

Name of Association	Independent Schools Association of the Southwest
Contact Person	Scott Griggs
Date Report Submitted (mm/dd/yyyy)	08/09/2021
Mailing Address	2626 Cole Avenue, Suite 300
City	Dallas
State	TX
Zip	75204
Phone Number	4326849550
Fax Number	
Website	www.isasw.org
Email	sgriggs@isasw.org
Current Recognition Status	Recognized
Last Year Status Was Awarded	2016
Accredited Schools 2 Years Ago	5
Accredited Schools 1 Year Ago	5
Accredited Schools Current School Year	5
Pre Accredited Schools 2 Years Ago	0
Pre Accredited Schools 1 Year Ago	0
Pre Accredited Schools Current School Year	0
Total in Accreditation Process 2 Years Ago	5
Total in Accreditation Process 1 Year Ago	5
Total in Accreditation Process Current School Year	5
Total Member Schools 2 Years Ago	5
Total Member Schools 1 Year Ago	5
Total Member Schools Current School Year	5
a. New Applications	0
b. School Site Visits (all purposes)	0

c. Schools Awarded Full Accreditation Status (first-time)	0
d. Schools Denied Accreditation	0
e. Schools Placed on Exception, Warning, or Probation	0
f. Accreditation Re-Evaluations	0
g. Total Number of Students Enrolled (all schools in the accreditation process)	3,820
h. Total Number of Teachers	422
i. Conferences/Workshops/Training Seminars	8 virtual + 17 Online Webinars, numerous virtual check-ins for various constituent groups
	Administrative Assistants, Beginning Teacher Institute, Deans, Admissions, Fine Arts Directors Conference, Athletic Directors, 2 Heads of School Meetings, Division Heads Conference, 4-part series with Pollyanna, Inc. re: DEIJ. In-person conferences were cancelled due to COVID-19.
	Describe
j. Other Accreditation Activities/Services	3
	Association and individualized school statistical data and surveys re: enrollment, compensation, etc. Parent and faculty surveys and a trustee evaluation.
	Describe_1
k. Total Number of High School Graduates	295
l. Total Number of School Employees (paid administrators, teachers, instructional staff)	879
m. Median Tuition	18,760.00
n. Total Dollar Amount of Need-Based Financial Aid Distributed	7,285,180.00
o. Total Dollar Amount of Employee Financial Aid (tuition remission)	995,626.00
p. Percentage of Students Receiving Financial Aid	16.5
q.. Mean Full-Time K-12 Teacher Salaries	48,092.00
	1 Year Ago
	1 Year Ago_1
	1 Year Ago_2
	1 Year Ago_3

2 Years Age	
2 Years Ago	
2 Years Ago_1	
2 Years Ago_2	
Current School Year	
Current School Year_1	
Current School Year_2	
Current School Year_3	
1. Purpose/objectives of the accrediting association	Remained the Same
1. Type of Changes	
1. Upload File	
2.. Location of Accreditation Association Headquarters	Changed Since Last Reporting
2. Type of Changes	Moved offices, new address is: 2626 Cole Avenue, Suite 300 Dallas, TX 75204
3. Accreditation and Pre-Accreditation Status Levels	Remained the Same
3. Type of Changes	
4. Public Relations Flier and Key Publications	Remained the Same
4. Type of Changes	
4. Upload File	
5. Articles of Incorporation, ByLaws	Changed Since Last Reporting
5. Type of Changes	Complete review of bylaws with ISAS legal counsel. Many language changes.
5. Upload File	isas_bylaws_2021_final.docx
6. Legal Governing Body	Remained the Same
6. Type of Changes	
6. Upload File	
7. Accreditation Procedures	Remained the Same
7. Type of Changes	

7. Upload File	
8. Application Form/Procedures	Remained the Same
8. Type of Changes	
8. Upload File	
9. Nondiscriminatory Policies	Remained the Same
9. Type of Changes	
9. Upload File	
10. Strategic/Master Plan	Remained the Same
10. Type of Changes	
10. Upload File	
11. Accreditation Manual/Handbook	Remained the Same
11. Type of Changes	
11. Upload File	
12. Accreditation Fees and Charges	Remained the Same
12. Type of Changes	
12. Upload File	
13. Other Items Related to Standards or Substantive Change	Changed Since Last Reporting
13. Type of Changes	Changes made to Standards for Membership
13. Upload File	isas_standards - june 21.docx
Upload File (A)	isas_exhibit_a_2021.docx
Upload File (B)	isas_exhibit_b_2021.docx
Upload File (C-1)	
Upload File (C-2)	
Upload File (c-3)	
Upload File ((C-4)	
Upload File (D-1)	
Upload File (D-2)	
Upload File (D-3)	
Upload File (D-4)	

