

# BYLAWS

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## Article 1. NAME

The name of the Association shall be: **THE SOUTHERN ASSOCIATION OF INDEPENDENT SCHOOLS, INC.**

## Article 2. PURPOSE

The purpose of the Association shall be to further in every way the cause of education through the promotion of mutually beneficial programs among member schools. The Association shall work to develop a cooperative relationship with the Southern Association of Colleges and Schools and other state and regional associations. Further, the Association shall promote more effective evaluation and accreditation for member schools by encouraging its members to become active in accrediting agencies. The purpose for which the Association is organized is exclusively educational within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 or the corresponding provisions of any future U.S. Internal Revenue law.

## Article 3. MEMBERSHIP

Any independent school demonstrating compliance with the candidacy criteria determined by the board shall be considered a candidate for membership in the association upon the acceptance of its application, submission of supporting documents, and payment of dues. If not already accredited, candidates must earn accreditation in accordance with the published criteria, at which time they will be considered members of the association. Other non-school organizations may be given non-voting affiliate status in the association if approved by the board.

~~Any independent school with a current 501 (c)(3) classification which is accredited by the Southern Association of Colleges and Schools or any accrediting organization within the region of SAIS officially recognized by the National Association of Independent Schools Commission on Accreditation shall be a voting member of this Association upon the acceptance of its membership application by the Board of Trustees and upon payment of dues. Other independent schools, either officially seeking accreditation or having a lapsed accreditation through any of the organizations named above, may be designated as a non-voting associate member for a period up to three years upon acceptance by the Board of Trustees and payment of annual dues. Other non-school organizations may be given non-voting affiliate status in this Association if approved by the Board of Trustees. All member schools must have on file with the Association both their IRS letter of designation and a statement of their non-discriminatory admissions policy.~~

## Article 4. OFFICERS

The officers of the board shall be a chair, a vice chair, a treasurer, and a secretary. Their duties shall be those that usually pertain to these offices. Officers must be active chief administrative officers of member schools. An officer will vacate his/her office by a move to a non-member school.

The officers shall be elected by the board and shall take office on January 1 following their election. Officers shall hold offices for a term of two years or until their successors are elected.

~~The Officers of the Board of Trustees shall be a chair, a vice chair, a treasurer, and a secretary. Their duties shall be those that usually pertain to these offices. They shall be elected at the annual meeting of the Association and shall take office on July 1<sup>st</sup> following their election. Officers shall hold office for a term of two years or until their successors are elected. Officers may not serve more than one consecutive term. The officers shall be active chief administrative officers of member schools. An officer will vacate his/her office by a move to a non-member school.~~

## Article 5. PRESIDENT

The Board of Trustees shall have the power to employ the President and shall set all other terms and conditions of such employment. The Board of Trustees shall have the responsibility of making a written assignment of all duties, powers, responsibilities, and prerogatives of the President (including also the salary and location of the office).

## Article 6. TRUSTEES

The board of trustees shall consist of the officers, the immediate past chair, and up to 15 at-large members with the intent of representing a variety of states. Members of the board must be active chief administrative officers of member schools. Trustees will be elected by the membership at the annual business meeting of the association from a slate of nominees

presented by the board. Nominations will be solicited from the membership. A trustee shall hold office for a term of three years beginning on January 1 following the date of election, at which time the trustee may be re-elected for a second three-year term or shall rotate off the board. At the completion of a second three-year term, a trustee must rotate off the board for a period of at least one year. The board, at its discretion, can extend by one term the chair of a standing committee. Trustees shall be elected to staggered terms so that, except for mid-term vacancies, one-third of the trustees shall be elected each year. A trustee may, during tenure or at the time of rotating off the board, be elected to a position as an officer. Officers are exempted from the regular board rotation. The President is an ex-officio and non-voting member of the board.

