



Bylaws of the
Independent School Chairpersons Association

Revised and board approved 10.13.22

AMENDED AND RESTATED BY-LAWS OF
THE INDEPENDENT SCHOOL CHAIRPERSONS ASSOCIATION

Section 1
NAME, PURPOSE AND LOCATION

1.1 Name. This corporation shall be known as The Independent School Chairpersons Association (“ISCA”).

1.2 Purpose. ISCA’s purpose is to support independent school Board Chairs in becoming effective governance leaders for their boards by offering thought leadership and programming, including but not limited to, peer support and networking, resources and educational opportunities.

1.3 Location. The principal office of ISCA in the Commonwealth of Massachusetts shall be located at an address selected by the Board of Directors. The Board of Directors may change ISCA’s principal office in the Commonwealth of Massachusetts and establish such other office or offices as the Board of Directors may deem appropriate.

Section 2
MEMBERS

2.1 Qualification and Membership Fees. ISCA’s membership shall consist of (i) existing Board Chairs, former Board Chairs or Board Chairs-Elect of independent schools operating anywhere in the world and (ii) such other persons, groups or organizations as established from time to time by the Board of Directors. Membership fees shall be established from time to time by the Board of Directors.

2.2 Annual Meetings. An annual meeting of members shall be held each calendar year on a date, at a time and at a location established by the Board of Directors to elect directors for the ensuing year and to conduct such other business as may properly come before the members.

2.3 Special Meetings. The President or a majority of the Board of Directors may call a special meeting of the members to be held on a date, at a time and at a location established by the Board of Directors.

2.4 Notice of Meetings and Waiver. Notice of annual and special meetings shall be sent (i) if by mail, at least ten (10) days in advance of the meeting or (ii) if by electronic mail, at least five (5) days in advance of the meeting. Such notice need not specify the purpose of the meeting, unless otherwise required by law or these By-Laws. All notices shall be addressed to the member’s address as listed in ISCA’s books and records. A member may waive notice of the annual or any special meeting, provided that such waiver is in writing and received by the Executive Director of ISCA prior to the commencement of the meeting.

2.5 Quorum. At any meeting of the members, 15% of the members, whether present in person or represented by proxy, shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than ninety (90) days after the date of the first session by a majority of the votes cast upon the question, whether or not a quorum is present.

2.6 Voting. Each member shall have one vote.

2.7 Action by Consent. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if two-thirds of the members consent to the action in writing. Members shall be provided with at least five (5) days prior written notice of the action proposed to be taken. Such consents shall be treated for all purposes as a vote at a meeting.

2.8 Remote Participation Through Communications Equipment. Unless otherwise provided by law, members may participate in a meeting of the members by means of conference telephone, electronic meeting format or similar communications whereby either of the following occurs: (i) all participating members may simultaneously hear or read each other's communications during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating member. The Board of Directors shall take reasonable measures to verify that each member deemed to be present and permitted to vote by remote communication is a member or proxy holder.

2.9 Proxies. Members may vote either in person or by written proxy dated not more than six (6) months before the meeting named therein, which proxy must be filed before being voted with the Executive Director of ISCA or such other person designated by the Board of Directors. Unless otherwise specifically limited by its terms, a proxy shall entitle the holder thereof to vote at any adjournment of a meeting, but the proxy shall terminate after the final adjournment of such meeting.

Section 3 BOARD OF DIRECTORS

3.1 Oversight Responsibilities. The management of the business and affairs of ISCA shall be overseen by the Board of Directors. The Board of Directors will further ISCA's mission and assure its sustainability.

3.2 Number and Qualification. The Board shall consist of no fewer than ten (10) or more than twenty (20) directors. The number of directors shall be established annually by the Board of Directors. All directors must be current members of ISCA. It is ISCA's intent that the directors should collectively represent the rich diversity of types, sizes and geographic locations of the independent schools that it is ISCA's mission to serve.

3.3 Term of Office. At each annual meeting, the members shall elect directors to serve until the next annual meeting or until their successors have been elected and qualified or until such director sooner dies, resigns, is removed or becomes disqualified. Directors are not subject to term limits.