Name Scott Griggs

Exhibit A: Oklahoma ISAS Member Schools

Oklahoma ISAS Member Schools 2019-2020								
Organization Name	Addresses	City	State	Postal Code	Work Phone	Total Enrollment	Founding Date	ISAS Date
Casady School	PO Box 20390	Oklahoma City	OK	73156-0360	405-749-3100	942	1947	1955
Heritage Hall	1800 NW 122nd St	Oklahoma City	OK	73120-9524	405-749-3001	832	1969	1976
Holland Hall	5666 E 81st St	Tulsa	OK	74137-2099	918-481-1111	1,006	1922	1956
Riverfield Country Day School	2433 W 61st St	Tulsa	OK	74132	918-446-3553	459	1984	1999
Westminster School	600 NW 44th Street	Oklahoma City	OK	73118	405-524-0631	581	1963	1976
						3,820		

Independent Schools Association of the Southwest Bylaws

ARTICLE I

GENERAL

The name of the Association shall be the Independent Schools Association of the Southwest (“ISAS,” “Association,” or “Corporation”). The designation “of the Southwest” serves only to identify the general geographic area of its operation.

The Independent Schools Association of the Southwest is a non-profit corporation organized under the laws of the State of Texas, which has no members within the meaning of section 1.002(53) of the Texas Business Organizations Code (the “BOC”). The Articles of Incorporation of the Corporation (as amended and restated from time to time, the “Certificate of Formation”) was filed in the office of the Secretary of State of the State of Texas on September 14, 1970.

PURPOSE

The purpose for which the Corporation is organized and to be operated is exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, specifically, the purpose of owning and operating an educational association known as the “Independent Schools Association of the Southwest.”

The Corporation shall have further general purposes of carrying out any other activity in connection with the foregoing and having and exercising all the powers conferred upon nonprofit corporations under the BOC, including but not limited to:

1. To encourage, support and develop the highest standards of attainment in the independent schools of the area and to recognize by formal accreditation those schools in which they are maintained.
2. To provide communication, inter-school relations, and mutual assistance among member schools.
3. To strengthen understanding and cooperation between independent schools and recognized state, regional and national education agencies, and between independent schools and institutions of higher learning.
4. To make known to the public the ideals, objectives, and services of member schools.

OFFICES

1. **Principal Place of Business.** The Association’s principal place of business is located at 2626 Cole Avenue, Suite 300, Dallas, Texas 75204. The Association may have such other offices, either within or without the State of Texas, as the Board of Directors (the “Board”) may determine or as the affairs of the Association may require from time to time.

2. **Registered Office and Registered Agent.** The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Corporation’s registered office, as required by the BOC. The registered office may but need

not be identical to the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board in accordance with applicable law.

MEMBERS

The Corporation has no members within the meaning of the BOC. For the purposes of clarity, there will be member schools in the Association however they are not members of the Corporation as defined by the BOC.

ARTICLE II

MEMBERSHIP

1. **Qualifying Schools.** Membership in the Independent Schools Association of the Southwest is open to independent schools which meet the accreditation requirements set forth in the Association's Standards for Membership and are approved by the Board. The Association's Standards must be met continuously by all member schools to maintain membership.
2. **Representation.** The Membership of the Association shall consist of all ISAS member schools- ("Membership"). Each member school shall be represented by its head of school (i.e. headmaster, headmistress, president, director herein collectively referred to as head of school).
3. **Powers.** The Membership shall have final authority and vote on the approval of dues, the admission of new members, the election of Officers and Directors, and amendments and changes to the Bylaws. The removal of a member school shall be reserved for the Board of Directors.

ARTICLE III

STANDARDS FOR ACCREDITATION

1. The Board of Directors shall prescribe, and the Membership approve, the requirements for membership and accreditation.
2. Association accreditation shall be granted to all schools that meet the Association's **Standards for Membership**.
3. The **Standards for Membership** shall always require that each school will not discriminate against any person in admission, employment, or school-administered programs in full compliance with federal, state and local law.

