

ISAAC  
**BYLAWS**

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**ARTICLE I**  
-NAME AND PURPOSE-

**Section 1.1 Name and Purpose.** The name of the Corporation is the “Interdistrict School for Arts and Communication, Inc.” (Corporation). The purpose of the Corporation is operating the Interdistrict School for Arts and Communication, (ISAAC).

**ARTICLE II**  
-MEMBERS-

**Section 2.1 Members.** The Corporation shall have no members and shall be operated under the direction of the Board of Directors.

**ARTICLE III**  
-BOARD OF DIRECTORS-

**Section 3.1 General.** The property and affairs of the Corporation shall be governed by its Board of Directors (Board) subject to the Certificate of Incorporation, the Charter, these Bylaws and the laws of the State of Connecticut and of the United States.

**Section 3.2 Powers.** The Board shall concern itself with questions of policy, compliance, strategic planning and oversight. The Board is responsible for the employment and supervision of the Executive Director.

**Section 3.3 Numbers.** The Board shall consist of no more than fifteen (15) and not less than (6) voting members (Directors). The Executive Director is an ex-officio member and does not count against total membership. In addition, a student representative, elected by the student body, may serve as a nonvoting Director to the Board except during executive sessions and is not counted for purposes of determining the total number of Board members.

**Section 3.4 Quorum and Voting Requirements.**

(a) **Quorum:** A majority of the total number of members of the Board shall constitute a quorum for the transaction of business.

(b) **Voting Procedures:**

i. No member can vote on a question in which he/she has a direct personal or pecuniary interest.

- ii. Members may vote for themselves for any office or other position.
- iii. While it is the duty of every member who has an opinion on a question to express it by vote, he/she cannot be compelled to do so.
- iv. A member may abstain from voting (with the knowledge that the effect is the same as if he/she had voted on the prevailing side).
- v. The votes of each member of the Board upon any issue before the Board shall be recorded in the minutes of the session at which taken.
- vi. Any Board member shall have the opportunity to explain his/her vote for recording in the minutes.

**Section 3.5 Manner of Acting.** The act of a majority of the voting Directors present at any meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the vote of a greater or lesser proportion is otherwise required by these Bylaws or any applicable statute.

**Section 3.6 Qualifications and Representation.** Board members shall be sought who bring the necessary commitment, skills, expertise, perspective, and qualifications, as established by the Board and delineated in an annual board recruitment plan. To provide this perspective, one and only one Director shall be a state-certified teacher employed by the Corporation (Teacher Director) and one and only one Director shall be elected solely on the basis of being a parent of a student or incoming student at the School at the time of his/her election (Parent Director). This shall not disqualify any person from serving as Director who is not elected as the Parent Director. Other Directors should include at least one individual from each of the following professions: advocacy, education, development, finance, human resources, and legal. At least one other Director shall represent the community at-large.

**Section 3.7 Terms.** The members of the Board shall serve for a term of three years. No Director may serve on the Board for more than two consecutive three-year terms. If a Director serves for two consecutive three-year terms, one year must lapse before he/she shall again be eligible to serve on the Board. Terms shall be staggered so that no more than 1/3 of the Board shall be up for election in any year, unless a vacancy(ies) needs to be filled. If necessary, a Director's term can be extended one year to maintain balance of term expirations, pending an affirmative vote of two-thirds of the members present and voting. At each Annual Meeting of the Board, new Directors shall be elected to hold office beginning July 1. The term of the Teacher Director shall be one year. The term of the Parent Director shall expire one year from election or when they cease to be a parent of a current or incoming student of the school, whichever comes first.

**Section 3.8 Failure to Attend and Resignation.** Any Director of the Corporation may resign at any time by giving written notice to the Chair of the Corporation. In the event of a resignation of a Director without written notice, the Chair shall confirm such resignation in writing. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of receipt thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director who fails to attend three (3)

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or more meetings in a fiscal year shall, upon the affirmative vote of the Board of Directors, be deemed to have resigned as a director. For purposes of this provision, Board meetings shall include regularly scheduled meetings, special meetings, and Board workshops.

**Section 3.9 Leave of Absence.** Any Director may ask for a leave of absence, either with or without cause, for a period of up to three months by the affirmative vote of not less than two-thirds of the total membership of the Board, provided that the request was submitted to the Chair and given to all Directors in advance of such meeting. An additional period of up to three months may be requested, contingent upon Board approval. The Board will operate with one less member during this leave of absence.

