



## **NORTHWEST ASSOCIATION OF INDEPENDENT SCHOOLS BY LAWS**

*Approved by the NWAIS Membership – November 3, 2013*

### Article I: Name

The name of the Corporation is the Northwest Association of Independent Schools (NWAIS), and it exists legally as an Oregon non-profit corporation. In these Bylaws the term Association shall be used to refer both to the Corporation and the Association, which are the same entity.

### Article II: Purpose

The Northwest Association of Independent Schools is a professional organization founded to encourage, support and strengthen independent education and to further the improvement of education in general. The Association carries out these objectives by encouraging communication among its schools, promoting sound and ethical practices, organizing and conducting school accreditation, and fostering professional growth by sponsoring workshops, conferences and other educational opportunities, and promoting understanding and communication with the general public and government officials.

### Article III: Association Affiliation

1. Any school in Alaska, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming, and British Columbia wishing to pursue accreditation or affiliation with NWAIS and is aspiring to be in accordance with our core values and essential characteristics will be considered a NWAIS school so long as it has been approved by the Board of Governors (Board) or the Executive Director.

a) Unless otherwise specified within these bylaws, the term “member” shall be understood to stand for any educational organization which has been approved by the Board or the Executive Director as either an Accredited Member or a Candidate Member.

2. The Annual Meeting of the Association shall be held during the Spring Heads meeting of each year at such place and time as announced and published in writing to NWAIS schools no less than fifteen days in advance of such Annual Meeting.

3. The Head (whose title may vary from time to time and place to place) of each member school of the Association shall be the designated representative of that member, eligible to vote at the Annual Meeting. The Head may designate a proxy delegate in lieu of the attendance of the Head so long as that proxy's name is submitted in writing by the Head on whose behalf the proxy will attend; such notification of proxy must be received by the Executive Director of the Association in advance of the convening of the meeting. In no event shall any member have more than one vote at the Annual Meeting.

4. A quorum shall be determined to be present when at least one-half of the members of the Association are present at the Annual Meeting and the prevailing vote of those present shall be the act of the Association.

5. The Board shall define and publish categories of affiliation and may amend, add or delete categories from time to time to suit the changing needs of the Association and the organizations it serves.

6. No Accredited Member may be moved back from one category of affiliation to another without a vote at a meeting of the Board for which there has been advance notice. No other school affiliated with NWAIS may be dropped from the Association without a vote at a meeting of the Board for which there has been advance notice.

7. The responsibilities of the Association members, in addition to those stipulated elsewhere within this article and these bylaws, shall be:

- a) to establish the mission of the Association;
- b) to elect at the Annual Meeting the officers of the Association and members of the Board;
- c) to establish and amend the bylaws of the Association;

8. A meeting of the Association from time to time and place to place may be called by the President, in consultation with the Board, provided that notice of the meeting shall have been transmitted to the members of the Association no less than fifteen days in advance of such meeting.

#### Article IV: Board of Governors

1. The Association shall be governed by the Board except in those areas which have been designated in these bylaws as the responsibilities of the members of Association.

2. The Board shall consist of not less than thirteen and not more than eighteen individuals. Membership on the Board will meet the following criteria:

- a) The committee responsible for nominations of officers and Governors shall seek to assure that the composition of the Board reflects the diversity of accredited members.
- b) At all times at least two-thirds of the members of Board shall be comprised of individuals who are heads of schools which are accredited members of the Association.
- c) Provision shall hereby be made for nomination and election of Governors whose expertise and sphere of influence would benefit the Association even though such individuals may not be Head of an accredited member school or are not formally and officially affiliated with accredited members of the Association. However, in accordance with other stipulations herein, the number of such individuals may not at any time exceed one-third of the Board.
- d) At no time shall an Accredited Member be represented on the Board by more than one employee of that school.
- e) The Executive Director of the Association shall serve ex officio on the Board and its committees but shall not be counted in the number of its membership and shall not have a vote.

3. At the Annual Meeting of the Association, the Association shall elect a class of Governors to succeed on the following July 1 those whose terms expire on June 30 of the year in which the election of successors shall be held.

4. Each Governor shall serve a three year term and until the successor for each Governor shall have been elected and qualified. A Governor may be elected to two consecutive terms. The Board term of an officer may be extended to coincide with the conclusion of the officer's term. No Governor shall serve on the Board for more than 9 consecutive years.

