Board of Directors
BYLAWS

ISAAC BOD Approved June 15, 2022

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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 (Board).

ARTICLE III
TRANSACTION OF BUSINESS

Section 3.1: General. The Board shall transact all business at a legal meeting of the Board. The property and affairs of the Corporation shall be governed by its Board, subject to the Certificate of Incorporation, the Charter, these Bylaws, and the laws of the State of Connecticut and of the United States. The Board shall concern itself with questions of policy, compliance, strategic planning and oversight. The Board is responsible for the employment and evaluation of the Executive Director. The Board shall act as a whole entity, except that a committee created in accordance with these bylaws may act on matters before it in conformity with the committee's purpose of charge. Individual Directors shall make no commitments for the Board or issue orders for the Board, except when executing and assignment delegated by the Board. [refer to Policy 9010: Transaction of Business; Policy 9110: Role of Board and Directors]

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1: Numbers. The Board shall consist of no more than eleven (11) (consistent with past membership and boards) and not less than six (6) voting Directors (Directors). The Executive Director is an ex-officio Director and does not count against the total number of Board Directors.

Section 4.2: Qualifications and Representation. Directors 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 their election (Parent Director). This shall not disqualify any person from serving as Director who is not elected as the Parent Director. Other Directors may include individuals from each of the following professions: advocacy, education, development, finance, human resources, legal and the community-at-large.

Section 4.3: Terms. Board Directors shall serve for a term of three (3) years. 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 (1) year. The term of the Parent Director shall expire one (1) year from election or when they cease to be a parent of a current or incoming student of the school, whichever comes first.

ARTICLE V
OFFICERS

Section 5.1: 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 5.2: Nomination and Election. At the Annual Meeting at which a quorum has been established, the Board shall elect a Chair, Vice Chair, a Secretary, and a Treasurer.

Section 5.3: Term. Officers of the corporation shall hold offices for terms of one (1) year or until their successors are elected. Notwithstanding the foregoing, an officer's term shall automatically end when that officer ceases to be a Director of the Board. *[refer to Policy 9114: Officers]*

Section 5.4 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 act in support of a Board's motion in emergency situations, especially when there is insufficient time to convene a meeting, as long as such action does not bind the Board irrevocably to a course of action. The Chair shall serve as the Board's spokesperson. The Chair shall be a voting Director of the Executive and Finance Committees and an *ex officio* non-voting Director of all other committees. The Chairperson shall appoint the chair and members of all special committees. The Chair shall have the duties of the Treasurer, temporarily, if there is no elected Treasurer. *[refer to Policy 9118: Official Duties of Board Officers]*

Section 5.5 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 Director of the Board to so act. [refer to Policy 9118: Official Duties of Board Officers]

Section 5.6 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. [refer to Policy 9118: Official Duties of Board Officers]

Section 5.7 Treasurer. The Treasurer shall oversee the financial affairs of the Corporation, shall oversee the preparation of financial reports for the Board, and shall see that proper financial procedures are being followed as established by the Board. [refer to Policy 9118: Official Duties of Board Officers]

Section 5.8 Executive Director. The Executive Director shall be the Chief Executive 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 Director, *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 the Executive Committee of the Board. *[refer to Policy 2011: Board – Executive Director Relationship]*

ARTICLE VI
COMMITTEES OF THE BOARD

Section 6.1: General. There shall be an Executive Committee, a Finance Committee, Governance Committee, and Curriculum Committee. The Board Chair shall appoint the Chair 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 persons who are not Directors. All committees shall act in an advisory capacity only and shall not have the power of the Board. [refer to Policy 9122: Committees]

A. Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and Treasurer of the Board.

B. Finance Committee. The Finance Committee shall consist of the Treasurer and (1) or more other Board Directors.

C. Governance Committee.

D. Curriculum Committee.

ARTICLE VII
BOARD ATTENDANCE

Section 7.1: General. Board Directors are expected to attend all regular and special meetings, Board retreats, training, and workshops, and participate in committee work, as assigned by the Board Chair.

