

BYLAWS
of
THE CARBONDALE NEW SCHOOL

Established 1974
Amended 2016

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ARTICLE I NAME, LOCATION, AND PURPOSES

Section 1. Name and Location

The name of the organization shall be The Carbondale New School. This school shall be located in Carbondale, Illinois, in quarters and with facilities suitable to its needs.

Section 2. Purpose

The purpose of this organization shall be to provide regular instruction to an enrolled body of students. Emphasis is placed upon innovative and effective teaching methods and the use of selected programs and products of the national laboratories and research and development centers. It is the policy of the school to maintain an enrollment proportionately representative of the Carbondale community. The Board of Directors, working within the financial constraints of the organization, shall strive to make admission open to all who can benefit from the school program, regardless of ability to pay.

Section 3. Regulation of the Corporation

The powers of the Corporation and its Board of Directors and Officers and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to the provisions of these Bylaws of the Corporation. The Board of Directors shall resolve any disagreement as to the interpretation of these Bylaws, pursuant to the requirements of Article IV, Section 5.

ARTICLE II MEMBERSHIP IN THE CORPORATION

Section 1. Eligibility for Membership in the Corporation

Membership in the Corporation is granted *ipso facto*: (a) to parents or legal guardians of children currently enrolled in the New School; (b) to the Director of the New School and to teachers and other paid employees who work ten or more hours per week in the New School; and (c) to all current members and officers of the Board of Directors.

The Board of Directors may grant membership in the Corporation to other persons for specified lengths of time upon a majority vote of the Board. Such special members may not vote in an election of members of the Board of Directors, of the President of the Corporation, or of the Nominating Committee (as herein later provided) until one year has lapsed from the time of their being made special members of the Corporation.

Section 2. Resignation and Termination of Membership

Any member of the Corporation may resign at any time by filing a written resignation notice with the Secretary of the Board of Directors. Membership in the Corporation shall automatically cease when the grounds for membership, as listed in Section 1 of the Article, no longer exist, or when the term of membership to which the Board has appointed a special member shall have expired.

ARTICLE III MEETINGS OF THE CORPORATION

Section 1. Location of Corporate Meetings

All meetings of the Corporation shall be held in Carbondale at a place convenient to the membership and designated by the Board of Directors.

Section 2. Regular Corporation Meetings

There shall be two regular meetings of the Corporation each year. These meetings shall be held in the fall soon after the beginning of the New School term and in the spring, at a day and hour convenient to the membership and designated by the Board of Directors.

Section 3. Special Meetings

Special meetings of the Corporation may be called by the President of the Corporation upon her or his own action or may be called at the request of three members of the Board of Directors or upon the request of any ten members of the Corporation. Such a call shall state the time, place, and purpose of the meeting.

Section 4. Notice of Meetings

A written notice of each regular meeting or special meeting of the corporation stating the place, day, hour, and purposes of that meeting shall be given to each member of the Corporation at least five days in advance of the meeting.

Section 5. Quorum of the Corporation

At any meeting of the Corporation, one-fourth of the members shall constitute a quorum for the consideration of any question unless otherwise herein required. All persons who the Board has designated as special members do not count toward quorum until they have voting rights.

Section 6. Voting of Corporation Members

Every member of the Corporation shall have one vote except in these circumstances: when one member gives their proxy vote to another member; when this proxy vote is announced in writing to the President of the Board at least five days prior to the election; when a member may hold no more than one proxy vote in a given election; and as delimited in Article II, Section 1. Members are otherwise required to vote in person.

Section 7. Elections by the Corporation

The Board of Directors shall submit the names of three members of the Corporation none of whom are Board Members to the fall meeting of the Corporation to serve as a Nominating Committee. Other candidates for the Nominating Committee may be added from the floor. The duties of the Nominating Committee include providing names of candidates to fill Board vacancies and assisting the Board in conducting elections. The three persons receiving the highest number of votes shall constitute the Nominating Committee for the ensuing year.

Members of the Board of Directors shall be elected by ballot by a majority of the members present and voting. Persons receiving the most votes among all candidates who obtained a majority shall be given the available two-year terms. If an insufficient number of candidates receive majority votes to fill vacant seats, then a run-off election involving the remaining candidates must occur. The Board of Directors is charged with conducting elections and its members are the final arbiters in all matters pertaining to election policies. Should any dispute arise as to methods or results of an election, the matter must be brought to the attention of the Corporation before the next item of business on the meeting agenda.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Membership, Election and Term of Office of Board Members.