~~The Board of Trustees shall consist of the officers, the immediate past president, and up to 15 at large members selected by the officers with the intent of representing on the Board a variety of states. Members of the Board of Trustees must be active chief administrative officers of SAIS member schools. The President is an ex-officio and non-voting member of the Board. The Board of Trustees shall fill any vacancy of an officer or trustee occurring between meetings of the Association for the period of time remaining until the next annual meeting. A member of the Board of Trustees shall hold office for a term of three 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 year. The Board, at its discretion, can extend by one term the chair of a standing committee. Trustees shall be elected to staggered terms so that, except for mid-term vacancies, one-third of the Trustees shall be elected each year. A trustee may, during tenure or at the time of rotating off the Board, be elected to a position as an Officer. Officers are exempted from the regular board rotation.~~

#### **Article 7. DUTIES OF OFFICERS AND TRUSTEES**

The governing body of the Association is the Board of Trustees. The Board of Trustees is responsible for the supervision, control and direction of the Association. The President serves as the chief staff executive of the Association and shall be in charge of the overall operation of the Association consistent with the purposes, the bylaws, and polices duly established by the Board of Trustees. The President shall have the exclusive responsibility to hire, fire, and manage the staff, consistent with the budget, and shall carry out the duties described in the President's job description.

#### **Article 8. COMMITTEES**

The Association shall carry out its mission through the work of standing committees as determined by the Board of Trustees. The President, with the advice and counsel of the Chair, may appoint ad hoc committees as necessary to fulfill the general program responsibilities of the Association. Standing committee chairs are chosen from the membership of the Board of Trustees.

#### **Article 9. MEMBERSHIP ON COMMITTEES**

The committee chair shall recommend committee members to the Board of Trustees that may invite additional members to serve on each committee, provided that the entire membership of each committee includes no more than three members from any one state. Committee members are appointed for a three-year term with a maximum of two consecutive terms.

#### **Article 10. MEETINGS**

There shall be an annual meeting of the general membership of the Association to be held at a time and a place determined by the Board of Trustees. Special meetings may be called at any time by the Chair at the request of the Board of Trustees with 30 days notice to all members. Such special meetings may involve any business which would properly come before an annual meeting, including amendment of the bylaws.

#### **Article 11. FINANCIAL MATTERS**

The fiscal year of corporation, for tax and financial accounting purposes shall be the 12-month period ending on the last day of each June. All budgets must be approved by the Board of Trustees. The dues of the Association will be determined by the Board of Trustees and are to be paid annually by a date set by the Board of Trustees. Financial policies for the association shall be determined from time-to-time by a committee of the board, subject to the board's directives.

#### **Article 12. NOTICES**

All written notices to the Board of Trustees or to the general membership shall be given either (1) by first class mail, postage prepaid, (2) by facsimile or electronic mail, or (3) by personal delivery.

**Article 13. VOTING**

A majority of the board shall constitute a quorum at any board meeting. Any less number may recess until a quorum is present.

All members of the board, present and constituting a quorum, shall have the right to vote on matters. Majority decision will prevail unless otherwise directed by these bylaws. Voting rights of a member of the board may not be delegated to another nor exercised by proxy.

The board may vote electronically on a proposal if a written consent to such action is signed by a majority of the trustees and such written consent is filed with the minutes. Such action is effective when the required number of trustees have signed the consent unless the consent specifies a different effective date. Such consent may be transmitted electronically. A trustee transmitting his or her consent to the association electronically shall sign the consent by typing his or her name on the consent.

In the case of a time-sensitive matter and with the approval of the board, the general membership may vote electronically on a proposal. A member shall verify his or her vote to the association electronically by typing his or her name.

~~Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if a written consent to such action is signed by a majority of the trustees and such written consent is filed with the minutes. Such action is effective when the required number of trustees have signed the consent unless the consent specifies a different effective date. Such consent may be transmitted electronically. A trustee transmitting his or her consent to the Association electronically shall sign the consent by typing his or her name on the consent.~~

**Article 14. INDEMNIFICATION**

Each trustee, officer, committee member, employee and other agent of the Association shall be held harmless and indemnified by the Association against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such persons in connection with, or resulting from, any action, suit or proceeding – or the settlement or compromise thereof – to which such persons may be made party of by reason of any action taken or omitted by such persons acting in good faith and prudence within the course of acting in behalf of this association.

**Article 15. AMENDMENTS**

These bylaws may be amended at any annual meeting or any special meeting of the general membership by two-thirds vote of the schools present and voting, after 30 days advance notice of a proposed change or changes has been circulated to all member schools.

**Article 16. DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Article 17. PARLIAMENTARY AUTHORITY**

The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall be used as a guide for procedure at all meetings of the Association and the Board of Trustees to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.