Section 7.2: Leave of Absence. Any Director may ask for a leave of absence, either with or without cause, for a period of up to three (3) months by the affirmative vote of not less than two-thirds (2/3) of the total Directorship 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 (3) months may be requested, contingent upon Board approval. The Board will operate with one (1) less Director during this leave of absence.

Section 7.3: 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) or more Board 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 7.4: 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 (2/3) of the total Directorship 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. [refer to Policy 9124: Removal of Board Officers]

Section 7.5 Vacancies.

A. Any Director vacancy, other than removal, 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 their predecessor in office. The Director is then eligible to serve two (2) full terms independent of their predecessor. [refer to Policy 9218: Filling Vacancies on the Board]

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 their predecessor in office.

C. Any Teacher Director vacancy shall be filled in accordance with the annual procedure for selecting this position. A Teacher Director elected to fill this vacancy shall serve the remainder of the unexpired term of their predecessor in office.

ARTICLE VIII
OATH OF OFFICE

Section 8.1: General. Board Directors shall, before entering upon their official duties, take the oath of office provided in Connecticut General Statutes. [refer to Policy 9222: Oath of Office]

ARTICLE IX
CONFLICT OF INTEREST AND NEPOTISM

Section 9.1: Directors Conflicting Interest Transactions. The Board shall not engage in acts that produce any real or perceived conflicts of interest among the Board or its employees. Connecticut General Statutes requires that no Director of the charter school board or employee of the charter school board have a personal or financial interest in the assets, real or personal, of the school. This policy is intended to supplement this statute, as well as any applicable state and federal laws governing conflicts of interest applicable to charter schools. This policy does not override ISAAC's requirement to have teachers employed by ISAAC on its governing council. This policy shall be read annually at a Board meeting and shall be signed by each Director of the Board of Directors. [refer to Policy 9234: Conflict of Interest and Nepotism]

Section 9.2 Nepotism. Board Directors shall not employ or accept application for hire from any teacher or other employee if such teacher or other employee is a relative of a school administrator or any Director of the Board, as defined by policy. A Board Director or administrator who has an existing familial relationship with an employee, as defined above, or who has had a change in circumstances which creates a relationship with any employee of the school system, shall declare such relationship as soon as possible. [refer to Policy 9234: Conflict of Interest and Nepotism]

ARTICLE X
CODE OF CONDUCT

Section 10.1: General. Directors shall adhere to all Board policies, rules, and regulations. Directors shall conduct themselves in a fair and impartial and refrain from any behavior that is deemed unbecoming of a Director. Directors shall refrain from interfering with the implementation of a Board policy decision by the administration and shall refrain from interfering with the duties of any school official. No Director shall divulge to anyone any aspect of matters considered and discussed in executive session. [refer to Policy 9270: Code of Conduct for Board Directors]

Section 10.2: Nondiscrimination. The Corporation shall promote nondiscrimination and an environment free of harassment based on an individual's race, color, religion, age, gender, marital status, sexual orientation, national origin, ancestry, disability, pregnancy, genetic information, or gender identity or expression.

Section 10.3: Censure. Directors shall act in complete accordance with the provisions and tenor of the Code of Conduct Policy. Should any Director of the Board fail to so act, such failure shall constitute cause for censure, or other such action as deemed appropriate by the Board. [refer to Policy 9270: Code of Conduct for Board Directors]

ARTICLE XI
FORMULATION, ADOPTION, AMENDMENT, DELETION, OR SUSPENSION OF BYLAWS

Section 11.1: General. Bylaw proposals and suggested amendments to, revisions of, or deletions of existing bylaws shall normally be submitted to the Board or its subcommittee by the Executive Director in writing prior to a regular Board meeting in which such proposed bylaws, amendments, revisions, or deletions thereof shall be read and discussed unless such amendments, revisions, or deletions are part of administrative regulations as suggested by legal counsel. [refer to Policy 9314: Formulation, Adoption, Amendment, or Deletion of Bylaws]

Section 11.2: Procedure. Any bylaw of the Board may be adopted, amended or deleted at any regular meeting by a majority vote of all members of the Board, provided that such proposal shall have been given to the Board prior to the regular meeting. Except for emergency situations, proposals to bylaws made at a regular meeting that have not been submitted to the Board prior to the regular meeting will be adopted, amended, or deleted after consideration at two regular meetings of the Board. The agenda shall be marked to indicate such matters. [refer to Policy 9314: Formulation, Adoption, Amendment, or Deletion of Bylaws]

