of Trustees may determine, or on the call of the Chair of the Board, or a majority of the Trustees, or by written petition signed by not less than one-tenth (1/10) of all the members. The call thereof shall be filed with the Secretary through the Central Office within at least ten (10) days prior to the date set for such meeting.

Notice

Notice of all regular and special meetings of the members shall be given for the Secretary through the Central Office to each member of record by depositing written notice of such meeting and of the time and place thereof in the United States Mails or by electronic mail at least ten (10) days before such meeting is to be held; provided, however, that no Notice of any such meeting need be given to any member who, in person or by proxy, attends the same or who, in person or by proxy, at or before the time such meeting is

held waives such notice in writing; provided further, that if the Secretary fails or refuses to give any such notice, the party or parties calling such meeting shall be empowered to issue such Notice.

Except as otherwise provided by law, any business may be transacted at any meeting of the membership which may come before such meeting whether specified in the call thereof, or not, and it shall not be necessary to specify the purpose for which any meeting of the members is to be held; provided, however, that notice of a special meeting must include a description of the purpose for which the special meeting is called.

Remote Participation

A member may participate in a meeting of the Corporation by any means of communication by which all members participating may simultaneously hear each other during the meeting. A member of the Corporation participating in a meeting by these means is considered present in person at the meeting.

Voting

Each voting member school shall have one vote, as previously specified, cast by the Head of School after consultation with the Teacher Representative of the same school.

Proxy Voting

A voting member school whose Head of School cannot be present in person or by remote means at a meeting may vote by proxy. The proxy must be delivered to the voting Head of School who will be present in person or by remote means at the meeting. The proxy must be filed for record with the Corporation Secretary.

Action Without Meeting

In lieu of holding an annual, regular, or special meeting, the Corporation may elect to act without meeting through the use of ballots. In the event the Corporation elects to act without meeting, the Corporation will provide a written ballot to every member school entitled to vote on the matter. The ballot will describe the action to be taken and provide every voting member school with an opportunity to vote for or against the proposed action. Actions approved by ballot will be valid acts of the Corporation if the total number of votes cast equals or exceeds the quorum requirements for a meeting and if the total number of votes to approve equals or exceeds the number of votes required to approve an action at a meeting.

Quorum

At any meeting of the membership, a majority of the membership present in person or by proxy shall constitute a quorum.

ARTICLE VII: Trustees and Trustees' Meetings

As empowered by the Articles of Incorporation, the Board of Trustees of the Corporation As empowered by the Articles of Incorporation, the Board of Trustees of the Corporation authorizes the exact number of Trustees within a minimum of fifteen (15) Trustees and a maximum of twenty (20) Trustees to be determined in the By-Laws. The business, property and prudential affairs of the Corporation shall be managed by the Board of Trustees, and by such subordinate officers, agents, and employees as may from time to time, be conferred upon them by the Board.

The Officers and Trustees are elected at the Annual Meeting each year and assume their offices on July 1 of the same year. Each voting member school shall have one vote as specified in Article VI.

Any vacancy occurring on the Board of Trustees caused by death, resignation or otherwise may be filled by a majority vote of the remaining members of the Board, or the Executive Committee, which then shall extend until the next Annual Meeting when a successor is elected and agrees to serve.

Regular meetings of the Board of Trustees may be held without notice at such place and time as the Board may, by order entered of record in its Minute Book, fix and determine.

Special meetings of the Board of Trustees may be held upon the call of the Chair of the Board, either of the Vice-Chair, the Secretary of the Board; or by a majority of its Trustees. Notice of such meeting, and of the time and place at which the same shall be held shall be given to each trustee by electronic notice, at least five (5) days prior to the day upon which such special meeting is to be held, unless in an actual emergency, when a shorter notice may be given. It is provided, however, that no notice of such meeting need be given to any trustee who attends said meeting or who waives such notice in writing at or before the time such meeting is to be held.

A Trustee may participate in a meeting of the Corporation by any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by these means is considered present in person at the meeting.

Any business which may come before such Board may be transacted at any regular or special meeting of the Board of Trustees, and it shall not be necessary to specify in any call for, or notice of, a special meeting of the Board, the purpose for which the same shall be held.

A majority of the Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, except for filling a vacancy, or electing an executive committee, but a less number may adjourn a meeting from time to time until a quorum is present. A majority of the actual number of Trustees elected and qualified, from time to time, shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by the Indiana Not-for-Profit Corporation Act, as amended, or by the Articles of Incorporation. A trustee who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless (a) dissent shall be affirmatively stated by said trustee at and before the adjournment of such meeting (in which event the fact of such dissent shall be entered by the Secretary in the Minutes of the meeting), or (b) said trustee shall forward such dissent by Registered Mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right of dissent provided for by either clause (a) or clause (b) of the immediately preceding sentence shall not be available, in respect of any matter acted upon at any meeting, to a trustee who has voted at the meeting in favor of such matter and has not changed position prior to the time that the result of the vote on such matter is announced by the Chair of such meeting.

Any meeting of the Board of Trustees may be adjourned to a future time without notice, and at such meeting any business may be transacted by the Board to the same extent as though said meeting had been duly called and due notice thereof given.

The business coming before the Board of Trustees shall be transacted in such order as the Board may, from time to time, determine.

The Board may also take action without meeting provided that: (1) the action is taken by all Trustees and (2) the action is documented by a written consent describing the action taken, signed by each Trustee, and filed for record with the Corporation's Secretary.

ARTICLE VIII: Finances and Fiscal Year

Each member shall pay annual dues, the amount of which shall be determined by the Board of Trustees, upon recommendation of the Finance Committee. The charge for New School Services, for Associate or

Affiliate Membership, or for other categories, which may, in the future, be created, shall be established and paid in the same manner.

The fiscal year of the Corporation shall be July 1 of one year through June 30th of the next year.

Following the close of the fiscal year, there shall be performed an annual audit conducted by an impartial firm specializing in such accounting procedures.

ARTICLE IX: Administration

The rules of parliamentary practice in Roberts' "Rules of Order, Revised" shall govern the proceedings of the Corporation.

ARTICLE X: Amendment to By-Laws

These By-Laws may be repealed, altered or amended, or new By-Laws adopted by a majority vote of the Board of Trustees, subject to the approval of the majority of the membership present and voting at the Annual Meeting at which such amendments are offered for ratification. By-Laws changes may also be offered for vote by the membership via electronic or mail ballot.