



INTERNATIONAL
SCHOOL OF LOUISIANA

OFFERING A WORLD OF LEARNING THROUGH LANGUAGE IMMERSION AND GLOBAL EDUCATION.

BY-LAWS

ARTICLE I

MISSION

The mission of the International School of Louisiana is to provide a challenging education that emphasizes language immersion in French and Spanish, international awareness, the celebration of diversity, and community responsibility.

ARTICLE II

GOVERNANCE

Section 1. THE BOARD OF TRUSTEES

A. Composition of the Board

The International School of Louisiana ("ISL") shall be governed by a Board of Trustees, no fewer than seven (7) and no more than twenty-one (21) in number, elected as hereinafter provided.

B. Powers of the Board

Subject to the laws of Louisiana, the Board of Trustees shall have all corporate powers, shall oversee the activities and affairs of ISL, and shall have power to appoint such officers and staff as specified in these by-laws for the conduct of business. The Board also has the authority to appoint an Advisory Board of parents, teachers, and community members which shall have such powers and functions as may be determined by the Board of Directors.

C. Duties of the Board

Duties of the Board of Trustees and its members shall include:

1. To protect and maintain the charter of the International School of Louisiana
2. To establish and ensure compliance with the mission of the school
3. To set the policies and procedures which govern the administration of the school
4. To oversee the administration of the school



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5. To provide fiscal management and fiduciary authority over the school and approve its operating budget.

6. To oversee the academic performance of the school, setting such goals and priorities as may be necessary to accomplish the mission of the school.

7. To ensure the financial stability and viability of the school

8. To recruit, hire, evaluate, and, if necessary, discharge the Executive Director.

D. Criteria for Board Membership

1. Commitment to attend meetings of the Board, to participate on at least one committee or sub-committee, to attend school events as often as possible, and to support fundraising activities.

2. Willingness to represent ISL in the community.

E. Election of Board Members

1. Members of the Board of Trustees shall be nominated for membership through the Governance Committee, which reviews qualifications and makes recommendations to the Board.

2. New Board members shall be elected by a unanimous vote of those Board members then in office.

F. Board Terms, Term Limits and Removal of Members

1. Terms for Board members shall be three years. The Secretary of the Board shall maintain records indicating the day, month and year of the beginning and end of each member's term.

2. Board members may serve not more than two consecutive terms.

Members who have completed two consecutive terms may, after an interval of at least one year, seek re-election to the board for additional terms.

3. Members may be removed from the Board by a vote of a majority of the Board members then in office. Members may not, however, be removed without cause. Causes leading to removal from the Board may include:

a. Inappropriate or unethical behavior



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b. Conflict of interest

c. Failure to meet the criteria of Article II Section 1, D.

Notice that removal of a board member will be voted upon, as well as the cause for removal, must be given in writing one meeting prior to a scheduled board meeting or in the notice sent one month before a special board meeting called for that purpose.

Section 2. OFFICERS OF THE BOARD

A. Officer Positions. The officers of the ISL Board shall be the President of the Board, the Vice-President, the Treasurer, the Secretary, and such other officers as the Board may deem necessary for the conduct of its business.

1. The President of the Board shall preside at all meetings of the Board of Trustees, enter into any contract or execute any certificate or instrument in the name and on behalf of ISL that has been approved or authorized by the Board of Trustees and perform all such other duties as may from time to time be delegated to him/her by the Board of Trustees.

2. The Vice-President shall in the absence of the President perform the duties and exercise the powers of the office of President. In the event that the office of President becomes vacant, the Vice President will assume the presidency for the period remaining in the former President's term. The Vice-President shall have such other powers and duties as the Board of Trustees or the President may from time to time prescribe.

3. The Secretary shall record all votes and minutes of all proceedings of the Board of Trustees in a book to be kept for that purpose. Copies of the minutes shall be distributed to all members of the Board of Trustees immediately upon their availability. The Secretary shall be the official custodian of the records of ISL and shall be authorized to certify the contents thereof. The Secretary shall give proper notice of all meetings of the Board of Trustees and shall perform such other



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96 duties as may be prescribed by the Board of Trustees or the
97 President.

- 98 4. The Treasurer shall have charge of and be responsible for all funds
99 and securities of ISL and shall direct the depositing of all funds of
100 ISL as authorized and approved by the Board of Trustees. The
101 Treasurer shall present financial statements of ISL to the Board of
102 Trustees and be empowered to give receipts for monies payable to
103 ISL. The Treasurer shall review the budget and perform all duties
104 incident to the office of Treasurer, as well as other duties as may be
105 assigned to him/her by the Board of Trustees or the President.
106

107 B. Election of Officers and Terms of Office

108 1. Nomination of Board Officers shall be made at the regular Board meeting
109 immediately preceding the Annual Board Meeting or at such other meeting as
110 the Board may decide. Officers of the Board shall be elected at the Annual
111 Board Meeting by a majority vote of all Trustees then in office.

112 2. With the exception of the office of President, vacancies in a Board office
113 may be filled by a majority vote of the Trustees present. A person elected to
114 fill a vacancy as provided in this Section shall hold office until the next
115 annual election of the officers of the Board of Trustees. Resignation from the
116 Board must be in writing to the President of the Board.

117 3. The term of office for all board officers shall be one year.

118 4. The President of the Board shall serve no more than two consecutive
119 terms and shall assume office at the conclusion of the meeting during which
120 s/he is elected.

121 5. The Vice-President, Treasurer, and Secretary of the Board may be re-
122 elected to additional terms without limit.

