

# By-Laws of Florida Council of Independent Schools, Inc.

## ARTICLE I — Definitions

### Section 1. Definition of an Independent School

An **independent school** is a mission-based educational institution substantially free from political or financial administration by government, with consequent liberty of purpose and practice. This independence implies freedom to set academic standards and curricula, to embark upon mission-based educational programs, and the choice to give religious training and faith a central place in the educational process.

### Section 2. Other Definitions

- (a) **Board:** The Board means the Board of Directors of the Corporation.
- (b) **Executive Director:** The Executive Director is the individual appointed by the Board of Directors responsible for implementing Board policy and managing the day-to-day operations of the Council's state office.
- (c) **Elementary School:** An elementary school is defined as an academic educational institution starting with any grade level from pre-kindergarten and continuing through at least grade 3 or any level through grade 9.
- (d) **Secondary School:** A secondary school is defined as an academic educational institution starting with any grade level from grade 6 through grade 10 and continuing through grade 12.
- (e) **Accredited Membership:** The status of a school which has been approved by the Board of Directors following an evaluation determining that the school has met FCIS Standards for accreditation.
- (f) **New School Status:** The status for which schools in existence less than three years are eligible in the Council. It confers the right to attend annual and special meetings of the member schools and to take part in discussions, but not the right to vote, make motions, second motions or be counted as part of the membership used in computing the necessary attendance for a quorum. New School Status does not give the school the right to publicize itself as being a member of, or accredited by, the Council.
- (g) **Applicant School:** The status granted to a school in existence for more than three years only after the Executive Director or his/her designee has visited the campus and determined that the school conforms to the membership definition in Article III, Section 1, and is a valid candidate for accreditation.

**(h) Evaluation:** A process of study of a school's program, facilities, and funding by a committee composed of representatives from member schools or appointed education experts to determine whether the school has met FCIS Standards for accreditation. This process requires the school being evaluated to complete a Self-Study based on written Standards supplied by the Council in preparation for an evaluation. The expense of such an evaluation shall be borne by the school.

**(i) Evaluation Visit:** An extended visit to a school by an evaluating committee, who recommends to the Board of Directors whether accreditation of the school shall be continued, in the case of a member school, or granted in the case of a nonmember school or New School Candidate. The expenses of the evaluation shall be borne by the school. The Chair of the evaluation committee shall be the current head of a member school in good standing who has been involved in evaluation visits by the FCIS, or shall be a present or former member of the Board of Directors.

**(j) Visitation:** A visit of usually not more than one day, by one or more persons, to a new school to determine eligibility for New School Status, or such a visit to an accredited member school to determine whether an evaluation in less than the normal five-year period should be made, as a result of Change of Ownership, Change of Head, Change of Program, Change of Location or specific complaint filed against that school, as directed by the Board of Directors. The expense of the visitation shall be borne by the school. The Chair of the visitation committee shall be the current head of a member school in good standing who has been involved in evaluation visits, the FCIS Executive Director, or a present or former member of the Board of Directors.

**(k) Consultation Visits:** Member schools are encouraged to take advantage of the expertise within the Council and to contact the Executive Director for suggestions of individuals who may be helpful. The Executive Director will usually suggest more than one qualified individual, leaving it to the school to choose from those suggested. Any individual acting in a consulting capacity is not to be considered a representative of the Council, its Board of Directors, or the Executive Director. The individual who is consulting has an obligation to the school, but under certain conditions the consultant may have an obligation to the accrediting body. Arrangements as to fee or expenses are to be made between the school and the individual. If fees or expenses are to be paid, they shall be paid directly to the individual by the school.

**(l) Year:** In determining the length of terms of officers and directors, a year shall be construed as July 1 to June 30. In determining the status of a school's accreditation, a year shall be construed as synonymous with a school year. For accounting purposes, the fiscal year of the Council shall be from July 1 to June 30.

**(m) Code of Ethics:** The Code of Ethics is a separate document that has been approved by the Board of Directors and may be updated from time to time that establishes guidelines for ethical behavior, aspirations and expectations of all member schools.