ARTICLE IV

ACCREDITATION PROCEDURE

1. A School seeking membership in the Association shall make a formal request in writing to the Association office, following the procedures outlined in the **Guide to Application for Membership**.
2. Schools that meet all the Standards of the Association may, on the recommendation of the Standards Committee, be voted into full membership in the Association by a majority vote of the Membership..

ARTICLE V

BOARD OF DIRECTORS

1. **Organization.** The Board of Directors shall consist of the Officers of the Association, the immediate Past-President, the Standards Committee Chair, Program and Professional Development Chair, two (2) elementary school heads elected by the Membership, and two (2) heads of schools with secondary (“Division Representatives”). All members of the Board of Directors shall at all times during their service remain head of school of an ISAS member school.
2. **Powers.** The property, business, and affairs of the Association shall be managed and controlled by the Board of Directors and, subject to the restrictions imposed by law, the Certificate of Formation, and these Bylaws, the Board of Directors shall exercise all of the powers of the Association. Except as otherwise provided by law, the Certificate of Formation, or these Bylaws, or as otherwise provided or directed by the Board of Directors, (A) any or all of the powers and authority of the Board of Directors may be delegated to the Executive Committee by action of the Board of Directors and (B) following such delegation, the Executive Committee may act in the Board’s name with respect to such delegated matters, and in the discharge of such delegated duties, may bind the Association.
3. **Election and Term.** The four Division Representatives shall be elected by the Membership by the election process set forth herein and serve staggered two-year terms. All Division Representatives shall be elected to two-year terms unless filling a vacancy and unexpired term of a Division Representative as set forth in article V, Board of Directors, section 4.
4. **Vacancies.** Vacancies in the Board of Directors shall be filled by a majority vote of the Board of Directors, and each person so appointed shall serve the unexpired term of the member of the Board whom he/she succeeds.
5. **Removal.** Any member of the Board of Directors may be removed with or without cause by the affirmative vote of two-thirds of the majority of the Board of Directors. A member of the Board of Directors is automatically removed if he/she dies, is incapacitated and unable to fulfill the duties of a member of the Board of Directors or is no longer a head of school of an ISAS member school. Any member of the Board of Directors may resign his/her position upon written notice to the President of the Board. Such resignation shall be effective upon receipt by the President of the Board or other date as set forth in the notice of resignation without further action.

EXECUTIVE COMMITTEE

1. **Number and Titles.** The elected Officers, the immediate Past-President, and one of the Division Representatives of the Board of Directors designated by the President shall constitute the Executive Committee. The Executive Director shall be a nonvoting, *ex-officio* member of the Executive Committee.
2. **Powers and Duties.** The Executive Committee may act on behalf of the Association between scheduled meetings of the Board of Directors to the extent the Board of Directors has delegated its authority to the Executive Committee as set forth above in Article V, section 2.
3. **Election and Term.** The elected Officers and immediate Past-President shall serve on the Executive Committee by virtue of their offices. The Executive Director shall be a non-voting member of the Executive Committee by virtue of his/her office. The President shall appoint one of the currently serving Division Representatives of the Board of Directors to serve on the Executive Committee. The Terms of elected Officers shall be three years unless the Officer is

filling a vacancy and unexpired term of an elected Officer as set forth in article V, Executive Committee, section 4.

4. Vacancies. Vacancies on the Executive Committee shall be filled by virtue of the Board of Directors filling the vacancies in Officers or the Executive Director, or if the vacancy is with respect to the Division Representative, the President shall appoint another currently serving Division Representative to fill the vacancy. If the Past-President dies, is incapacitated and unable to fulfill the duties of a member of the Board of Directors or is no longer a head of school of an ISAS member school, the President shall fill the vacancy by appointing one of the at-large Division Representatives of the Board of Directors to serve, for a total of two current Division Representatives then serving on the Executive Committee. Each person filling a vacancy on the Executive Committee shall serve the unexpired term of the member of the Executive Committee whom he/she succeeds.

5. Removal. Any member of the Executive Committee may be removed with or without cause by the affirmative vote of two-thirds of the majority of the Board of Directors. A member of the Executive Committee is automatically removed if he/she dies, is incapacitated and unable to fulfill the duties of a member of the Board of Directors, is no longer a head of school of an ISAS member school or is no longer a member of the Board of Directors. Any member of the Executive Committee may resign his/her position upon written notice to the President of the Board. Such resignation shall be effective upon receipt by the President of the Board or other date as set forth in the notice of resignation without further action.

