



INDEPENDENT SCHOOLS OF SOUTH FLORIDA (ISSF)

BY-LAWS

ARTICLE I: NAME

The name of the organization shall be the **INDEPENDENT SCHOOLS OF SOUTH FLORIDA**, hereinafter referred to as **ISSF** (formerly known as the **Dade Association of Academic Nonpublic Schools, Inc.**)

ARTICLE II: Purpose

The purpose of this organization is to promote the interests and general welfare of non-public member schools in South Florida. ISSF is not responsible for the supervision or implementation of a member's Standards, Curriculum, Programs or Policies and will not intervene with school disputes.

ARTICLE III: MEMBERSHIP

Section 1. General Body

The general body is composed of those non public schools that chose to become members of ISSF by the procedures outlined herein. The boundaries for member schools shall be the boundaries of Miami-Dade, Broward, Palm Beach and Monroe Counties.

Section 2. Types of Memberships

There shall be two types of memberships: **Standard and Associate**

A. Standard Membership – This membership allows for the affiliation of any South Florida County (Miami Dade, Broward, Palm Beach or Monroe) non-public school as long as it is fully accredited by a Florida Association of Academic Non-Public Schools (FAANS) approved Accrediting Association, the Southern Association of Colleges and Schools (SACS), or the Center for the Advancement of Jewish Education (CAJE).

B. Founding Membership - This membership is granted to the Center for the Advancement of Jewish Education (CAJE) and the Archdiocese of Miami.

C. Rights of Membership – Members shall have the right to participate in any program special event presented by ISSF. Members may bring up to 2 guests to general meetings.

D. Non-Members – Non-members may participate in Continuing Education programs at the non-member price.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Qualifications

- A. Employed by a member school or organization in good standing.
- B. Be employed at the member school or organization in good standing in a higher-level Executive or Administrative position.
- C. Be nominated by the Executive Board and voted on by Board of Directors.

Section 2. Responsibilities

The responsibilities of the Board of Directors of ISSF are to:

- A. Attend board meetings and vote on policies brought to them by the Executive Board.
- B. Attend or send representatives from their schools to participate in the general meetings, events and activities of ISSF.
- C. Support the fundraising efforts of ISSF.
- D. Act as goodwill representatives of ISSF in the community.

Section 3. Meetings of the Board of Directors

- A. **Regular Meetings** – The Board shall meet a minimum of three (3) times per year. Directors shall be given notice via e-mail at least ten (10) days prior to any meeting. The Board of Directors shall notify the Executive Director at least fourteen (14) days in advance of any item to be included in the Agenda. The President and the Executive Director shall set the Agenda.
- B. **Special Meetings** - The President may call a Special Meeting upon the concurrence of either (1) the Vice-President; or (2) a majority of the Board of Directors. Directors will be given notice of at least three (3) days prior to any special meeting. Notice shall include an Agenda.
- C. **Robert’s Rules of Order** – The Board of Directors meetings of ISSF will be guided by the general practices of Robert’s Rules of Order. A parliamentarian may be elected by the Directors from among their members to advise the President on points of order.
- D. **Authentication of Records, Decisions and Minutes**
1. All minutes of the meetings of the Board of Directors shall be authenticated by signature of the President. Such authentication shall be prima facie proof of the actions taken at such meeting. The Secretary shall safely store authenticated Minutes of all meetings.
 2. All decisions of the Board of Directors will be made by a majority of those in attendance. The Minutes of all meetings shall be accurately recorded and shall include the exact wording of the motion, the name of the person making the motion, the name of the person offering the second, and the vote by the Directors.
 3. The Minutes of the meetings shall be distributed by the Secretary in writing for approval by the Board at the subsequent Board Meeting.
 4. All official minutes of the Association shall be kept electronically in at least two safe storage locations to guarantee their safety from fire, weather, and other unforeseen situations.
- E. **Quorum.** A quorum for any meeting shall be two-thirds (2/3) of the Board of Directors.
- F. **Attendance at Meetings**
1. **Members:** A member of the Board of Director may be removed from office by the majority of the Board of Directors present at a regular meeting upon the recommendation of a simple majority of the board of directors for failure to attend, or send a representative, to two regular meetings of the Board of Directors.
 2. **Non-Members:** Non board members will not attend Board of Directors meetings. If such an individual or organization would have material of interest to the group, they will present the material to the Executive Board who will then present the material at the board meeting.

Section 4. Composition

The Board of Directors shall consist of a maximum of thirteen (13) Board Members.