**Section 3.10 Removal.** Any Director may be removed, either with or without cause, at a meeting of the Board, by the affirmative vote of not less than two-thirds of the total membership of the Board, provided that notice of consideration of removal of such Director at such meeting shall have been given to all Directors in advance of such meeting. The Board may not fill the vacancy on the Board caused by such removal until the next annual meeting.

### **Section 3.11 Vacancies.**

(a) Any Director vacancy occurring in the Board shall be filled by the Board as soon as possible in accordance with the policies enacted thereby at a regular Board meeting or a special meeting called for that purpose. A Director appointed to fill a vacancy shall serve the remainder of the unexpired term of his/her predecessor in office. The Director is then eligible to serve two full terms independent of his/her predecessor.

(b) Any Parent Director vacancy occurring on the Board shall be filled by the Board as soon as possible in accordance with the policies enacted thereby at a regular Board meeting or a special meeting called for that purpose. A Director appointed to fill a vacancy shall serve the remainder of the unexpired term of his/her predecessor in office.

(c) Any Teacher Director vacancy shall be filled in accordance with the annual procedure for selecting this position. A Director elected to fill a vacancy shall serve the remainder of the unexpired term of his/her predecessor in office.

**Section 3.12 No Proxy and Mail Vote.** Each Director in attendance at a meeting shall be entitled to one vote on each matter submitted to the Board for action. Voting shall be in person, or in accordance with the procedures for telephonic participation as stated in these bylaws. Voting or attendance by proxy shall not be permitted.

## ARTICLE IV

### -COMMITTEES OF THE BOARD-

**Section 4.1 General.** There shall be an Executive Committee, a Finance Committee and a Governance Committee. The Board shall appoint the Chairperson of all Board committees. The Board of Directors may from time to time appoint additional committees to serve the Corporation as needed without a change to these Bylaws. Committees shall be tasked as defined in the Board Policy Manual. Any committee, unless barred by Board resolution, may recruit, work with and include in its proceedings

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persons who are not Directors. All committees shall act in an advisory capacity only and shall not have the power of the Board.

(a) Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Treasurer and Secretary of the Board.

(b) Finance Committee. The Finance Committee shall consist of the Treasurer and one or more other Board members.

(c) Governance Committee.

### ARTICLE V -MEETINGS-

#### Section 5.1 Public Meetings and Executive Sessions.

(a) Public Meetings

i. All meetings of the Board for the official transaction of business shall be open to the public except that the Board may, by the affirmative vote of two-thirds of the members present and voting, meet in executive session for the purposes specified in Conn. Gen. Stat. §1-225.

ii. As defined by statute, the term "meeting" shall not include: any meeting of a personnel search committee for executive level employment candidates; any chance meeting, or a social meeting neither planned nor intended for the purpose of discussing matters relating to official business; strategy or negotiations with respect to collective bargaining; a caucus of members of a single political party notwithstanding that such members also constitute a quorum of a public agency; an administrative or staff meeting of a single-member public agency; and communication limited to notice of meetings of any public agency or the agendas thereof. The term "caucus" means a convening or assembly of the enrolled members of a single political party who are members of a public agency within the state or a political subdivision.

(b) Executive Sessions

i. The public may be excluded from meetings of the Board which are declared to be executive sessions.

ii. Executive sessions may be held on a two-thirds vote of the members present and voting taken at a public meeting stating the reasons for such executive session. Executive sessions may be held for any reasons permissible under the provisions of the Freedom of Information Act, as it may be amended from time to time, including one or more of the following purposes:

a. Discussion concerning the appointment, employment, performance,

evaluation, health or dismissal of a public officer or employee, provided that such individual may require that discussion be held at an open (public) meeting.

- b. Strategy and negotiations with respect to pending claims and litigation to which the Board or a member of the Board, because of his or her conduct as a member of the Board, is a party until such claims or litigation have been finally adjudicated or otherwise settled.
- c. Matters concerning security strategy or the deployment of security personnel, or devices affecting public security.
- d. Discussion of the selection of a site or the lease, sale or purchase of real estate when publicity regarding such site, lease, sale, purchase or construction would cause a likelihood of increased price until such time as all of the property has been acquired or all proceedings or transactions concerning same have been terminated or abandoned.
- e. Discussion of any matter which would result in the disclosure of public records or the information contained therein described in Conn. Gen. Stat. §1-210(b).