OFFICERS

1. Number and Titles. The Officers of the Association are a President, a Vice-President, a Treasurer, a Secretary, an Executive Director and such other officers and assistant officers as the Board may from time to time elect, In its discretion, the Board may leave unfilled any office except those of President, Secretary and Executive Director. Any two offices may be held by the same individual except the offices of President, Secretary and Executive Director.

2. Powers and Duties. The powers and duties of the Officers shall be:

a. President. The President shall preside at all meetings of the Board of Directors and the Membership of the Association. The President shall have all powers and duties as may be assigned in these Bylaws or from time to time by the Board.

b. Vice President. In the absence, inability or refusal to act by the President, the Vice-President shall preside at all meetings of the Board of Directors and the Membership of the Association-and may exercise the powers and shall assume the duties of the President.

c. Treasurer. The Treasurer shall supervise the accounts of the Association and shall render at the Annual Fall and June meetings a statement of the financial condition of the Association. When necessary or proper, the Treasurer may endorse checks, notes and other obligations on behalf of the Association.

d. Secretary. The Secretary shall be responsible for keeping and providing the minutes of all meetings of the Board, the Executive Committee, and the Membership- of the Association. In the absence, inability or refusal to act of both the President and the Vice-President, the Secretary shall preside at all meetings of the Board of Directors and the Membership of the Association and may exercise the powers and shall assume the duties of the President.

3. Election and Term. The Officers, except the Executive Director, shall be elected at the annual fall meeting of the Membership through the process set forth herein, shall assume office at the conclusion of the June Membership meeting, and shall continue in office until end of a three-year

term when duly elected and qualified successors shall assume their offices. No Officers of the Association may succeed themselves for a continuous period exceeding three years. All members of the Board of Directors, except the Executive Director, shall at all times during their service remain head of school of an ISAS member school. The Executive Director shall be elected by the Board of Directors and hold office for the term set forth in his/her written employment agreement with the Association or until the Executive Director's death, resignation, or removal in the manner provided herein.

4. Vacancies. Vacancies in Officer positions shall be filled by a majority vote of the Board of Directors, and each person so appointed shall serve the unexpired term of the member of the Board whom he/she succeeds.

5. Removal. Any Officer of the Association may be removed with or without cause by the affirmative vote of two-thirds of the majority of the Board of Directors. An Officer is automatically removed as an Officer if he/she dies, is incapacitated and unable to fulfill the duties of an Officer, is no longer a head of school of an ISAS member school, or is no longer a member of the Board of Directors. Any Officer may resign his/her position upon written notice to the President of the Board. Such resignation shall be effective upon receipt by the President of the Board or other date as set forth in the notice of resignation without further action.

ELECTION PROCESS

Officers and Directors shall be nominated and elected by a majority vote of the Board at its annual fall meeting. Not less than thirty (30) days before the annual fall meeting, the President shall appoint a Nominating Committee. The President shall recommend to the Board of Directors for its approval by a majority vote, a slate of five members for the Nominating Committee, of which not less than three are past Officers of the Association. The slate for the Nominating Committee shall be presented at the annual Membership meeting held in the fall.

2. Policy, Quorum and Attendance

- a. Policy of the Association shall be determined by the Board of Directors. Two-thirds of the Board of Directors shall constitute a quorum at any meeting; and when a quorum is present, concurrence of a majority of those present shall determine any matter brought before the meeting unless otherwise stated herein.
- b. Two-thirds of the Executive Committee shall constitute a quorum, and the concurrence of a majority of those present shall determine any matter brought before the Executive Committee unless otherwise stated herein.
- c. The Board of Directors will meet three times each school year: once in the fall, winter/spring, and summer.
- d. The full Membership, represented by school heads, will meet two times per year coinciding with the fall and summer meetings of the Board of Directors. The fall meeting will be the annual meeting for the purpose of electing Officers, Directors, and for the approval of dues for the following year. A majority of the full Membership shall constitute a quorum, and when a quorum is present, concurrence of a majority of those present shall determine any matter brought before the Membership unless otherwise set forth herein.
- e. Notice of the meeting dates shall be published on the annual calendar of the Association. No other notice is required.
- f. Member schools must be represented at the two annual Membership meetings. If the head of school of a member school is unable to attend a business meeting, he/she may, upon

notification to the Executive Director, be represented by a designated associate who may not vote, and by instruction of the presiding Officer may be asked to leave the meeting during discussions deemed appropriate only for heads of member schools. Each school head must attend two consecutive business meetings of the Membership. The meetings do not need to fall in the same school year. If a school is not in compliance with the attendance requirement, it may be subject to a membership review.