3.4 Board Committees. The Board shall have the following standing committees:

3.4(a) Executive Committee. The Executive Committee shall consist of the President, Vice President(s), Secretary and Treasurer of ISCA. The President of ISCA shall serve as Chair of the Executive Committee. The Executive Committee shall, when the Board of Directors is not in session, oversee the management of all of the affairs of ISCA in accordance with any policies or resolutions of the Board of Directors. The Executive Committee shall lead the Board's periodic evaluation of the Executive Director and the setting of the Executive Director's

compensation. Minutes of each meeting of the Executive Committee shall be kept by the Secretary or another person appointed by the President. The Executive Committee shall report any material actions taken by it to the Board of Directors no later than the next meeting of the Board of Directors.

3.4(b) Program Committee. The Program Committee will work with the Executive Director to (i) plan and conduct seminars, webinars and other educational opportunities, (ii) disseminate or make available resource materials, and (iii) create networking opportunities for ISCA members, all in furtherance of ISCA's mission to provide support to independent school Board Chairs.

3.4(c) Membership Committee. The Membership Committee will work with the Executive Director to devise and implement strategies to attract and retain ISCA members.

3.4(d) Nominating and Governance Committee. The Nominating and Governance Committee (i) shall present a slate of proposed directors to be elected at the annual meeting of members, (ii) shall present a slate of proposed officers to be elected by the Board of Directors and (iii) shall conduct new director orientation and (iv) shall be responsible for ensuring the effectiveness of the overall governance of ISCA.

3.4(e) Finance Committee. The Finance Committee will oversee ISCA's financial affairs, including financial performance, financial strategy, financial compliance, investments and budget matters.

3.5 Committee Charters. Each standing committee shall maintain its own charter, subject to the approval of the Board of Directors.

3.6 Additional Committees and Task Forces. The President may establish temporary or ad hoc committees or special task forces to address various discrete topics or issues.

3.7 Removal. A director may be removed with or without cause by a two-thirds vote of the Board of Directors. A director may be removed only after reasonable notice and an opportunity to be heard by the Board of Directors.

3.8 Vacancies. Any vacancy on the Board of Directors caused by death, resignation or removal may, but need not, be filled at any regular or special meeting of the Board of Directors. Any director so chosen to fill a vacancy shall serve out the unexpired term of his or her predecessor.

3.9 Regular Meetings. Regular meetings of the Board of Directors may be held on a date, at a time and at a location established by the Board of Directors. The Board of Directors shall hold at least four (4) regular meetings in each calendar year.

3.10 Special Meetings. The President or a majority of the Board of Directors may call a special meeting of the directors on a date, at a time and at a location established by the party calling the special meeting.

3.11 Notice of Meeting and Waiver. Notice of regular and special meetings shall be sent (i) if by mail, at least five (5) days in advance of the meeting or (ii) if by electronic mail, at least five (5) days in advance of the meeting. Such notice need not specify the purpose of the meeting, unless otherwise required by law or these By-Laws. A director may waive notice of any meeting,

provided that such waiver is in writing and received by the Executive Director of ISCA prior to the commencement of the meeting.

3.12 Quorum. At any meeting of the Board of Directors, a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of votes cast upon the question, whether or not a quorum is present, and the postponed meeting may be held without further notice.

3.13 Voting. When a quorum is present at any meeting, a majority of the directors present and voting may decide any question, unless otherwise provided by law.

3.14 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committees thereof, may be taken without a meeting if two-thirds of the directors consent to the action in writing. Directors shall be provided with at least five (5) days prior written notice of the action proposed to be taken. Such consent shall be treated for all purposes as a vote at a meeting.

3.15 Remote Participation Through Communications Equipment. Directors may participate in a meeting of the Board of Directors, or any committee thereof, by means of a conference telephone, electronic meeting format or similar communication whereby either of the following occurs: (i) all participating directors may simultaneously hear or read each other's communications during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director.

3.16 Ethical Standards. Members of the Board of Directors shall conduct their personal and business affairs in such a manner as to avoid any possible conflict of interest or appearance of conflict of interest with their duties and responsibilities as directors of ISCA, including but not limited to any duality of financial interest, use of ISCA services, property, personnel or facilities, or use of privileged information to the detriment of ISCA. Each director shall annually sign a conflict of interest statement.