5. Regular meetings of the Board shall be held from place to place not less than three times per year. Special meetings of the Board may be called by or at the request of the President, or by any

two Governors. Notice of regular and special meetings of the Board shall be given to each Governor at least five days previous thereto by oral or written notice.

6. A majority of Governors shall constitute a quorum for the transaction of business at any meeting and the prevailing vote of those present shall be the act of the Board. The Board may permit one or all of the Governors to participate in a meeting of the Board by the use of any means of communication by which all Governors may hear each other simultaneously during the meeting. A Governor participating in this manner shall be deemed to be present in person at the meeting.

7. The Board may be able to conduct business via Email voting so long as:

- a) the matter requires no more information than that provided at the vote,
- b) the matter before the Board is approved unanimously, and
- c) the completed vote is ratified at the next Board meeting.

8. Any vacancy occurring among the Governors may be filled by an interim appointment of the President to be confirmed at the next meeting of the Board. A Governor appointed and confirmed to fill a vacancy shall fill that position until an elected Governor shall be chosen to fulfill the term at the next Annual Meeting.

- a) A Governor elected to fulfill a vacancy may serve the remaining years of that term in addition to the maximum two terms allowed.

9. Increases or decreases in the number of Governors, within the maximum and minimum numbers specified herein, shall be so apportioned as to maintain a number in each annual class of Governors which is as equal as possible.

10. At such time as a Governor who was elected while being formally and officially affiliated with a member of the Association shall no longer be formally and officially affiliated with a member of the Association, that individual shall be considered no longer a Governor.

11. The responsibilities of the Board shall include:

- a) to be responsible for the fiduciary oversight of the Association; to accept and approve the annual budget of the Association, and accordingly, the annual dues and assessments;
- b) to approve the goals of the Association and to provide leadership in the formation of mission;
- c) to establish policies for the Association commensurate with the Association's mission, goals and objectives;
- d) to act upon the recommendations of the Accreditation Committee regarding the affiliation status of a school;
- e) to set policy, with the Executive Director, in determining the process of evaluation for the purposes of accreditation;
- f) to approve changes in the standards for accreditation;
- g) to establish and amend from time to time as need be the evaluative criteria;
- h) to define and amend the various categories of affiliation;
- i) to establish standing and ad hoc committees and establish goals for and review the work of these committees;
- j) to be responsible for the growth, fundraising and development of the Association;
- k) to ensure that the Association is well represented at local, state, regional, national and international levels;
- l) to hire, evaluate, support and, if necessary, discharge the Executive Director;
- m) to plan the Annual Meeting of the Association; and
- n) to report to the Association.

12. A Governor may be removed from the Board with or without cause by the vote of a majority of all Governors provided that notice of the proposal that a Governor be removed is given to all Governors at least five (5) days prior to the meeting at which the vote is to be taken.

#### Article V: Officers

1. The officers of the Association shall be: a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be elected by the Association from time to time. The officers shall be elected by the Association at the Annual Meeting for two-year terms. The officers shall commence their terms on the July 1 following their election.

2. The Officers of the Association shall also be the Officers of the Board.

3. If a vacancy shall occur in the office of President, the Vice President assumes that office. If the Vice President is not available to assume this position, then the Executive Committee shall make an interim appointment to be confirmed at the next meeting of the Board. The individual appointed and confirmed to fill this vacancy shall fill that office until an elected officer shall be chosen to fulfill the term at the next Annual Meeting.

4. A vacancy occurring in any office of the Board may be filled by an interim appointment of the President to be confirmed at the next meeting of the Board. An officer appointed and confirmed to fill a vacancy shall fill that office until an elected officer shall be chosen to fulfill the term at the next Annual Meeting.

5. The President of the Association shall preside at all meetings of the Association and the Board. The President shall have authority to sign, with the Secretary or any other officer of the Association authorized by the Board, any deed, mortgage, lease, bond, contract or other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Association.

6. The Vice-President shall carry out the functions of the President in the absence of the President. If there be more than one Vice-President, then they shall succeed in the order designated by the Board or, in the absence of such designation, in the order of election.

7. The President and Vice-President(s) shall be heads of schools which are accredited members of the Association; the Secretary and Treasurer shall be Governors.

8. The Secretary shall oversee the keeping of the minutes of meetings of the Association and the Board, be the custodian of the corporate records, and see that all notices are duly given in accordance with these Bylaws and as required by law.

9. The Treasurer shall be responsible for seeing that all money received by the Association, from any source, will be deposited in the name of the Association, in any banks, trust companies, or other depositories as shall be selected by the Board. If required by the Board, the Treasurer shall give bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall be a member of the Finance Committee.