## **Article II — Objectives of the Council**

**(1)** To establish standards of accreditation for its member schools and to ensure ongoing review of these standards.

- (2) To exercise certain regulatory and supervisory authority over the independent schools in the Council.
- (3) To provide an annual directory of member schools, the current Bylaws of the Council, Standards and Evaluation Procedures.
- (4) To coordinate the practices and achievements of schools of various types within the membership of the Council.
- (5) To provide a forum for the discussion of new practices in and problems relating to education and to publish the results of such discussions.
- (6) To represent member schools before any and all state and regional supervisory, regulatory, legislative, and accrediting bodies.
- (7) To perform liaison services between the members of the Council and other educational organizations.
- (8) To interpret and promote the role of the independent school to the public.
- (9) To assist new and applying schools with their process toward membership
- (10) To foster good relations between independent schools and public schools.

### **Article III — Membership**

#### **Section 1. Membership**

Membership in the Florida Council of Independent Schools is limited to independent academic schools which are organized as for-profit or not-for-profit Florida corporations and are accredited by the Florida Council of Independent Schools. Schools may be non-graded or have varying combinations of secondary, elementary, kindergarten and pre-kindergarten. The minimum size for a school is 25 enrolled students. Schools having programs for two-, three-, four-, and five-year-old children are eligible for membership only if the pre-kindergarten and kindergarten are part of an overall elementary program through at least the third grade, and if the enrollment in elementary pre-kindergarten and above is a significant portion of the total enrollment of the school.

(a) Schools which operate **multiple campuses** that include the same grades on each campus are eligible for membership in the Council as unit schools if they meet the following conditions.

- (i) The multiple campuses are located within the same county.
- (ii) Each campus has the same philosophy, mission statement and academic standards
- (iii) The multiple campus school has one head of school with administrative authority over all campuses, and one governing board or one owner.

(b) Schools that operate **multiple campuses** that do not meet the criteria for membership as a unit school in Article III, Section 1 (a), must obtain and maintain membership in the Council for each campus.

## **Section 2. Obtaining and Maintaining Membership**

(a) Membership is conveyed only by action of the Board of Directors. An applicant school must first have met the Standards for accreditation set forth in Articles III and IV of these Bylaws.

(b) An application for membership in the Council shall be given to a school only after the Executive Director or his/her designee, has visited the campus and determined that the school conforms to the membership definitions as stated in Article III, Section 1, and is a valid candidate for accreditation. A period of at least six months and not more than twelve months must elapse from the time the application is submitted to the time of the evaluation by the evaluating team. An application is valid for only one year from the time of its filing, although the Board of Directors may extend the application for a period not to exceed four months, if necessary, to coordinate the evaluation of the evaluation team with the school's calendar.

(c) In accordance with the authority granted by the Board of Directors, the Executive Director shall arrange for the evaluation of any school by a visiting committee.

(d) A school may be considered for accredited membership only after completing three years of successful operation with a framework consistent with its educational objectives.

(e) New School Status, following a visitation, is available to any independent school in the state that has been in existence for a period of less than three years. This status does not convey the right to vote in meetings nor to publicize the school as being accredited by the Council. A school having New School Status may continue that status into its fourth year of operation while waiting for its evaluation for accredited membership.

(f) To maintain New School Status or accredited membership, each school must submit an annual report to the FCIS office.

(g) The Board of Directors requires an evaluation before granting continuing accreditation to any school when a change occurs in:

- (i) Ownership
- (ii) Head of School
- (iii) Site-based leader when the Head of School leads more than one corporation
- (iv) Program
- (v) Campus Location

Accreditation will continue until such evaluation, which must occur within one year after the change.

(h) If the Board of Directors receives an adverse report, allegation, or complaint about a candidate or member school, the Board will investigate such matters only if the information, if true, would lead to a loss of accreditation (or a failure of a candidate school to receive accreditation). In such event, the Board may require a visitation, investigation, and/or inspection to determine whether accreditation should be continued and any conditions for continued accreditation. The member school will be

given written notice of the nature of the adverse report, allegation, or complaint. However, advance notice for such an inspection or visitation shall not be required. The member school shall be given the right to respond to any allegations or complaints before a final determination is made. Any decision of the Board to REMOVE ACCREDITATION of a school may be appealed in accordance with the appeal provision set forth in paragraph (k)(ii) below.