Section 11.3: Manner. Any bylaw of the Board may be adopted, amended, or deleted at any regular meeting by a majority vote of all Directors of the Board, provided that such proposal shall have been given to the Board at the previous regular meeting. [refer to Policy 9314: Formulation, Adoption, Amendment, or Deletion of Bylaws]

Section 11.4: Suspension. Policies and bylaws of the Board shall be subject to suspension for a specified purpose and limited time upon a majority vote of Directors present at the meeting, provided that prior notification of such a proposed suspension has been described in writing in the call of the meeting. Policies and bylaws of the Board shall be subject to suspension for a specified purpose and limited time upon a majority vote of all Directors when no such written notice has been given. [refer to Policy 9322: Suspension of Policies, Bylaws, or Administrative Regulations]

ARTICLE XII
MEETINGS

Section 12. 1. Time, Place, and Notice of Meetings. [refer to Policy 9414: Time, Place, and Notice of Meetings]

A. Regular Meetings

1) The Board shall set a calendar of regular Board and committee meetings for the ensuing year on or before January 31 of each calendar year.

2) In compliance with the General Statutes of the State of Connecticut, the Chair or Secretary shall post this calendar on the Board's website on or before January 31.

3) If at any point in the meeting the Board should not maintain a quorum, then the Chair will adjourn the meeting and declare the time and place of the resumption of the meeting, which shall be reflected in a written order of adjournment.

B. Special Meetings

1) 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 Chair, or upon written request, including electronic communication of three Directors of the Board or committee, as the case may be.

2) No special meeting shall be held unless twenty-four (24) hour notice stating the time, place, and purpose of the meeting has been given to each Director and has been posted on the school website.

3) Only the Board and the Executive Committee may have emergency meetings, and then only when a majority of the Directors 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.

C. Annual Meeting

1) The annual meeting of the Board shall be held in the month of June each year, as noted on the calendar of regular meetings.

2) The business of each annual meeting shall include the election of officers, a Treasurer's report, adoption or ratification of an annual budget, voting in new Directors, and the transaction of any business as may properly come before the meeting.

Section 12.2: Public Meetings and Executive Sessions. [refer to Policy 9418a: Public Meetings and Executive Session]

A. Public Meetings

1) 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 (2/3) of the Directors present and voting, meet in executive session for the purposes specified in Connecticut State Statute.

2) 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 Directors of a single political party notwithstanding that such Directors also constitute a quorum of a public agency; an administrative or staff meeting of a single Director 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 Directors of a single political party who are Directors of a public agency within the state or a political subdivision.

B. Executive Sessions

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

2) Executive sessions may be held on a two-thirds (2/3) vote of the Directors 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 Director of the Board, because of their conduct as a Director 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 Connecticut State Statute.

12.3: Meeting Conduct. [refer to Policy 9418b: Meeting Conduct]

A. Procedures for Meetings

1) 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.

2) All Board meetings shall commence at, or as close as practicable to the stated time, provided there is a quorum.

3) All regular and special Board meetings shall be guided by an agenda which will have been prepared and delivered twenty-four (24) hours in advance to all Board Directors and other designated persons. The Board may add items to the agenda of any regular meeting by a two-thirds (2/3) vote of those Board Directors present and voting.

4) Robert's Rules of Order shall govern the proceedings of the Board except as otherwise provided by these bylaws.

B. Procedures for Participation by Means of Electronic Equipment

1) Board Directors may participate in meetings by means of electronic equipment (e.g., telephone, video conference) under the conditions set forth herein. When such conditions are met, any Board Director participating by means of electronic equipment shall be counted for the purpose of constituting a quorum. Conditions for participation are as follows:

a. The facility that is made available to the public that wishes to attend the meeting must be located where the greatest number of Board Directors are located (i.e. virtual or in-person)

b. 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

c. 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.