#### **Section 5.2 - Meeting Conduct.**

- (a) Meeting Procedures
  - i. Meetings of the Board shall be conducted by the Chair in a manner consistent with the provisions of the Freedom of Information Act and the adopted bylaws of the Board.
  - ii. All Board meetings shall commence at, or as close as practicable to, the stated time, provided there is a quorum.
  - iii. All regular and special Board meetings shall be guided by an agenda which will have been prepared and delivered in advance to all Board members and other designated persons.
  - iv. Robert's Rules of Order shall govern the proceedings of the Board except as otherwise provided by these bylaws.
- (b) Procedures for Telephonic Participation. Board members may participate in meetings telephonically under the conditions set forth herein. When such conditions are met, any Board member participating telephonically may vote and therefore shall be counted for the purpose of constituting a quorum. Conditions for participation are as follows:
  - i. The facility that is made available to the public that wishes to attend the meeting must be located where the greatest number of Board members is

located;

- ii. Any physical or demonstrable material that is used in the course of the proceedings must be present in the place where the public is located; and
- iii. All those in attendance at the meeting, at whatever location, must be able to hear and identify all participants in the proceeding, including their individual remarks and votes.

When a Board member is participating in a meeting telephonically, the Chair shall take the necessary steps to ensure that the three conditions enumerated above are met. In addition, the Chair shall take the necessary steps to ensure that a Board member participating telephonically has adequate opportunity to express himself/herself in Board discussion, including the opportunity to take the floor and make motions.

- iv. Notwithstanding the foregoing, no Board member may participate telephonically for more than two Board meetings during each fiscal year.

(c) Public Comment

- i. The Board may permit any individual or group to address the Board concerning any subject that lies within its jurisdiction during a portion of the Board's regular meetings so designated for such purpose.
- ii. Three minutes may be allotted to each speaker and a maximum of twelve minutes to each subject matter. The Board may modify these limitations at the beginning of a meeting if the number of persons wishing to speak makes it advisable to do so.
- iii. A Board member shall be appointed by the Chair prior to the meeting to act as timekeeper for the meeting, if deemed necessary by the Chair.
- iv. No boisterous conduct shall be permitted at any Board meeting. Persistence in boisterous conduct shall be grounds for summary termination, by the Chair, of that person's privilege of address.
- v. All speakers must identify themselves by name and address.

**Section 5.3 Minutes.**

- (a) In compliance with legal requirements, a complete and accurate set of minutes of each meeting shall be kept.
- (b) Minutes shall be maintained at the administrative offices of the school in an official record book designated for such purpose and on the school website.

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- (c) The minutes shall constitute the official records of proceedings of the Board and shall be open to public inspection at all reasonable times.
- (d) The minutes shall include the following:
  - i. The time, place and date of each meeting.
  - ii. The names of those members in attendance.
  - iii. The disposition of all matters on which action was recommended.
  - iv. All motions and resolutions and their disposition, listing all votes, abstentions and absentees.
  - v. All decisions concerning future meetings and agendas.
  - vi. By request, a brief statement of a Board member may be included.
- (e) A record of votes taken at each meeting shall be reduced to writing and made available for public inspection within forty-eight hours of the conclusion of the meeting at which the votes were taken. Votes taken shall also be reflected in the minutes of each meeting, and the minutes shall be made available for public inspection not later than seven days after the date of the meeting to which they refer.

### **Section 5.4 Calendar of Regular Meetings.**

- (a) The Board shall set a calendar of regular meetings for the ensuing year not later than January 31<sup>st</sup> of each calendar year.
- (b) In compliance with the General Statutes of the State of Connecticut, the Chair or Secretary shall post or cause to be posted the calendar of regular Board and committee meetings for each calendar year no later than January 31<sup>st</sup> of each year, to be publicly available on the school website.

**Section 5.5 Annual Meetings** The annual meeting of the Board shall be held in the month of June—each year as noted on the calendar of regular meetings. The business of each annual meeting shall include the election of officers, a Treasurer's report, adoption or ratification of an annual budget, and the transaction of any business as may properly come before the meeting.

### **Section 5.6 Special Meetings**

- (a) Special meetings of the Board or of any duly constituted committee may be held when determined by the Board or such committee, when called by the Chair or committee chairperson, or upon written request, including electronic communication of three members of the Board or committee, as the case may be.
- (b) No special meeting shall be held unless twenty four hours' notice stating the time, place and purpose of the meeting has been given to each member and has been posted on the school website.

- (c) Only the Board and the Executive Committee may have emergency meetings, and then only when a majority of the members agree that an emergency exists which has made a regular notice impossible. In case of such emergency meeting, a copy of the minutes setting forth the nature of the emergency and the proceedings occurring at such meeting shall be posted on the school website no later than seventy-two (72) hours following the holding of such a meeting.

**ARTICLE VI**  
**-OFFICERS-**

**Section 6.1 General.** The officers shall be Chair, Vice Chair, Secretary and Treasurer. No person may hold more than one such office, except that the Board may appoint an Assistant Secretary and Assistant Treasurer who, if appointed, may also hold one of the other offices.