**(i)** In addition to all foregoing requirements and provisions, each member school must be re-evaluated in each five-year period. This re-evaluation will be the responsibility of the Executive Director. In extenuating circumstances re-evaluation for accreditation may be postponed for one year by a two-thirds vote of the Board of Directors.

**(j)** Member schools that do not meet FCIS Standards, may be placed on ACCREDITED WARNED status. This status requires the school to report to the Board of Directors, annually, on those areas that led to the ACCREDITED WARNED status. The length of time that this status may be maintained will be determined by the Board of Directors at the time it is imposed, but it is not to exceed three years. If a school does not meet the conditions outlined in the ACCREDITED WARNED status within the prescribed time frame, it is automatically moved to PROBATION.

**(k)** Accredited schools that do not meet FCIS Standards upon visitation or that have been found after an investigation to have engaged in serious conduct in violation of the accreditation standards will, by action of the Board of Directors, be subject to one of the following actions:

**(i)** Placed on PROBATION for a specific period not to exceed one year. At the end of this PROBATION period the school will be re-evaluated and if still deficient be dropped from membership; or

**(ii)** Dropped from membership (ACCREDITATION REMOVED). An appeal may be made to the Board of Directors for a review of their action within four weeks. Public notice of REMOVAL of ACCREDITATION will be made at the end of this appeal period. Schools applying for initial accreditation who do not meet FCIS Standards may not be placed on PROBATION, but may make an appeal to the Board within four weeks for a review of the action. After any such appeal, the Board's decision shall be final. A period of one year must elapse before a school thus turned down for membership or REMOVED from MEMBERSHIP for other reasons may reapply.

**(l)** Only schools which do not discriminate in admission or employment as set forth in the Code of Ethics are eligible for membership. Faith-based schools may give preference to members of their faith. All schools must have on file with the Executive Director a current, written statement confirming their adherence to such a non-discrimination policy. The Board of Directors may take appropriate steps to determine that such a policy is being followed.

**(m)** The costs of all evaluations, inspections and visitations outlined in Sections (e), (g), (h), (i), (j), and (k) shall be borne by the school.

**(n)** Candidates for membership who meet the criteria of the Council and are elected to membership by the Board of Directors shall become full members of the Council following receipt of notification of their accreditation and payment of their annual dues and other charges.

### **Section 3. Responsibilities of Membership**

Schools accepting membership will:

- (a) Attend the annual meeting and special meetings of the Council.
- (b) Provide administrative and instructional personnel to serve on evaluation committees at the request of the Executive Director, Director for Accreditation, or the chairs of the evaluating committees.
- (c) Support Council-sponsored workshops both by attending and providing workers in various categories.
- (d) Be guided by the principles established in the Code of Ethics.
- (e) Complete yearly reports including required statistical information.
- (g) Pay annual member dues.

### **Section 4. Non-Members**

Non-member schools are encouraged to attend and participate in Council activities, such as workshops and conventions, without having been granted membership status.

## **Article IV — Evaluation**

### **Section 1. Principles of Evaluation**

- (a) Consideration should be given to the consistency of the school's operation and achievement in relation to its mission and philosophy.
- (b) Consideration should be given to the evidence with which the school meets the needs of its students.
- (c) Consideration should be given to the efficacy of the program and the adequacy of the facilities.
- (d) Consideration should be given not only to the status of the school when evaluated, but also to its progress between evaluations.
- (e) Consideration should be given to the financial standing of the school.
- (f) Consideration will be given only to the current operations of the school.
- (g) Consideration will be given to the governance of the school.

### **Section 2. Evaluative Criteria**

**(a) Philosophy and Objectives:** The school shall have a clearly stated educational policy. This statement shall set forth the philosophy underlying the educational program designed to meet the objectives of the school.

**(b) Administration:** The administration of the school shall organize, direct, and coordinate the school's activities to provide an effective educational program.

**(c) Implementation:** The school shall have a carefully planned program of studies and activities consistent with its philosophy and objectives. The school must also meet the Standards for accreditation of the Florida Council of Independent Schools.

