

**BYLAWS
of the
INDIANA COUNCIL OF SCHOOL ATTORNEYS
(Adopted June 9, 2017)**

ARTICLE I - NAME

The name of this organization shall be the Indiana Council of School Attorneys (Council or ICOSA).

ARTICLE II - ORGANIZATION

The Indiana Council of School Attorneys shall be associated with the Indiana School Boards Association as a Council, and the location of the principal office of the organization shall be in Indianapolis, Indiana, at the headquarters of the Indiana School Boards Association.

ARTICLE III - PURPOSES

The purposes for which this Council is established are the following:

- A. To identify the current legal problems of concern to attorneys who advise school boards, to disseminate legal information and analysis to members, and to promote the exchange of legal information and analysis among members. To accomplish this purpose, members shall be encouraged to contribute to a virtual discussion group which shall be established in the office of the Indiana School Boards Association, for the benefit of all members of the Council;

- B. To provide a state forum for consideration of the practical and professional problems faced by school attorneys incident to their providing legal counsel, advice, and representation to school boards;
- C. To promote a closer and more understanding relationship between school attorneys and their client school board members and the Indiana School Boards Association;
- D. To provide the means by which school attorneys may participate actively in the state educational dialogue in association with the Indiana School Boards Association and support the work of the Indiana School Boards Association while retaining their professional identity.

ARTICLE IV - MEMBERSHIP

A. Eligibility

- 1. Membership in the Indiana Council of School Attorneys shall be open to any attorney at law who:
 - a. is licensed to practice before the highest court of any state of the United States of America or before a court of record of the United States of America;
 - b. is a member in good standing of the bar of Indiana; and
 - c. represents on a regular or continuing basis any school corporation or educational entity, which is a member of the Indiana School Boards Association;

2. An attorney who meets the above eligibility criteria may become a member of this organization upon the payment of the dues as provided and upon approval by the Executive Committee. To qualify for membership, an attorney shall submit an application for membership, endorsed by certification by a school entity stating the applicant represents a specified school entity in Indiana and the school entity is a member of the Indiana School Boards Association, in good standing.
3. Membership is limited to attorneys who manifest a genuine interest in, and sympathy with, the purposes of the Council as expressed in Article III.
4. Membership shall be by individual attorney rather than membership by an entity.
5. Any member may be accompanied at meetings by another attorney(s), if the guest is an associate with whom the member practices. If a member is unable to attend a general meeting of the Council, the member may designate a member of his or her entity to attend the meeting as a non-voting participant.
6. Any attorney employed by the Indiana School Boards Association shall be a member in the Council without charge.

B. Termination of Membership

Membership shall terminate when a member ceases to represent a school corporation or an educational entity, or for other good and just cause including conduct adverse to the purposes of the Council, or upon the nonpayment of membership dues. A member shall promptly notify the Chair of the Council in the event of termination of the attorney-client relationship with all Indiana School Boards Association members.

C. Membership Decisions

1. The Executive Committee, as described herein, shall decide any dispute or other matters relating to eligibility for membership or termination of membership.
2. The Executive Committee shall have final authority to determine eligibility of candidates for membership, to terminate membership, and to keep the Indiana School Boards Association Board of Directors informed as to the membership of the Council.

D. Dues and Integrated Membership

1. The Council shall have integrated membership with the NSBA Council of School Attorneys. The Council shall pay to the NSBA Council of School Attorneys for membership in that organization the appropriate portion of the annual dues of each member.
2. Any eligible attorney may become a member of the Council and the National School Boards Association (NSBA) Council of School

Attorneys through the payment of the dues set for each fiscal year by the Executive Committee.

E. Fiscal Year

The fiscal year for the Council shall be from July 1 of each year through June 30 of the next year.

ARTICLE V - GOVERNING AUTHORITY

A. ICOSA Liaison

1. The Executive Director of Indiana School Boards Association may appoint an attorney employed by Indiana School Boards Association as the Indiana Council of School Attorneys (ICOSA) Liaison.