There shall be a Board of Directors of this Corporation consisting of nine voting members, one of whom shall be the President of the Corporation and Board. Members of the Board of Directors shall be elected at the spring meeting for two years and until successors are chosen and qualified. The term of the Board of Directors will be staggered, with five members being elected in even-numbered years and four members being elected in odd-numbered years. The Director of the New School shall be an ex officio Member of the Board of Directors but shall not have a vote and is not eligible for election as an Officer of the Board.

Section 2. Powers of the Board

The Board of Directors shall have general charge of the policies, affairs, funds, and property of the Corporation. The Board is empowered to hire and dismiss all personnel of the New School including the Director of the New School and to form committees necessary for the conduct of business of the School. The Board shall have the power to enter into leases and contracts. Note however that the Corporation may at any regular or special meeting remove any specific powers from the Board for any definite or indefinite period of time upon a majority vote of the entire membership of the Corporation, two-thirds of the membership of the Corporation being required for a quorum for this business to proceed.

Section 3. Regular Meetings of the Board

Regular meetings of the Board shall be held monthly at a time and place set by the President of the Corporation and Board. The President, with the advice of the Board and the Director of the New School, shall be responsible for establishing the agenda of all Board meetings. The agenda is to be made public at least five days prior to the Board meeting. The meetings of the Board are open to all members of the Corporation. Any member of the Board or any ten members of the Corporation may have an item placed on the agenda for Board discussion and action upon written request of the President two weeks before the meeting at which the discussion and action is requested.

Section 4. Special Meetings of the Board

Special meetings of the Board may be held at any time and at any place within the city of Carbondale when called by the President of the Corporation and Board or by three members of the Board. Notice of these special meetings including an agenda shall be posted in an established place in the Corporation headquarters at least forty-eight hours before the special meeting. The Secretary shall also provide notice of special meetings to all members of the Board.

Section 5. Quorum for Meetings of the Board

At any meeting of the Board of Directors, a majority of the members of the Board shall constitute a quorum for the transaction of business, but a lesser number may adjourn. Whenever a quorum is present, the question brought before the Board shall be decided by a majority of the Board members present and voting. A non-rebate employee who is a board member shall not be counted in determining whether a quorum is present to take action on any personnel matter relating to non-rebate classroom teachers or the director. A proxy may be assigned by a member of the Board in their absence. The Board member shall notify the Executive Director, or Board Chair, that a proxy will be attending the meeting on their behalf prior to the meeting.

Section 6. Voting of Board Members

Every member of the Board shall have one vote for each item requiring action on the Board's agenda. Board members must be present to vote. In a Board members absence, a proxy may be assigned to vote on that Board members behalf.

a. Electronic Voting

The Illinois Not for Profit Corporation Act gives non-profit corporations the ability to vote on items via email. Items requiring immediate action that cannot wait until the regularly scheduled Board meeting may be voted upon by members of the Board through email correspondence, provided that the item was previously discussed at a prior Board meeting. The item shall be emailed to each member of the Board by the Board Chair, and shall include a detailed description of the item to be voted on and a rationale for necessitating an electronic vote rather than voting at a regularly scheduled meeting. In addition to the information required above, the Board Chair shall also establish a deadline for each member to respond. Members shall respond directly to the Board Chair with a "yes" or "no" vote by the established deadline. A unanimous affirmative vote by a quorum is required for an item to pass. If an item does not receive a unanimous vote, the item shall be placed on the agenda of the next regular meeting for discussion.

Section 7. Vacancies on the Board

Vacancies on the Board of Directors shall be filled by the Nominating Committee with the approval of the remaining members of the Board. If the Board does not approve the candidate, then the Nominating Committee shall submit other names until approval is obtained. Terms of Board members selected to fill vacancies shall continue only until the next annual election of the Board of Directors when an election will be held to fill out the original two-year term.

Section 8. Non-rebate Employees

Non-rebate employees who are members of the Board shall not participate in personnel matters relating to non-rebate classroom teachers or the director. If the Board enters into executive session to discuss personnel matters relating to non-rebate classroom teachers or the director, the non-rebate employee Board member shall not be present. For purposes of this section, personnel matters include, but are not limited to, evaluations, salary decisions, and hiring and firing decisions.

Section 9 . The Original Board of Directors

Notwithstanding any other provision in these Bylaws, the original Board of Directors of the Corporation shall be chosen by the original incorporators at law to serve one full and two full-year terms, dated from the Spring Corporation meeting after they are chosen, with three members serving for one year and four members serving for two years. Thereafter Board members and the President shall be nominated and elected as specified in these Bylaws.

Section 10. The Advisory Board

The Board of Directors shall have the power at its discretion to name an Advisory Board for the New School, to change its membership from time to time, and to take such counsel from the Advisory Board and to assign it such duties as the Board of Directors may see fit. Members of the Advisory Board need not be members of the Corporation and do not become members of the Corporation unless so elected by the Board according to Article II, Section 1.