123 6. Any officer may be removed by a majority vote of all members of the
124 Board of Trustees. Officers may not, however, be removed without cause.
125 Causes leading to removal from office may include:

- 126 a. Inappropriate or unethical behavior
127 b. Conflict of interest
128 c. Failure to perform the duties of the office as set out in



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Article II, Section 2, A 1-4.

7. Notice that removal of an officer will be voted upon, as well as the cause for removal, must be given in writing one meeting prior to a scheduled board meeting or in the notice sent one month before a special board meeting called for that purpose.

Section 3. MEETINGS

A. Time, Place, and Format

1. Except in cases of emergency, the Annual Meeting of the Board shall be held in the month of May of each year, or as soon thereafter as practicable, at the School.

2. In addition to the Annual Meetings, the Board of Trustees shall meet a minimum of four times during each fiscal year. Additional meetings of the Board may be called by the President of the Board, or upon the written request of not fewer than twenty percent (20%) of the members of the Board of Trustees, for the transaction of all such business as may be stated in the call of the meeting.

3. Unless otherwise specified, all meetings of the Board, its committees and subcommittees shall take place at the school.

4. Meetings of the Board, its committees and subcommittees shall be conducted according to Robert's Rules of Order.

5. The Board has the authority to develop policies to enable it and the school to function in times of federally declared national emergencies, which policies shall not be construed as violating either the spirit or the content of these by-laws.

B. Notice of Meetings

All meetings of the Board, its committees and subcommittees shall be open meetings and shall be held in accordance with open meetings laws that govern public bodies in the State of Louisiana.

C. Quorum



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Except as otherwise provided in the Articles of Incorporation or these By-laws, a majority of the total number of the Board of Trustees then in office shall be necessary and sufficient to constitute a quorum.

D. Voting.

1. The Board may not vote without the presence of quorum.
2. At all meetings of the Board of Trustees, each Trustee shall be entitled to cast one vote per motion.
3. Voting by proxy for absent members is not permitted.
4. At all meetings of the Board of Trustees, except as otherwise provided by law or by these By-Laws, all matters shall be decided by a majority of the votes actually cast.
5. All matters requiring votes by the Board shall be advertised as such in the agenda posted and distributed prior to the meeting at which the vote is scheduled to occur.
6. Except in cases of emergency or other exigent circumstances as defined by a two-thirds vote of the Board members present, the Board shall not vote on "New Business" at meetings during which such new business is introduced for consideration.

Section 6. BOARD LIABILITY

The school shall purchase sufficient directors' and officers' insurance to minimize its Board of Trustees' exposure to liability to the fullest extent provided by the laws of the State of Louisiana

ARTICLE III

COMMITTEES OF THE BOARD OF TRUSTEES

A. Executive Committee

1. The Executive Committee of the Board of Trustees shall consist of the President, Vice-President, Secretary and the Treasurer.
2. During times of federally-declared natural disasters or emergencies, a member of Executive Committee may call a meeting



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of this committee, at which meeting the Executive Committee shall have limited and temporary authority to represent the Board as a whole so as to assure the continued functioning of the school. The Executive Committee shall have no power to amend the By-laws or Articles of Incorporation. The Executive Committee shall have no power to vote officers out of office or trustees off the Board.

3. The Executive Committee shall keep minutes of each of its meetings in accordance with these By-laws, and the President shall report all Executive Committee actions to the Board of Trustees at the Board meeting subsequent to the Executive Committee meeting at which such action was taken.

B. Standing and Ad Hoc Committees

1. The Board of Trustees may create such Standing and Ad Hoc Committees as it shall deem necessary to carry on its work. A standing committee may be established or dissolved by a majority vote of all Board members present.

2. The President of the Board of Trustees has the authority to nominate Board members as chairmen of Standing and Ad Hoc committees. These chairmen must be approved by a majority vote of the board members present and have the authority to appoint Board members as well as non-Board members to their (sub)committees; the non-Board members may vote in meetings of committees and subcommittees but not in meetings of the full Board.

3. The President shall be considered an ex-officio member of each committee with the exception of the nominating committee.

ARTICLE IV

ADMINISTRATION

A. Staff

1. The Board will hire the Executive Director subject to a unanimous vote. The Executive Director shall be the chief executive and administrative officer of the school and shall have the authority to:

a. Prepare and, pending the Board's approval, administer the school's operating budget

b. Recruit, hire, and maintain adequate staff as to ensure the



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effective operation of the school. The positions of chief academic officer, chief financial officer, and director of operations may be filled or terminated only with the consent of the Board. The Executive Director and Principal may fill such other teaching and staff positions necessary without consent of the Board.

c. Maintain the operations of the school within the policies and procedures approved by the Board.

2. The Principal shall be the chief academic officer of the school. The duties of the principal include the following:

a. Preparing and administering the curriculum of education at the school

b. Overseeing the teaching staff of the school

c. Ensuring compliance with all state and federal educational guidelines and standards, including student testing.

B. Contracts and Checks

1. The Executive Director shall have the authority to enter into contracts for services pursuant to the directives of the Finance Committee and the Policies & Procedures of the Board.

2. In times of emergencies or other exigent circumstances, the Board may alter its policies for entering into contracts or for signing checks in such ways as the Board may authorize in its Policies & Procedures.

ARTICLE V

AMENDMENTS

These By-Laws may be repealed or amended from time to time by a vote of no fewer than two-thirds of the membership of the Board of Trustees at any meeting of the Board of Trustees. It shall be necessary, as a condition precedent to the amendment or repeal of these By-laws, that the notice of the meeting of the Board of Trustees at which such amendment or repeal is



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258 effected shall contain a statement that the business of the meeting will
259 include a proposed amendment or repeal of the By-Laws.
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