3. Standards Committee

- a. The Standards Committee shall be comprised of at least nine heads of school, at least four of whom are selected from among those schools which do not include the high school grades.
- b. The Standards Committee shall be comprised of two commissions: the Secondary Commission which will consider all schools with secondary grades, and the Elementary Commission which will consider all schools with elementary grades only. The members of the Standards Committee shall serve on one of the two Commissions. Each Commission will have a chair to be appointed by the President from among the duly appointed members. Commission chairs serve under the direction of the Standards Committee chair. The Chairman of the Standards Committee shall be appointed by the President from among the duly appointed members.
- c. The members of the Standards Committee are appointed for a three-year term by the President, with the approval of the Board of Directors. Vacancies in the Standards Committee and unexpired terms of members shall be filled by a majority vote of the Board of Directors and each person so appointed shall serve the unexpired term of the member whom he/she succeeds.
- d. The President and Executive Director shall serve, *ex officio*, as members of the Standards Committee and all committees of the Board. The Executive Director shall be a non-voting member of all such committees, except for any committee(s) relating to the Executive Director's performance or employment.
- e. It shall be the duty of the Standards Committee to develop and administer the accreditation procedures of the Association, to recommend the continued fitness of schools for membership, to recommend to the Membership the fitness of applicant schools for membership, and to recommend from time to time any changes in membership standards that in its opinion seem worthy of consideration by the Membership as is applicable.
- f. The Standards Committee has power only to recommend to the Board of Directors that action be taken on matters in its purview. The accreditation and election of new member schools are reserved to the full Membership. The removal of a school from Membership is reserved to the Board of Directors. Any member of the Standards Committee may be removed with or without cause by the affirmative vote of two-thirds of the majority of the Standards Committee. A Standards Committee member is automatically removed if he/she dies, is incapacitated and unable to fulfill the duties of a Standards Committee member or is no longer a head of school of an ISAS member school. Any Standards Committee member may resign his/her position upon written notice to the President of the Board. Such resignation shall be effective upon receipt by the President of the Board or other date as set forth in the notice of resignation without further action.

4. Chair for Program and Professional Development and Planning Committees

- a. The Chair of Program and Professional Development is to serve on the Board of Directors and shall assist the work of the ISAS staff and its Planning Committees in identifying and promoting programs and opportunities for the professional development of teachers, administrators, staff and trustees. The Chair shall also serve *ex-officio* on the Heads Meeting Planning Committee.

The Chair will:

- 1) Assist with the establishment of ISAS programs, review its program, and advise the Executive Director and Director of Program and Professional Development on means for improvement.
- 2) Coordinate suggestions and proposals for new programs arising from other ISAS committees.
- 3) Identify and provide the means to create additional programs as needed and desired including the appointment of *ad hoc* committees to develop specific programs.
- 4) Assist with other program and professional development matters as requested.
- 5) Have final approval over all content and programs.

5. Finance Committee

- a. The Finance Committee shall be comprised of at least six heads of school, one being the elected Treasurer of the Association.
- b. The members of the Finance Committee are appointed to a two-year term by the President, with the approval of the Board of Directors. Vacancies in the Finance Committee and unexpired terms of members shall be filled by a majority vote of the Board of Directors, and each person so appointed shall serve the unexpired term of the member whom he/she succeeds.
- c. The President and the Executive Director shall serve, *ex-officio*, as members of the Finance Committee. The Executive Director shall be a non-voting member of the Finance Committee.
- d. The Chairman of the Finance Committee shall be the Treasurer of the Association.
- e. It shall be the duty of the Finance Committee to keep the Association informed in matters pertaining to the Association's financial operation and to submit recommendations and proposals to the Board of Directors for action. The Finance Committee, through the Treasurer, shall submit to the Association, prior to the Annual Meeting, a proposed budget for the next school year. The Finance Committee is responsible for obtaining a complete audit report of the Corporation including, but not limited to, a statement of all receipts and disbursements for the past year, the condition of trust, endowment and permanent funds and all securities of whatsoever kind belonging to or appertaining to the Corporation. This report shall bear the signature of a Certified Public Accountant and shall indicate the repository of all corporate funds, including trust, endowment, and permanent funds and securities.
- f. The Finance Committee has power only to recommend to the Board of Directors that action be taken on matters in its purview. Final action is reserved to the Board of Directors.
- g. Any member of the Finance Committee may be removed with or without cause by the affirmative vote of two-thirds of the majority of the Finance Committee. A Finance Committee member is automatically removed if he/she dies, is incapacitated and unable to

fulfill the duties of a Finance Committee member or is no longer a head of school of an ISAS member school. Any Finance Committee member may resign his/her position upon written notice to the President of the Board. Such resignation shall be effective upon receipt by the President of the Board or other date as set forth in the notice of resignation without further action.