2) When a Board Director is participating in a meeting by means of electronic equipment, the Chair shall take the necessary steps to ensure that the three (3) conditions enumerated above are met. In addition, the Chair shall take the necessary steps to ensure that a Board Director participating by means of electronic equipment has adequate opportunity to express themself in Board discussion, including the opportunity to take the floor and make motions.

C. Public Comment

1) 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.

2) The Board of Directors welcomes public comment. Due to the nature of the virtual format of the meetings, all comments are to be submitted via email prior to noon on the day of the meeting.

3) 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.

4) Comments may be made on almost any matter related to the operation of the Corporation. However, comments concerning individual students or staff members shall not be permitted.

5) The Board welcomes public comments, but it shall not read or respond to comments at its meetings. The Board Chair and the Executive Director, at their discretion, may respond in a timely manner.

6) All speakers must identify themselves by name and address.

12.4: Construction and Posting of the Agenda. [refer to Policy 9422: Construction and Posting of Agenda]

A. All agendas are created in collaboration with the Executive Director.

1) The Secretary, in cooperation with the Executive Director, shall prepare an agenda for each Board meeting.

2) Chairs of subcommittees in cooperation with the Executive Director shall prepare an agenda for each meeting.

3) Members of the ISAAC community may request that the Board place an item appropriate for the Board to discuss on the agenda of a regular meeting.

a. Requests of Board matters must be made in writing to the Secretary of the Board, with a copy of the request to the Executive Director.

b. The Secretary of the Board will present the written request to the Board at its next regular meeting.

c. If the majority of the Board agree to the additional agenda item, it will be placed on an agenda for a future regular meeting of the Board.

d. The Board will decide at which future regular meeting date the item will appear on the agenda.

B. Posting of Agenda

1) At least twenty-four (24) hours prior to the time of the regular or special meeting, an agenda will be constructed and posted by the Executive Director in collaboration with the Secretary of the Board.

2) An agenda will be posted at the Administrative Offices of ISAAC and on the ISAAC website.

3) The Board may add items to the agenda of any regular meeting by a two-thirds (2/3) vote of those Board Directors present and voting.

Section 12.5: Quorum and Voting Procedures. [refer to Policy 9426: Quorum and Voting Procedures]

A. A majority of the total number of Directors of the Board shall constitute a quorum for the transaction of business.

B. Each Director in attendance at a meeting shall be entitled to one (1) vote on each matter submitted to the Board for action. Voting shall be in person, or in accordance with the procedures for electronic participation as stated in these bylaws. Voting by mail or attendance by proxy shall not be permitted unless approved by the Board previously.

C. Voting Procedures

1) No Director can vote on a question in which they have a direct personal or pecuniary interest.

2) Directors may vote for themselves for any office or other position.

3) While it is the duty of every Director who has an opinion on a question to express it by vote, they cannot be compelled to do so.

4) A Director may abstain from voting (with the knowledge that the effect is the same as if they had voted on the prevailing side).

5) The votes of each Director of the Board upon any issue before the Board shall be recorded in the minutes of the session at which taken.

6) Any Board Director shall have the opportunity to explain their vote for recording in the minutes.

ARTICLE XIII
MINUTES

Section 13.1: General. In compliance with legal requirements, a complete and accurate set of minutes of each meeting shall be kept. [refer to Policy 9446: Minutes]

Section 13.2: Publication. 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. The minutes shall constitute the official records of proceedings of the Board and shall be open to public inspection at all reasonable times.

Section 13.3 Procedure. The minutes shall include the following:

A. The time, place, and date of each meeting.

B. The names of those Directors in attendance.

C. The disposition of all matters on which action was recommended.

D. All motions and resolutions and their disposition, listing all votes, abstentions, and absentees.

E. All decisions concerning future meetings and agendas.

F. By request, a brief statement of a Board Director may be included.

Section 13.4 Record of Votes. A record of votes taken at each meeting shall be reduced to writing and made available for public inspection within forty-eight (48) 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 (7) days after the date of the meeting to which they refer. [refer to Policy 9446: Minutes]

ARTICLE XIV
FISCAL ADMINISTRATION

Section 14.1: Fiscal Year. The fiscal year of the Corporation shall be from July 1 to June 30.

The undersigned, being Chairman 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 March 16, 2022.



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Richard F. Muckle, Chairman