

Independent School Bylaws: Sample

ARTICLE I

Purpose

The purpose of the corporation is to maintain and operate a school as a not-for-profit enterprise. The corporation also has such powers as are now or may hereafter be granted by the General Not-for-Profit Corporation Act of the State of ----- . It shall be the policy of the Board of Trustees and the school not to discriminate in admissions and hiring practices in violation of the law.

ARTICLE II

Offices

The corporation shall have and continually maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of ----- as the Board of Trustees may from time to time determine.

ARTICLE III

Members

The corporation shall have no members.

ARTICLE IV

Board of Trustees

Section 1 General Powers.

The affairs of the corporation shall be managed by its Board of Trustees. The Board of Trustees primary duties include the hiring and evaluation of the Head of School, the setting of general institutional policies, strategic planning, fund-raising, and assessment of the school's effectiveness in manifesting the mission of the corporation.

Section 2 Number, Tenure, and Qualifications.

(a) The Board of Trustees shall consist of no less than fifteen (15) and no more than twenty-one (21) voting members. Potential members for the board shall be nominated and selected by the Board from a pool of parents, past parents, grandparents, alumni, patrons, and community members by criteria defined by the Board. The Head of the School shall be a nonvoting, ex-officio member, whose term shall be renewable each year until terminated by action of the Board or by resignation. All newly elected board

members shall serve for a term of one (3) years beginning on July 1. Following the first term of service, trustees may be re-elected to serve a second three (3) year terms. Except as provided above, trustees shall serve a three (3) year term of office and will be eligible, if nominated and elected, to serve one successive three (3) year term. No trustee may be elected to term beyond the second term without first having been off the board for at least one year, unless elected as an officer of the Board. The Board shall be divided into staggered classes so that the terms of only approximately one-third of the voting trustees shall expire each year. In the event that a voting trustee does not complete his or her term on the Board, a new trustee may be elected to fill out the unexpired term and then that trustee is eligible to be nominated for one or more full terms.

(b) Honorary Trustees may be elected by the Board from among former Trustees who shall have served with distinction and from among distinguished friends and major contributors to the School who shall not have served previously as Trustees. Honorary Trustees shall be invited to attend all meetings of the Board but shall not be entitled to vote.

Section 3 Annual Meeting

The annual meeting of the Board of Trustees shall be held in June of each year.

Section 4 Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the Head of School or any two (2) voting members of the Board. The person or persons calling such meeting may fix any place as the place for holding any special meeting of the Board called by them.

Section 5 Place of Meetings: Mode

The place of any meeting of the Board of Trustees may be either within or without the State of ----- . Members of the Board of Trustees or any committee designated by the Board of Trustees, including the executive committee, may participate in a meeting of the Board or such committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 6 Notice

Notice of any special meeting of the Board of Trustees shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or telegram to each member of the Board at this address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by electronic means, such notice shall be deemed to be delivered when the notice is sent.

Any member of the Board may waive notice of any meeting. The attendance of a member at any meeting shall constitute waiver of notice at such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such meeting, unless specifically required by law or these by-laws.

Section 7 Quorum

A majority of the voting members of the Board as from time to time constituted shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if a quorum shall not be present at such meeting, a majority of the voting members of the Board present may adjourn the meeting from time to time without further notice until a quorum shall be present.

Section 8 Manner of Action

The act of a majority of the voting members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these by-laws.

Section 9 Informal Action

Unless otherwise restricted by statute, the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if (i) a written consent thereto is signed by all the voting members of the Board or by all the members of such committee, as the case may be, and (ii) such written consent is filed with the minutes of proceedings of the Board of or such committee.

Section 10 Removal

Any member of the Board may be removed at any regular or special meeting of the Board by an affirmative vote of two-thirds of the voting members of the Board of Trustees as from time to time constituted whenever, in their judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The member being removed shall be notified of the meeting at which the removal action will be taken, and the specific charges against him or her, at least five (5) days prior to the meeting.

Section 11 Vacancies

The Board of Trustees may fill any vacancy occurring in the Board of Trustees at any regular or special meeting.

Section 12 Compensation

Members of the Board as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees a fixed sum and expenses, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any member from serving the corporation in any other capacity and receiving compensation therefore.

Section 13 Presumption of Assent

A Trustee of the corporation 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 his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 14 Conflict of Interest Policy

The Board of Trustees affirms that the trustees, officers, administrators, faculty and other employees of the School have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the School. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the School. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Board of Trustees of the circumstances resulting in the potential conflict so that the Board of Trustees can provide such guidance and take such action as it shall deem appropriate. Areas of potential conflict of interest are:

1. Financial Interest.

(A) Ownership by the individual directly or indirectly of a material financial interest in any business or firm (i) from which the School obtains goods or services, or (ii) which is a competitor of the School.