**Section 6.2 Nomination and Election.** At an annual meeting at which a quorum has been established, the Board shall elect a Chair, one or more Vice Chairs, a Secretary, a Treasurer and such other officers as the Board may deem proper.

**Section 6.3 Term.** Officers of the corporation shall hold offices for terms of one year or until their successors are elected. Notwithstanding the foregoing, an officer's term shall automatically end when that officer ceases to be a member of the Board. No officer shall serve for more than three consecutive terms in the same position.

**Section 6.4 Chair.** The Chair, or the designee of the Chair, shall preside at all meetings of the Board of Directors. The Chair shall see that all orders and resolutions of the Board and of committees of the Board are carried into effect. In general, the Chair shall perform all duties incident to the office of Chair and other duties as from time to time the Board may designate. The Chair shall be an *ex officio* non-voting member of all committees except the Executive Committee. The Board may delegate to the Chair the authority to appoint such management staff personnel as he or she may deem advisable and the Chair shall notify the Board of such appointments at its next meetings thereafter.

**Section 6.5 Vice Chair.** The Vice Chair shall have such general responsibility as may be assigned to the Vice Chair from time to time by the Board or by the Chair. At the request of the Chair, or in the event of absence, resignation, removal, disability or death of the Chair, the Vice Chair shall carry out all duties of the Chair. When so acting, the Vice Chair shall have all the powers of and be subject to all of the restrictions upon the office of the Chair. If the Vice Chair is unable to serve in this capacity, the Board shall elect a member of the Board to so act.

**Section 6.6 Secretary.** The Secretary shall ensure the preparation of, and shall keep, the minutes of all Board meetings. The Secretary shall keep the official list of all Directors and shall issue reports and correspondence as directed by the Chair or the Board. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Board or the Chair. The Secretary shall have the duties of the Treasurer, temporarily, if there is no elected Treasurer.

**Section 6.7 Treasurer.** The Treasurer shall oversee the financial affairs of the Corporation and the preparation of financial reports for the Board and shall see that proper financial procedures are being followed as established by the Board.

**Section 6.8 Executive Director.** The Executive Director shall be the Chief Operating Officer of the Corporation. The Executive Director shall be responsible for the day to day management and operation of the Corporation. The Executive Director shall be responsible for implementing the policies set forth by the Board. The Executive Director shall be appointed by the Board of Directors upon such terms as the Board deems reasonable. The Executive Director shall be a non-voting member, *ex officio*, of the Board and of all its committees. The Executive Director shall report regularly to the Board of Directors and, between Board meetings, to the Chair and Executive Committee of the Board.

**ARTICLE VII**

**-CONFLICT OF INTEREST-**

**Section 7.1 Directors Conflicting Interest Transactions.** Directors shall be required to annually read the Corporation's conflict of interest policy, the Charter, these Bylaws and the Certificate of Incorporation and complete and sign the related disclosure statement.

**ARTICLE VIII**

**-NONDISCRIMINATION-**

**Section 8.1 Nondiscrimination.** The Corporation shall promote nondiscrimination and an environment free of harassment based on an individual's race, color, religion, age, sex, marital status, sexual orientation, national origin, ancestry, disability, pregnancy, genetic information, or gender identity or expression.

**ARTICLE IX**

**-MEETINGS AND TRANSACTION OF BUSINESS-**

**Section 9.1 Transaction of Business.**

- (a) All meetings of the Board shall be conducted in accordance with law and these Bylaws.
- (c) Individual members shall make no commitments for the Board or issue orders for the Board, except when executing an assignment delegated by the Board.

**ARTICLE X**

**-FISCAL ADMINISTRATION-**

**Section 10.1 Fiscal Year.** The fiscal year of the Corporation shall be from July 1 to June 30.

**ARTICLE XI**  
**-AMENDMENTS-**

**Section 11.1 Amendments.** These Bylaws may be amended, or the Bylaws may be repealed and new Bylaws may be adopted, at any regular meeting by the affirmative vote of at least three-quarters of the total Board Membership, provided that the proposed action is stated in a written notice of the date, time and place of such meeting and provided further that such notice is emailed to each director not less than seven (7) days prior to the date of such meeting.

The undersigned, being Secretary/~~Treasurer~~ of the Interdistrict School for Arts and Communication, ISAAC, a corporation incorporated, organized and existing under the laws of the State of Connecticut, does hereby certify that the foregoing Bylaws were reviewed, approved and adopted by the Board of Directors at its meeting held on June 14, 2017.

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Heather Doughty, Secretary