Section 4

SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, SPECIAL COMMITTEES AND FRIENDS OF THE CORPORATION

The Board of Directors may designate certain persons as sponsors, benefactors, contributors, advisors, special committee members or friends of ISCA, or such other titles as the directors deem appropriate. Such persons shall serve in an honorary or advisory capacity and shall in such capacity have no right to notice of or to vote at any meeting and shall have no other rights.

Section 5 OFFICERS

5.1 Number and Qualifications. The officers of ISCA shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. All officers must be duly elected directors of ISCA.

5.2 Term. All officers shall serve from the time of their election until their successors are duly elected and qualified or until the officer sooner dies, resigns, is removed or becomes disqualified.

5.3 President. The office of President shall be held by a current or former independent school Board Chairperson. Subject to the control and direction of the Board of Directors, the President shall be the chief executive officer of ISCA. The President shall preside at all ISCA member meetings, Board of Directors meetings and Executive Committee meetings. The President shall serve as an ex-officio member of all standing Board Committees. The President shall represent ISCA, or cause it to be represented, on all appropriate occasions. The President shall supervise and direct the Executive Director in matters of operation and policy. The term of the President shall be limited to no more than three (3) consecutive one-year terms, provided that the President may, with the vote of two-thirds of the Board of Directors, serve additional terms beyond the three-year limit.

5.4 Vice President(s). The Vice President(s) shall have such powers and perform such duties as may be assigned to them by the President and Board of Directors. If there is more than one Vice President, the President shall designate the order in which the Vice Presidents shall serve in exercising the powers and duties of the President in the event of the President's absence or inability to act.

5.5 Secretary. The Secretary shall record and maintain, or cause to be recorded and maintained, records of all proceedings of the members, the Board of Directors and the Executive Committee in a book or books kept for that purpose. The Secretary shall have such other duties as the President shall determine.

5.6 Treasurer. The Treasurer shall be the chief financial officer of ISCA and, subject to the control and direction of the Board of Directors, be in charge of the financial affairs of ISCA, and shall keep accurate books and records thereof. The Treasurer shall serve as Chair of the Finance Committee and shall have other such duties as the President may determine.

5.7 Removal. Any officer may be removed from office with or without cause by a majority of the Board of Directors.

5.8 Vacancies. If the office of any officer becomes vacant, the Board of Directors may elect a successor. Each such successor shall serve out the unexpired term of his or her predecessor.

Section 6
EXECUTIVE DIRECTOR

The Executive Director shall be hired by the Board of Directors. The Executive Director shall have day-to-day responsibility for the business affairs of ISCA, including financial matters and carrying out Board policies and ISCA's mission. The Executive Director shall be an ex-officio member of the Board of Directors and all standing committees, but shall have no vote. The Executive Director shall be responsible for the hiring and supervision of any other staff authorized by the Board, and shall have such other duties as the Board of Directors may determine.

Section 7
EXECUTION OF INSTRUMENTS

Except as otherwise determined by the Board of Directors, all deeds, leases, contracts, bonds, notes, checks, drafts and other instruments or obligations authorized to be made, accepted or endorsed by an officer of ISCA on its behalf shall be signed and as required, sealed, acknowledged or delivered by the President or the Executive Director.

Section 8
NO PERSONAL LIABILITY

The directors, officers and Executive Director of ISCA shall not be personally liable for any debt, liability or obligations of ISCA. All persons, corporations or other entities extending credit to, contracting with, or having any claims against ISCA may look only to the funds and property of ISCA for the payment of any such contract or claim, for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from ISCA.

Section 9
AMENDMENTS

These By-Laws may at any time be altered, amended, or repealed, in whole or in part, by a majority of the Board of Directors.

Section 10
MISCELLANEOUS

10.1 Fiscal Year. The fiscal year of ISCA, unless otherwise established by the Board of Directors, shall run from July 1 in any given year through June 30 of the succeeding year.

10.2 Dissolution of the Corporation. Upon dissolution or winding up the affairs of ISCA, all funds, property and other assets of ISCA which are not necessary to discharge its legal duties and obligations shall be paid over, transferred, conveyed and delivered to an educational institution or organization qualifying as a non-profit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code designated by the Board of Directors, to be held upon such terms and conditions as established by the Board.

10.3 Electronic Communications. For purposes of these By-Laws, communications transmitted electronically shall be deemed to be written communications, consents communicated electronically shall be deemed to be written consents and signatures transmitted electronically shall be deemed to be written signatures.