**(d) Faculty:** The faculty shall be large enough and their work shall be distributed in such a way as to provide satisfactorily for the program of the school. A school's student to faculty ratio shall not exceed 20:1.

**(e) Achievements and Records:** The school should be concerned with the success of its program evidenced by the success of its students and graduates. In so far as achievement can be measured and rated objectively, the school should maintain a program of grading and standardized testing, and should record the results on permanent records to be maintained at the school and protected from damage or unauthorized use. Each secondary school should concern itself with the social and emotional maturity of its students and with their achievements after graduation. Records should be kept of alumni activities, and an active alumni association should be encouraged.

**(f) Plant and Equipment:** The plant and equipment shall be suited to the purpose and adequate for the program of the school. Operation shall be such as to ensure the health and safety of all, and should meet all state and local codes in these regards.

**(g) Finance:** The financial resources and management of the school shall be such as to sustain an approved educational program consistent with its philosophy and objectives. All evaluations shall include a review of the financial records by a member of the evaluating committee.

## **Article V — Governance**

### **Section 1. Board of Directors**

**(a) Board of Directors and Terms:** (i) The Board of Directors shall consist of the present officers, the immediate past president and up to twelve (12) members. (ii) The Directors shall be elected by a majority vote of member schools in attendance at annual meetings and shall serve for a period of two years. Except for officers, Directors may serve for a maximum of two successive terms. Except in the case of a Director who has been elected an officer, one year must elapse before a Director, completing two successive terms, is eligible for election to another term on the Board.

**(b) Duties of the Board:** The Board of Directors shall manage the business and affairs of the Council and shall serve as the legislative body of the Council. Any decisions of the Board of Directors may become a matter for reconsideration by the full membership at the annual meeting or at any special meeting.

(i) The Board of Directors may cause to be prepared rules of procedure, in addition to these Bylaws, which shall serve to guide the organization in the pursuance of its proper duties. Such rules and guidelines, if adopted, may include, but not be limited to: (i) a summary of the duties and responsibilities of all persons or groups working within the organizational structure of the Council, (ii) guidelines for orientation and evaluation of such persons; (iii) procedures for receiving and determining whether to address external complaints about member schools; and (iv) expectations regarding the working relationships which shall exist between individual persons and groups associated with the Council.

(ii) The Board of Directors shall prepare, or cause to be prepared for its understanding and approval, statements of policy, or policy declarations, which shall serve to provide the framework for its decision-making responsibility on all matters affecting the operations of the Council.

(iii) The Board of Directors shall have the power to create and terminate such committees/task forces as it may, from time to time, deem advisable for the efficient operation of the Council. If and when such committees/task forces are created, the Board of Directors shall define the scope of their work and activities. The Board of Directors shall also approve the creation and termination of such departments as may be required to achieve the objectives/program of work of the Council.

(iv) The Directors shall be empowered to establish and maintain the office of Executive Director, who shall be employed by the Board. The Board shall hire, retain, evaluate, and terminate the Executive Director. The Board shall define the Executive Director's responsibilities and determine the compensation.

**(c) Regular Meetings:** Officers and Directors shall meet pursuant to a schedule established by the Board of Directors. Such schedule shall be distributed electronically or by mail to all Directors.

**(d) Special Meetings:** A special meeting may be called by the Executive Director and President or by any three Directors. The time and place of such special meeting are to be decided upon by the President. Written notice of such special meeting shall be distributed electronically or by means to reach the Directors at least one week before the date of such meeting, and the notice must include the time and place of the meeting and a summary of the business to be transacted.

**(e) Executive Committee:** The Executive Committee shall consist of the five (5) officers of the Board elected by a majority vote of member schools in attendance at annual meeting. The Executive Committee shall meet as necessary or appropriate to address Council business that may occur between meetings of the Board. The Executive Committee is not a policy-making body and must communicate any decisions made by the Executive Committee to the entire Board as soon as feasible.

**(f) Quorum:** A quorum for the transaction of business shall consist of a number of Directors representing a majority of all Directors. Once a quorum is established, a motion may pass by a majority of those present and voting unless a higher percentage is designated by these bylaws for a specific action.