These include at least one from each of the following constituent groups and three (3) At-Large Members:

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|---------------------------|------------------------------------|--|
| a. Bilingual | b. Roman Catholic | c. Christian (non Roman-Catholic) |
| d. Jewish | e. Independent (non-profit) | f. Independent (proprietary) |
| g. Early Childhood | h. Special Education | i. At large |

Section 5. Removal of Members of the Board of Directors

- A. **Removal For Cause** – Upon the recommendation of a simple majority of the Board, a member of the Board of Directors may be removed from office by the majority of the Directors present at a regular meeting for failure to attend two (2) Board Meetings and more than one (1) General Meeting during one school year.
- B. **Removal Without Cause** – A member of the Board of Directors may be removed from office without cause by a two-thirds (2/3) majority of the members present at a regular meeting.
- C. **Notice of Intent to Remove** – Notice of intent to remove a member of the Board of Directors shall be provided in writing, via e-mail, to all Board Members Directors at least fourteen (14) days prior to the regular meeting wherein final action is intended to be taken.

Section 6. Replacement

If a member of the Board of Directors resigns or is removed, that position will be appointed by the simple majority of the Executive Board for the remainder of the term, with a person from a member school of the same constituent group as the member school; or in the case of an At-Large Member, by a person from any member school (Associate Members excepted.) The Executive Board will determine whether or not there is a need to fill the position.

Section 7. Executive Board

Executive Board shall form part of the Board of Directors. Officers shall be elected by the Board of Directors for a term of **two (2)** years and shall be elected at the last regular meeting of the school year during ODD numbered calendar years. The Executive Board shall carry out the day-to-day functions of ISSF. The President of the Board or the Executive Director shall represent ISSF at regularly scheduled FAANS meetings. Should the President or Executive Director be unable to attend, the President will select another member of the Board to attend in their place.

- A. **President** – The President shall be the principal officer of ISSF. The President shall chair all General Body and Board of Director meetings. The President shall be the official spokesperson to the community and shall recommend all Committee Chairpersons for ratification by the Board of Directors.
- B. **Vice-President** – The Vice-President shall, along with his or her other duties, be responsible for such affairs as shall be determined by the Board of Directors. In the absence of the President, the Vice-President shall chair the General Board and Board of Directors meetings, and act as the Principal Officer.
- C. **Secretary** - The Secretary shall be responsible for maintaining minutes and records of ISSF. Additionally, he/she will be responsible for supervising and coordinating the following affairs: Membership, Elections and By-Laws. In the absence of the President and Vice-President, the Secretary shall chair the Board of Directors and act as the Principal Officer.
- D. **Treasurer** – The Treasurer shall be the principal financial officer of ISSF and is responsible for budgetary, audit and financial matters. The Treasurer, along with the Executive Director, will prepare an annual Budget, which will be presented to the board at the fall meeting. The Treasurer will report the financial status of the organization to the Executive Board on a quarterly basis throughout the year, as well as at the regularly scheduled board meetings. An outsourced, non-compensated bookkeeper may be appointed by the Executive Board to deposit checks, perform accounts payable and accounts receivable duties. This person does not have to be a Board member; however, he or she may be asked to attend Board meetings. He or she will perform any other bookkeeping duties and assist in the preparation of the budget as needed. He or she will report to the Treasurer and Executive Director. The Treasurer or Bookkeeper shall sign all checks and disburse all funds as ordered by the Executive Board, keeping records of all transactions and rendering an account of such transactions and of the organization's financial condition at regular meetings of the Board of Directors. Checks will be signed by the Treasurer or Bookkeeper, or in their absence, either the President or Vice-President. ISSF funds shall be placed in an interest bearing account whenever possible.
- E. The **Executive Board** is responsible for the hiring, job description and compensation of the Executive Director.

ARTICLE V. DUES

- A. Annual dues shall be set by a simple majority of the Board of Directors, based on anticipated needs and available resources.
- B. The Executive Director will notify the Executive Board concerning organizations that have not paid membership dues.
- C. A member school that fails to pay the annual dues by September 30 of each year shall be warned by the Executive Board and will be given thirty (30) days to pay the dues. If the organization fails to pay the dues by the 30-day period, it is subject to losing its membership in the Association.

ARTICLE VI. AMENDMENTS

Amendments to these by-laws may be made by a two-thirds (2/3) vote of the Board of Directors present at a regular meeting. Notice of the proposed amendment shall be provided in writing, via e-mail, at least fourteen (14) days in advance of the meeting.