6. Audit Committee

- a. The Audit Committee shall be comprised of at least three heads of school, one being an elected Officer of the Association other than the Treasurer.
- b. The members of the Audit Committee are appointed to a two-year term by the President, with the approval of the Board of Directors. Vacancies in the Audit Committee and unexpired terms of members shall be filled by a majority vote of the Board of Directors, and each person so appointed shall serve the unexpired term of the member whom he/she succeeds.
- c. The President and the Executive Director shall serve, *ex-officio*, as members of the Audit Committee. The Executive Director shall be a non-voting member of the Audit Committee.
- d. The Chairman of the Audit Committee shall be an Officer of the Association, other than the Treasurer.
- e. The Audit Committee is responsible for obtaining a complete audit report of the including, but not limited to, a statement of all receipts and disbursements for the past year, the condition of trust, endowment and permanent funds and all securities of whatsoever kind belonging to or appertaining to the Corporation. This report shall bear the signature of a Certified Public Accountant and shall indicate the repository of all corporate funds, including trust, endowment, and permanent funds and securities.
- f. The Audit Committee has power only to recommend to the Board of Directors that action be taken on matters in its purview. Final action is reserved to the Board of Directors.
- g. Any member of the Audit Committee may be removed with or without cause by the affirmative vote of two-thirds of the majority of the Audit Committee. An Audit Committee member is automatically removed if he/she dies, is incapacitated and unable to fulfill the duties of an Audit Committee member or is no longer a head of school of an ISAS member school. Any Audit Committee member may resign his/her position upon written notice to the President of the Board. Such resignation shall be effective upon receipt by the President of the Board or other date as set forth in the notice of resignation without further action.

7. ISAS Arts Festival Steering Committee

- a. The ISAS Arts Festival Steering Committee shall be comprised of the four Heads of Schools, four Fine Arts Directors or Festival Chairmen, and four CFO's of the immediate past host and the three future host schools. In addition, the President may appoint up to two additional members to the committee who are especially well suited to share experience and oversight for this event.
- b. The Vice-President or other designee of the President shall Chair the Committee and, with the Executive Director, shall serve, *ex officio*, as a member of the ISAS Arts Festival Steering Committee. The Executive Director shall be a non-voting member of the ISAS Arts Festival Steering Committee.

- c. It shall be the duty of the ISAS Arts Festival Steering Committee to oversee the organization of an annual inter-school arts event known as the ISAS Arts Festival, to develop and administer policies of the Festival, to consider the applications of prospective host schools, and to encourage high standards for the Performing and Fine Arts endeavors of individual students, teachers, and schools of ISAS.
- d. Any member of the ISAS Arts Festival Steering Committee may be removed with or without cause by the affirmative vote of two-thirds of the majority of the ISAS Arts Festival Steering Committee. A ISAS Arts Festival Steering member is automatically removed if he/she dies, is incapacitated and unable to fulfill the duties of a ISAS Arts Festival Steering Committee member or is no longer employe by an ISAS member school. Any ISAS Arts Festival Steering member may resign his/her position upon written notice to the President of the Board. Such resignation shall be effective upon receipt by the President of the Board or other date as set forth in the notice of resignation without further action.

8. Other Committees

The Board of Directors may appoint or authorize the President to appoint from time to time such other committees consisting of heads of schools, elected Officers of the Association, faculty, and trustees of member schools, and or such other persons as the Membership or Board of Directors may determine. Each such committee and each member thereof shall serve at the pleasure of the Board of Directors, and in the case of a committee appointed by the President, at the pleasure of the President.