**(g) Action without a Meeting:** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more consents in writing (or by facsimile or electronic mail), setting forth the action taken, is signed and dated by not less than the minimum number of votes necessary to authorize such action if the action were taken at a meeting in which all members entitled to vote on such action were present and voted. Such consent shall have the same force and effect



as a vote at a meeting. Such consent does not become effective unless the requisite number of members entitled to vote do so within the time prescribed in the notice. Within ten (10) days of obtaining such authorization, notice must be given to all who were entitled to vote but did not consent.

**(h) Method of Attendance at Meetings:** Members of the Board of Directors may participate in a meeting of the Board of Directors via conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting. There shall be no voting by proxy.

**(i) Removal:** Directors may be removed by a two-thirds vote of the Directors at any regular meeting or at a special meeting called for that purpose. Notice of the potential removal shall be given to the Directors in accordance with the notice provisions for special meetings.

**(j) Vacancies:** Vacancies on the Board of Directors and unexpired terms of officers may be filled by majority vote of the Directors and persons so elected shall serve the unexpired term of the member so replaced. The Directors may refer the filling of an unexpired term to the membership at the next special or annual meeting of the membership.

**(k) Other Positions:** Only heads or co-heads of accredited member schools shall be eligible to serve as officers and Directors, but others may serve as Directors Emeriti and on committees. If a multi-campus school holds singular membership in the association, then only the head of the entire program shall be eligible to serve as an officer and Director.

**(l) Director Emeritus:** A Director shall become a Director Emeritus for life or other specified term, if so designated by the Board of Directors. Directors Emeriti shall be considered nonvoting advisors to the Directors and the Council, and important contributors to the processes of evaluation. The Council shall finance their attendance at the annual convention and at any meeting of the Directors which they are requested to attend.

**(m) Executive Session:** The Board of Directors may meet in executive session (without the presence of the Executive Director of the Council and other nonvoting advisors) when deemed necessary or appropriate to properly address or conduct Council business. Typical reasons for executive session are to discuss and set the Executive Director's compensation, determine or adjust his/her employment contract, to discuss his/her performance, and to discuss legal matters that may come before the Council.

**(n) Standard of Care:** Members of the Board of Directors are expected to carry out their duties in a manner that inspires and assures the confidence of the Council and the broader community. Acting as a unit, they shall exercise the utmost good faith in all transactions touching upon their duties to the organization and its property. In their dealings with and on behalf of the Council, they are held to a strict rule of honesty and fair dealing.

**(o) Conflicts of Interest:** A Director shall not vote or debate on any matter in which the Director has a direct or indirect interest. The Director shall disclose in writing any potential conflict to the President and Executive Director as soon as he or she reasonably is aware of any conflict. The Board may approve a transaction in which the Director has an interest if the material facts of the transaction

and the Director's interest are disclosed in writing to the Council; and, if the Board approving the transaction in good faith reasonably believes that the transaction is fair and in the best interests of the Council. All such information shall be reflected in the minutes of the meeting at which the matter was addressed, noting that the Director in question did not participate in the debate or vote. Directors are required to sign a Conflict of Interest Statement annually.

**(p) Compensation.** Directors shall not receive any compensation for their services. By resolution of the Board, a reasonable amount may be paid to a Director for reimbursement of actual expenses incurred in carrying out their authorized duties.

## **Section 2. Officers**

**(a) Election of Officers and Positions:** The officers of the Council shall be: president, vice president, secretary and treasurer, and any such officers as the Board of Directors shall deem advisable. Officers shall be elected by a majority vote of member schools in attendance at annual meetings and shall serve for two years. At the conclusion of a two-year term of office, officers may run for re-election for one additional year. No term of office, therefore, shall exceed a maximum of three years. Consolidation of the positions of secretary and treasurer is permitted.

**(b) President:** The president shall be Chair of the Board of Directors, shall preside at all meetings of the Council and set the time and place of the meetings of the Board. Upon receipt of a petition of four or more Directors, the president must call a special meeting of the Board within the next three weeks.

The president may appoint special and standing committees of such membership and with such duties and powers as he/she may deem necessary. The functions of all committees are to be established by resolution of the Board of Directors. The president shall be an ex-officio member of all committees.

**(c) Vice President:** The vice president shall assist the president by performing all duties of the president in the event of the president's absence or incapacity.