10. The Past President shall be a head of an accredited member school and shall not serve more than a two-year term. If the Past President is no longer a head of an accredited member school, the office shall go vacant.

11. An officer of the Board may be removed from office with or without cause by the vote of a majority of all Governors provided that notice of the proposal that an officer be removed is given to all Governors at least five (5) days prior to the meeting at which the vote is to be taken.

#### Article VI: Executive Director

The Board, on behalf of the Association, shall employ an Executive Director of the Association upon such terms and conditions as the Board shall determine. The Executive Director, as Chief Administrative Officer of the Association, shall be subject to the supervision of the Board and shall report and be accountable to the Board through its President.

#### Article VII: Committees

1. The Board may establish such standing and ad hoc committees as it shall see fit, and the President of the Association shall appoint a chairperson of each such committee or task force and the members thereof.

2. The standing committees shall be:
- a) Board Operations;
  - b) Finance;
  - c) Accreditation;
  - d) Executive

However, the Board may change the names and number of the standing committees to suit the changing needs of the Association.

3. Each standing or ad hoc committee shall include in its membership a Governor.

4. The Executive Committee facilitates the work of the Board and acts on its behalf when authorized by the Board to do so. The Executive Committee shall consist of the officers of the Board, the immediate Past President, and any other current Governor deemed appropriate by the Board President. Membership shall not be greater than one-third the number of total Governors. A majority of the committee shall constitute a quorum, and matters shall be decided by a majority of those present.

The responsibilities of the Executive Committee shall be:

- a) To act in lieu of the Board when it is not feasible for the full Board to meet and deliberate on an issue or task.
- b) To assist the President and the Executive Director in developing the Board's annual work plan and agendas for Board meetings.
- c) To act as a resource and sounding board for the President in the development of structures and processes needed to carry out the work of the Board.
- d) To serve as a sounding board and resource for the Executive Director as he/she deliberates on issues related to the management and leadership of the Association.

The Executive Committee's actions shall be reported to the Board at the next meeting. The Executive Committee shall not have the authority to act on behalf of the Board for the purpose of making decisions covering the selection or retention of the Executive Director.

### Article VIII: Indemnification

1. Right To Indemnification: Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Governor of the Association or he or she is or was serving at the request of the Association as a Governor, trustee, officer, member, employee or agent of the Association or of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Governor, trustee, officer, member, employee or agent, shall be indemnified and held harmless by the Association, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonable incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Governor, trustee, officer, member, employee or agent of the Association and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this article with respect to proceedings seeking solely to enforce rights to indemnification, the Association shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of the Association. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Association of an undertaking, by or on behalf of a Governor, trustee, officer, member, employee or agent of the Association, to repay all amounts so advanced if it shall ultimately be determined that the Member of the Board, Governor, trustee, officer, member, employee or agent of the Association is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid full by the Association within sixty (60) days after a written claim has been received by the Association, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant, may at any time bring suit against the Association to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such a claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Association), and thereafter the Association shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Association (including its Board, independent legal counsel or its member, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement of advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Association (including its Board, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any

statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of the members, if any, or disinterested members of the Board or otherwise.

Section 4. Insurance, Contracts and Funding. The Association may maintain insurance at its expense to protect itself and any Governor, trustee, officer, member, employee or agent of the Association or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Association would have the power to indemnify such persons against such expense, liability or loss under any applicable laws, as applied to nonprofit corporations. The Association may, without further membership action, enter into contracts with any Governor or officer in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Association. The Association may, by action of its Board from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Association with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of members of the Board and officers of the Association or pursuant to the rights granted, or provided by, any and all applicable laws, as applied to nonprofit corporations, or otherwise.

#### Article IX: Amendment of Bylaws

1. These Bylaws may be amended by a two-thirds vote of any duly constituted meeting of the Association at which a quorum is present.
2. Proposed amendments must have been submitted in writing to the Board, and the Board must approve of such proposed amendments to be presented to the Association by a majority vote of the Board. Proposed amendments, having been approved by the Board, must be transmitted in writing to the membership of the Association at least fifteen days in advance of such meeting of the Association at which the vote concerning the proposed amendment may be taken.

#### Article X: Fiscal Year

The Fiscal Year of the Association shall end on June 30 of each year.

#### Article XI: Conflict of Interest

The Board shall adopt of conflict of interest policy that is signed annually by the Governors.