(B) Competition by the individual, directly or indirectly, with the School in the purchase or sale of property or any property right or interest.

(C) Representation of the School by the individual in any transaction or activity in which the individual, directly or indirectly, has a material financial interest.

(D) Any other circumstance in which the individual may profit, directly or indirectly, from any action or decision by the School in which he or she participates, or which he or she has knowledge.

2. Inside Information

Disclosure or use by the individual of confidential information about the School, its activities or intentions, for the personal profit or advantage of the individual or any person.

3. Conflicting Interests other than Financial

Representation as director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves this school as an adverse party or with adverse interests.

4. Gifts and Favors

Acceptance of gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor of, the School under circumstances which imply reasonably that such action is intended to influence the individual in the performance of his or her duties.

No Trustee who directly or indirectly is involved in a potential conflict of interest shall be counted in determining the existence of quorum at any meeting of the Board where the potential conflict is considered, nor shall the trustee vote on any action of the Board regarding that potential conflict.

ARTICLE V

Officers

Section 1 Officers

The officers of the corporation shall be a Chair of the Board of Trustees, a Past Chair, a First Vice Chair, a Second Vice Chair, a Head of School, a Treasurer, a Secretary, and such number of assistant treasurers, assistant secretaries, and other officers as may be elected or appointed by the Board of Trustees. Any two or more offices may be held by the same person, except the office of Chair and Secretary.

Section 2 Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Trustees at the annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3 Removal

Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5 Chair of the Board, Past Chair, First Vice Chair, Second Vice Chair

The Chair of the Board shall be the chief officer of the corporation and shall preside at all meetings of the Board of Trustees. He or she may sign, with the Head of School, or Secretary, or any other proper officer or agent of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Board from time to time. The Chair shall, at the conclusion of his or her term or terms, serve as immediate Past Chair until the office is filled by his or her successor. The Past Chair or First Vice Chair must preside at meetings of the Board in the absence of the Chair.

Section 6 Head of School

The Head of School shall be the chief administrative officer of the corporation and shall in general supervise and control all of the operational and educational affairs of the corporation, including recruiting and supervision of teachers, school curriculum, student admission standards, general supervision of students, financial matters, building and grounds, fund raising, liaison with the parent body, and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 7 Treasurer

The Treasurer shall have charge of and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Trustees. If required by the Board of Trustees, the treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Trustees shall determine, the cost of such bond being paid for with funds of the corporation.

Section 8 Secretary

The Secretary shall keep the minutes of the meetings of the members of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporation's records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of secretary and such duties as from time to time may be assigned to him or her by the Chair or by the Board of Trustees.

Section 9 Assistant Treasurers and Assistant Secretaries

The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer, secretary or by the Chair of the Board of Trustees. If required by the Board of Trustees, the assistant treasurers shall give bond for the faithful discharge of their duties in such sum and with such surety as the Board of Trustees shall determine, the cost of such bond being paid for with funds of the corporation.

ARTICLE VI

Committees

Section 1 Committees of Members of the Board of Trustees

The Board of Trustees by resolution adopted by a majority of the voting members as from time to time constituted may designate one or more committees, each of which shall consist of two or more voting members of the Board of Trustees (plus any non-board members as the Board sees fit to appoint), which committees to the extent provided in such resolution shall have and exercise the authority of the Board of Trustees in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual member thereof of any responsibility imposed on it, him, or her by law.

Section 2 Executive Committee

(a) The Executive Committee shall be comprised of the Chair of the Board of Trustees, the Past Chair and the chair of each standing committee, and shall function as a long-range planning committee to set goals and objectives for the corporation. The Executive Committee shall be authorized to expedite the transaction of business and management of the corporation between regular meetings of the Board of Trustees. Subject to any specific limitation imposed by the certificate of incorporation, the Executive Committee shall have such further specific powers as may from time to time be conferred upon it by resolution of the Board of Trustees, and the Executive Committee may exercise such

powers in such manner as it shall deem for the best interests of the corporation in all cases in which specific directions shall not have been given by the Board.

(b) The Chair of the Board, or in the absence of the Chair, an member of the Executive Committee selected by those voting members present, shall preside at meetings of the Executive Committee, and the secretary of the corporation or, if the secretary of the corporation is not a member of the Executive Committee, a member of the Executive Committee designated by the members thereof shall be the secretary of the Executive Committee. In the event of absence from any meeting of the secretary of the Executive Committee, the members of the Executive Committee present at the meeting shall select a member of the Executive Committee to be secretary of the meeting.