**(d) Secretary:** The secretary shall keep a record of the proceedings of each meeting of the Directors or of the member schools, which record shall be sent to all Directors and member schools. The secretary, or at the direction of the secretary, the Executive Director, shall notify member schools of times and places of meetings of the membership, and shall notify the officers and Directors of the time and places of their meetings.

**(e) Treasurer:** The treasurer, or at the direction of the treasurer, the Executive Director, shall receive and disburse funds as directed by the Board of Directors. The treasurer shall keep regular accounts of such transactions and report them to the Council at the annual meeting. The Board of Directors shall provide for an annual audit of the accounts of the Council.

**(f) Removal:** Officers may be removed by a two-thirds vote of the Directors at any regular meeting or at a special meeting called for that purpose. Notice of the potential removal shall be given to the Directors in accordance with the notice provisions for special meetings.

### **Section 3. Member Meetings**

**(a) Annual Meeting:** The time and place of the annual meeting shall be designated by the Directors. Written notice of this meeting shall be sent to member schools one month in advance. A majority of total membership as represented in person shall constitute a quorum. There shall be no voting by proxy.

**(b) Special Member Meetings:** A special meeting may be called at any time by the president or the Board of Directors. Member schools wishing to call a special meeting may petition the president. If a majority of member schools makes such a petition, the president must call such a meeting. The time and place of such special meeting are to be decided upon by the president. Written notice of such special meeting must reach member schools at least one week before the date of such meeting, and the notice must include the time and place of the meeting and a summary of the business to be transacted. A majority of total membership as represented in person or by electronic vote shall constitute a quorum. There shall be no voting by proxy.

**(c) Special Votes:** A special vote may be called by the president of the Board of Directors. In the case of a special vote, member schools may vote electronically.

### **Section 4. Dues (Both New School Candidates and Accredited Members)**

To meet the expenses of the organization, an annual fee shall be paid by each member. Failure to pay dues shall constitute resignation. The membership in an annual or special meeting shall have the power, on the recommendation of the Board of Directors, to set the dues.

### **Article VI – Executive Director**

The Executive Director may enter into discussions at Board meetings but will have no vote. The Executive Director's responsibilities will be established by the Board, and though not limited to these, among them will be the coordination of the evaluation process, communication among member schools and others throughout the state and nation, preparation of the proposed annual budget, management of the state FCIS office, execution of contracts and other instruments as may be appropriate for carrying out FCIS business (subject to the limitation set forth in Article VII below), visitation to member schools and prospective member schools, and assistance to convention and seminar chairs. The Executive Director will be responsible to the Board for carrying out its policies.

### **Article VII – Borrowing and Contract Authority**

**(a) Authority:** The Board is the only legal entity with the authority to borrow money, incur additional debt, pledge, or sell assets on behalf of the Corporation. No individual or other group shall have any authority, expressed or implied, to borrow money.

**(b) Carrying Out of Responsibilities:** The President, Executive Director or other designated officer of the Board, shall have the authority on behalf of the Corporation to sign any and all contracts

for which funds have been allocated and authorized by the Board in the approved operating budget, or in any capital budget, or emergency expenditure authorized and expressly approved by the Board.

#### **Article VIII – Indemnification**

Every Director and Officer shall be indemnified by the Council against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon such person in connection with any proceedings to which such person may be a party or with respect to which such person may become involved by reason of such person being or having been a Director or Officer of the Council or any settlement thereof whether or not such person is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such person's duties.

#### **Article IX — Amendments**

These Bylaws may be amended only at an annual meeting or special meetings of the Florida Council of Independent Schools by a two-thirds majority of all members present and voting, a quorum being present. Such vote must be preceded by written notice two weeks prior to the meeting.

#### **Article X – Distribution of Surplus on Liquidation**

In the event of liquidation, dissolution or other discontinuance of the business and operation of the Council, no surplus remaining after payment of the just debts and liabilities of the Council shall be distributed to or among the members of the Council, but after making provision for payment of all the liabilities of the Council, the remaining assets shall be distributed to an organization or organizations chosen by the Board of Directors and operated not-for-profit with purposes similar to those of the Council.