ARTICLE V OFFICERS OF THE BOARD OF DIRECTORS

Section 1. The Officers of the Board

The Officers of the Board Shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board shall choose these officers from within their membership at the first Board meeting each year following the Spring election of new Board members.

Section 2. Original Officers

Notwithstanding any other provision in these Bylaws, the President of the Original Board and the Corporation shall be chosen by the incorporators at law to serve a full-year term dating from the Spring after he or she has been chosen. The Board shall choose the three other Original Officers from within their membership.

ARTICLE VI REMOVAL OF BOARD MEMBERS

At any special meeting of the Corporation called in accordance with these bylaws, any ten persons may introduce a petition requesting the removal of any member or members of the Board of Directors, by first introducing the petition and then stating the reasons for this action. A special quorum of one-third of the Corporation membership is required for this business to take place. The presiding officer of any such meeting shall be the President, unless the President is a subject of the petition in which case the Vice President or other Board officer shall preside. Should no other Board officer or Board member be available or eligible to preside, a person chosen by simple majority of those members present shall preside over the meeting. Any Board member whose removal is sought is nonetheless entitled to vote. After the person or persons whose removal is sought have had an opportunity to respond before the Corporation, the Board member or members may be removed by a two-thirds vote of the members present.

ARTICLE VII DUTIES OF OFFICERS

Section 1. General

Each officer, subject to these Bylaws, shall have in addition to the duties and powers herein set forth, such duties and powers as the Board of Directors may from time to time designate.

Section 2 President of the Corporation and Board

The President shall be the chief executive officer of the Corporation and the Board of Directors. The President shall preside at all meetings of the Corporation and of the Board of Directors at which he or she is present. The President also functions as a voting member of the Board of Directors.

Section 3. Vice-President

The Vice-President shall preside at meetings of the Corporation and of the Board of Directors in the absence of the President and shall assume the office of President in the permanent absence or incapacity of the President until a new President is elected in accordance with these Bylaws.

Section 4. Secretary

The Secretary shall keep a copy of the Agreement of Association, a copy of these Bylaws and Articles of Amendment of any of the foregoing, the corporate seal, and a true record of all the meetings of the Corporation in a book to be kept therefore, which book shall be kept at the quarters of the Corporation and shall be open at all reasonable times to the inspection of any member of the Corporation. The Secretary shall also keep accurate records of the meetings of the Board of Directors and of the Corporation and also a list of all current members of the Corporation.

Section 5. Treasurer

The Treasurer shall have charge of the financial concerns of the Corporation and the custody of the funds and valuable papers of the Corporation. The Treasurer shall keep accurate books of account, which shall be the property of the Corporation and shall be available for inspection by any member. The Treasurer shall present yearly financial reports to the members at the Spring meeting of the Corporation and such other reports as the Board of Directors may require.

ARTICLE VIII PARLIAMENTARY PROCEDURE

Robert's Rules of Order Newly Revised shall govern the order of any meeting of the Corporation and of the Board of Directors (this being the most current revised edition).

ARTICLE IX THE CORPORATE SEAL

The seal of the Corporation shall, subject to alteration by the Board of Directors, consist of a flat-faced circular die with the words "Carbondale New School 1974" and "ECCE EGO FACIO NOVA" together with the word "seal" engraved thereon.

ARTICLE X EXECUTION OF PAPERS

All deeds, leases, contracts, bonds, notes, checks and drafts, and other obligations made, accepted and endorsed by the Corporation through the Board of Directors shall be signed by the President and the Treasurer, except as the Board of Directors may authorize in some other manner.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall be July first to June thirtieth.

ARTICLE XII AMENDMENTS

Section 1.

These Bylaws may be altered, amended, or repealed by the affirmative vote of two-thirds of the members present and voting at any annual meeting, or special meeting of the Corporation. Such amendments must first be submitted to the Board of Directors for their approval at least three weeks

before the meeting of the Corporation at which they are to be considered. When the Board of Directors has not given its approval, a special quorum of one-half of the membership of the Corporation shall be required at such a meeting for this business to proceed. A written copy of all proposed amendments shall be sent to each member of the Corporation at least two weeks before the meeting of the Corporation at which they are to be considered.

Section 2.

The Board of Directors or a committee of the Board on its own initiative may propose amendments. Amendments may also be initiated by majority vote at any regular or special Corporation meeting or at anytime by petition supported by 10 or more Corporation members. Ratification of such proposed changes shall follow the procedures outlined above (XII, Section 1).

Section 3.

The Bylaws first adopted by the Original Incorporators are hereby superseded by these amended Bylaws, which were adopted on May 12, 2016.