(c) The Executive Committee may prescribe for the conduct of its business such rules and regulation, not inconsistent with these bylaws or with such resolutions for the guidance and control of the Executive Committee as may from time to time be passed by the Board, as it shall deem necessary or desirable, including, without limitation, rules fixing the time and place of meetings and the notice to be given thereof, if any. A majority of the voting members of the Executive Committee shall constitute a quorum. The adoption of any resolution or the taking of any other actions shall require the affirmative vote of a majority of all the voting members of the Executive Committee as from time to time constituted. The Executive Committee shall keep minutes of its proceedings, and it shall report all action taken by it to the Board at the meeting thereof held next after the taken of such action. All action taken by the Executive Committee shall be subject to revision or alteration by the Board at the meeting of the Board at which any such action has been reported to the Board; provided, however that such revision or alteration shall not affect any action taken by any officer or employee of the corporation, or by a third party, or any rights of third parties that have vested, in reliance upon any action or direction of the Executive committee.

(d) The Executive Committee shall not have the authority to act on behalf of the Board of Trustees for the purpose of: 1) amending these by-laws, 2) amending the budget, or 3) making decisions covering the selection or retention of the Head of School. The Executive Committee can act on behalf of the Board of Trustees in decisions regarding routine business of the School.

Section 3 Other Committees

Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the voting members present at a meeting at which a quorum is present. The Chair of the Board of Trustees shall appoint the members of such committee, except as otherwise provided in the resolution designating such committees. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 4 Terms of Office of Committee Members

Each member of a committee shall continue to serve until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5 Chair

Except as otherwise provided herein, two members of each committee shall be appointed by the Chair of the Board as, respectively, Chair and Vice Chair of such committee.

Section 6 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7 Quorum

Unless otherwise provided herein or in the resolution of the Board of Trustees designating a Committee, a majority of the voting members of the whole committee shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8 Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Trustees.

ARTICLE VII

Indemnification of Trustees, Officers and Employees

Section 1 General: Indemnification of Trustees and Officers

The corporation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that such person is or was a Trustee or officer of the corporation, or that such person is or was serving at the request of the corporation as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably

believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea to no lo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was unlawful.

Section 2 Indemnification of Trustees and Officers: Actions By or In the Right of the Corporation

The corporation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in favor of the corporation by reason of the fact that such person is or was a Trustee or officer of the corporation, or that such person is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matters as to which such person shall be made in respect of any claim, issue or matters as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3 Authorization of Indemnification

Any indemnification under Section 1, Section 2 or Section 5 of this Article (unless ordered by a court) shall be made by the corporation only as authorization in the specific case, upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1,2, or 5 of this Article. Such determination shall be made by (1) the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

Section 4 Contract with the Corporation

The provisions of this Article VII shall be deemed to be a contract between the corporation and each Trustee or officer who serves in any capacity at any time while this Article VII is in effect, and any repeal or modification of this Article VII shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore brought or threatened based in whole or in part upon any such state of facts.

Section 5 Indemnification of Employees and Agents

Persons who are not covered by the foregoing provisions of this Article VII and who are or were employees or agents of the corporation, or who are or were serving at the request of the corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Trustees, subject to the same standard of conduct set forth in Sections 1 and 2 of this Article; provided, however, that to the extent that such employee or agent has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding to which he or she was made a party by reason of the fact that he or she is or was an employee or agent acting in the above described capacity, or in the defense of any claim, issue or matter therein, the corporation shall indemnify such employee or agent against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6 Payment of Expenses in Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that such Trustee, officer, employee, or agent is entitled to be indemnified by the corporation as authorized by this Article VII.

Section 7 Insurance against Liability

The corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a Trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these by-laws.

Section 8 Other Rights of Indemnification

The indemnification provided or permitted by this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a Trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE VIII

Contracts, Checks, Deposits, and Funds

Section 1 Contracts The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of any such determination by the Board of Trustees, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the Head of School.

Section 3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4 Gifts

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any specific purpose of the corporation.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of July and end on the last day of June in each year.

ARTICLE XI

Seal

The Board of Trustees may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "corporate Seal, State of -----" provided, however, that the use of said seal shall be entirely discretionary, and shall not be required for the issuance of any documents unless specifically required by the laws of the State of -----.

ARTICLE XII

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not-for-Profit Corporation Act of -----or under the provisions of the articles of incorporation of the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments to By-laws

These by-laws may be altered, amended or repealed and by-laws may be adopted by a majority of the voting members of the Board present at any regular meeting or at any special meeting, provided that at least five (5) days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting. Any amendment to the By-laws will be voted only after examination of any possible conflicts with the Articles of Incorporation.

Author: ISACS. January, 1999.