ARTICLE VI

EXECUTIVE DIRECTOR

- 1. The Board of Directors shall appoint an Executive Director to conduct the day-to-day business of the Association. The Board of Directors shall employ the Executive Director through a written contract for a term of years or written at-will appointment letter.
- 2. The Executive Director shall be the Chief Executive Officer of the Association and responsible to the Board of Directors and shall not vote in the deliberations of that body or of the Association.
- 3. The duties of the Executive Director shall be:
 - a. To conduct the business of evaluation of member and applicant schools, subject to policy of the Association and under the direction of the Standards Committee.
 - b. To maintain communications among member schools.
 - c. To serve as liaison between the Association and other educational agencies, local, state, and national, and between the Association and institutions of higher learning.
 - d. To keep member schools informed on important educational issues and events.
 - e. To represent the Association at education conferences and meetings as directed by the Board of Directors.
 - f. To have oversight of the various meetings of the Board of Directors, the Membership, the Standards Committee, the Finance Committee, and *ad hoc* committees.
 - g. To lend assistance to member schools in the form of advice and counsel upon request.
 - h. To maintain the records of the Association.

- i. To receive and disburse funds and to keep the accounts of the Association under supervision of the Treasurer as directed by the Board of Directors.
 - j. The Executive Director shall prepare an annual budget for the Association and shall submit it to the Finance Committee for approval. The annual budget shall be ratified by the Board of Directors.
 - k. The Executive Director shall be an *ex-officio*, non-voting member of all committees of the Association and the Board of Directors except for any committee(s) relating to the Executive Director's performance or employment.
4. The Executive Director shall maintain an office with appropriate staffing.
 5. The Executive Director and the staff shall be on the regular payroll of the Association.
 6. Expenses of maintaining the Executive Director in addition to salary shall be paid by the Association according to a budget submitted annually to the Finance Committee and subject to final ratification by the Board of Directors.

ARTICLE VII

AMENDMENTS

Amendments or additions to these Bylaws may be made by a two-thirds majority vote of the Board of Directors and sustained by a two-thirds majority vote of the Membership.

ARTICLE VIII

CONTRACTS

The Board may authorize any Officer of the Board or the Executive Director to enter into any contract or execute and deliver any instrument of document in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. No contract, document or other instrument executed and delivered in the name of and on behalf of the Association shall be required to be attested to or signed by the Secretary or any other Officer, or to have the corporate seal affixed thereto, unless otherwise required by law, the Certificate of Formation, or these Bylaws.

LOANS

No loan may be incurred by the Association, and no evidence of indebtedness shall be issued in the name of the Association, unless authorized by general or specific act of the Board.

INDEMNIFICATION

The Association shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a Director, Officer or committee member of the Association and may indemnify (which indemnification may include without limitation, advancing reasonable expenses) any person who is or was an employee or agent of the Association (or any person who is or was serving at the request of the Association as a Director, Officer, committee member, employee, or agent another corporation, partnership, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law, including Chapter 8 of the BOC. In addition, the Association shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by

law such other persons as the Board may determine from time to time. The Association shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Association would have the power to indemnify such person under the foregoing provisions. Any amendment to this Section shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

PARTICIPATION BY ELECTRONIC MEANS

The Association may hold a meeting of the Board, Membership or a committee by means of a telephone conference or by another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other system permits each person participating in the meeting to communicate with all other persons participating in the meeting. Participation in such meeting shall constitute presence in person at such meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened.

(i) Implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and

(ii) Keep a record of any vote or other action taken.

ACTION WITHOUT A MEETING

With respect to any action that (i) is required by the BOC to be taken at a meeting of the Board, Membership or a committee or (ii) may be taken at a meeting of the Board, Membership or a committee, such action may be taken without any such meeting if a written consent setting forth the action to be taken is signed (including by electronic signature) by the number of Directors, Association Members, or committee members required had a meeting been held. A facsimile, electronic mail or similar transmission by such individual or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by such individual shall be regarded as signed by the individual for purposes hereof. Such consent shall have the same force and effect as a vote at a meeting and may be stated as such in any document or instrument filed with the Secretary of State.

CONFLICTS OF INTEREST

Board shall adopt and maintain at all times a Conflicts of Interest Policy to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a Board Member or Officer of the Association, or that might result in a possible excess benefit transaction. Each Board Member, Officer, and member of a committee with Board-delegated powers shall annually sign a statement affirming that such person has received a copy of the Conflicts of Interest Policy, has read and understands the policy, has agreed to comply with the policy, and understands that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. In addition, the Board may from time to time adopt other policies in furtherance of the operation of the Association.

Revised and amended June 2021