B. Executive Committee

1. The Executive Committee shall be composed of five (5) members who shall be elected by the members of the Council at the Council's annual June meeting, including the officers of the Council. All members of the Executive Committee shall be members in good standing of the Council at the time of their election.
2. The Executive Committee shall consist of a Chair, Vice-Chair, Secretary and two (2) non-officers. The Chair, Vice-Chair and Secretary shall be nominated as a slate with the understanding

that Secretary will be nominated as Vice-Chair and the Vice-Chair will be nominated as Chair in subsequent terms.

3. Term of Office - Each elected member of the Executive Committee shall serve three (3) terms of two years. One (1) member of the initial Executive Committee elected in June 2017 shall serve one (1) term. One (1) other member of the initial Executive Committee elected in June 2017 shall serve two (2) terms. If two (2) members do not volunteer to step down consistent with this paragraph, the Executive Committee shall determine which members will be limited to one or two terms.
4. Ex-Officio Members of the Executive Committee - The ICOSA Liaison if appointed by the Executive Director of the Indiana School Boards Association, or the Executive Director's designee if an ICOSA Liaison has not been appointed, shall serve as an ex-officio member of the Executive Committee, without vote. At the conclusion of any member's service in the office of Chair, that former Chair shall become an ex-officio member of the Executive Committee, without vote, for the next two (2) years; provided, however, that any former Chair also shall be eligible for election to a full, voting membership on the Executive Committee.

C. Officers

The Officers shall have the following responsibilities:

- a. Chair - presides at all meetings of the Council and Executive Committee. The Chair shall have the authority to appoint standing or special committees.
- b. Vice-Chair - assumes the duties of the Chair in the absence of or at the request of the Chair.
- c. Secretary - duties of the Secretary shall be established by the Executive Committee.

E. Powers and Duties of the Executive Committee

The Executive Committee shall have full authority and responsibility to conduct the business of the Council between annual meetings of the membership of the Council. Specifically, it shall have authority to fix membership fees and other charges, amend these bylaws as set forth in Article VIII, fill vacancies in officer positions and the Executive Committee, and take all other actions necessary to the management of the affairs of the Council. The Executive Committee shall adopt a budget for each fiscal year.

F. Fiscal Authority and Control

All funds of the Council shall be administered jointly by the Secretary of the Council and the Indiana School Boards Association with its general funds and shall be subject to the fiscal policies of the Indiana School Boards Association. Expenditures shall be made pursuant to the actions of the Executive Committee and accounted for through regular Indiana

School Boards Association accounting procedures. Amendments to the dues structure of the Council shall be adopted only after consultation with the Executive Director of the Indiana School Boards Association.

ARTICLE VI - MEETINGS

A. Membership - Annual and Special Meetings

1. The annual meeting of the Council shall be held at the Council's June meeting.
2. Special meetings of the Council may be called by the Chair or any three (3) members of the Executive Committee upon five days' notice, with the notice to contain the proposed subject or subjects of the special meeting.
3. The number of members who attend the annual meeting of the Council shall constitute a quorum for the purpose of electing officers and members of the Executive Committee and transacting all other business requiring a vote of the membership. All action shall be by majority vote of the members present. Members shall not be permitted to vote by proxy. These requirements also apply to special meetings.

B. Executive Committee

1. The Executive Committee shall meet at least twice each year. Other meetings of the Executive Committee may be called by the Chair.

2. Three (3) members of the Executive Committee shall constitute a quorum for all meetings of the committee. Nothing herein shall preclude members of the Executive Committee from voting by electronic mail or telephonic means or methods. Any action taken by a majority of the members of the committee present and voting shall be binding.

ARTICLE VII - ASSETS AND DISSOLUTION

The assets of the Council shall be a part of and incorporated with the assets of the Indiana School Boards Association and shall be subject to the provisions of the constitution and bylaws of the Indiana School Boards Association with regard to dissolution and distribution. In no event shall any of the assets of the Council inure to the benefit of any member of the Council.

ARTICLE VIII - AMENDMENTS

Amendments to these bylaws may be adopted by the Executive Committee of the Council, subject to the approval by the membership of the Council at the next meeting of the Council or at a special meeting called for that purpose. All amendments to these bylaws shall be effective upon their approval by the membership.