

ARTS SCHOOLS NETWORK

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AMENDED & RESTATED BYLAWS

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(As of January 12, 2011)

Revised July 2025

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Arts Schools Network

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BYLAWS

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ARTICLE I

OFFICE

Section 1. Principal O ff i c e and Address. Arts Schools Network (hereinafter referred to as "ASN/NETWORK") shall maintain an office and an address as the Board of Directors may determine or as the affairs of ASN/NETWORK may require.

Section 2. Registered Office. ASN/NETWORK The registered office may be, but need not be, located in the principal office of ASN/NETWORK. From time to time, the Board of Directors may change the address of the registered office.

ARTICLE II

MEMBERS

Section 1. Members. The Corporation shall have one or more classes of non- voting members who shall consist of such organizations that wish to support the activities and objectives of the Corporation. The Board of Directors shall, from time to time, define the term and qualifications for membership in the Corporation, including the rights, duties, and obligations of each class of members. Upon being accepted as a member and paying any applicable membership dues, each member shall be entitled to such privileges and services as determined by the Board of Directors.

Section 2. Payment of Dues. Membership dues shall be payable in accordance with a dues schedule fixed by the Board of Directors from time to time.

ARTICLE III

DIRECTORS

Section 1. Powers and Qualifications. The policies of ASN/NETWORK shall be determined and its affairs shall be managed by its Board of Directors. The directors shall act only as a Board of Directors, or as a committee thereof; individual Directors shall have no power as such.

Section 2. Number. The initial number of directors of ASN/NETWORK shall be fixed by the Articles of Incorporation. Thereafter, the number of directors of ASN/NETWORK shall be not less than three (3) nor more than thirty (30)

Section 3. Affiliation. The nomination of directors of ASN/Network shall only come from schools or entities currently represented on the Board of Directors. If a Director's affiliation should change and more than one person would come to serve from the same school and/or entity both may continue to serve until the end of their term.

Section 4. Directors Criteria and Terms. Directors shall consist of the officers of the Corporation (elected as provided in Article VI) and those individuals appointed by the Executive Committee of the Board of Directors. Each Director serving by virtue of their position as an officer of the Corporation shall serve at least one (1) three (3) year term, and may be eligible to serve up to two (2) consecutive terms in the same position. A third consecutive term in the same position may be granted under exceptional circumstances, upon the recommendation of the Governance Committee, and subject to approval by the Board of Directors. Second and third terms are not guaranteed (see Sections 4b and 4c).

Once a term is complete, Officers may serve in a different Officer position on the Board immediately after their current position's term(s) ends (potentially for more than a total of two or three terms if in a pipeline of Officer positions), or in the same position for a second or third term upon the recommendation of the Governance Committee and upon the approval of the Board.
After a one (1) year hiatus from the Board, a Director may be elected to the Board for additional terms the same as if said Director had not previously served on the Board. Each Director appointed by the Board shall begin their term at the annual conference.

Section 4a. First Term Criteria for Directors. A Director must: a) be a full-time principal, head of school, or key leader in their organization, unless otherwise approved at the discretion of the Executive Committee; b) be willing to actively serve/participate in one or more committees or task forces throughout their term; and c) attend all conferences and a majority of the annual board meetings, barring reasonable emergencies or obligations.

Section 4b. Second Term Criteria for Directors. A Director must: a) be a full-time principal, head of school, or key leader in their organization, unless otherwise approved at the discretion of the Executive Committee; b) have actively served/participated in one or more committees or task forces throughout their first term; c) have attended all conferences and a majority of the annual board meetings, barring reasonable emergencies or obligations; and d) be elected for a second term (as provided in Article VI) or appointed by the Executive Committee of the Board of Directors.

Section 4c. Third Term (or Additional Final Term) Criteria for Directors. A Director seeking a third consecutive term must: a) continue to meet the criteria in Section 4b; b) demonstrate a clear and compelling rationale for continued service, such as continuity in leadership or the completion of critical initiatives; c) be recommended by the Governance Committee; d) not be an immediate past President of the Board of Directors; and e) be approved for a third term by the Board of Directors.

Section 5. Resignations. Except as otherwise required by law, any Director may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

Section 6. Removal. Directors may be removed from office at any time, with or without cause, upon a majority vote of the Board of Directors.

Section 7. Vacancies. Vacancies in the Board of Directors shall be deemed to exist in the event of the resignation, removal, or death of a director, or in the event of an increase in the number of directors. Any such vacancy shall be filled by appointment by the Board of Directors. A director appointed to fill a vacancy shall hold office for the unexpired term of their predecessor.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Location of Meetings. All meetings of the Board of Directors may be held in person or may be held by means of telephone or web conference.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors and designated in the notice or waiver of notice of the meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held at such time (e.g. June/July, October/November and January) and place as shall be determined by the Board of Directors and designated in the notice or waiver of notice of the meeting. At least one meeting per year will be held in person.

Section 4. Call of Special Meetings. The President may call, or upon the request of a majority of the members of the Board of Directors, the Secretary shall call, special meetings of the Board of Directors.

Section 5. Notice of Meetings. Notice of meetings of the Board of Directors shall be in writing, and shall be sent to each director by e-mail at least five (5) days before the time designated for such meeting. Such notice shall state the time and place (in person or by call) of the meeting; A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 6. Quorum of Directors and Action by the Board. At all meetings, a majority of the currently serving members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. (e.g.- If there are currently twenty (20) members on the Board, eleven (11) would constitute a majority.), The act of a majority of the Board of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 8. Informal Action by Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Section 9. Compensation of Directors. Directors may not receive compensation for services rendered to ASN/NETWORK in their capacity as directors; however, the Board may authorize reimbursement for all expenses incurred in connection with the performance of services for ASN/NETWORK, including but not limited to attendance at annual, regular, or special meetings of ASN/NETWORK. Nothing herein shall be construed to preclude any director from serving ASN/NETWORK in any other capacity and receiving compensation for such service.

ARTICLE V

COMMITTEE

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Section 1. Executive Committee. The Corporation shall have an Executive Committee, which shall consist of the officers of the Corporation. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board, but only to the extent provided for by resolution of the Board of Directors.

Section 2. Other Board Committees. The Board of Directors may also designate from time to time two or more directors to serve on such other committee or committees of the Board as deemed appropriate. The Board of Directors shall have the power at any time to designate a member of such committee as its chair, fill vacancies, change the membership, or discharge a committee. The Committee Chair shall be a member of the Board. Committees may designate people to serve on the committee from the general ASN/NETWORK membership. Only people who are or work for organization that are members in good standing may be designated and serve as committee members. Ex-Directors will be invited to serve on committees or task forces.

Section 3. Powers. Each committee shall have, and may exercise, such powers as authorized by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law. The members of a committee shall act only as a committee.

Section 4. Term. Members of a committee shall serve for a term as designated by the Board of Directors.

Section 5. Meetings. Meetings of a committee may be held in person, by telephone, web conference, or any other means of communication by which all persons participating in the meeting are able to hear one another. Each committee shall keep records of its actions and report such actions to the Board of Directors and the President.

Section 6. Quorum/Action. A majority of the then serving members of any committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a quorum is present shall be deemed the action of the committee, except when a committee has only two (2) members in which case any action must be by unanimous consent.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of NETWORK shall be a president, vice president(s), secretary, treasurer, immediate past president, and such other officers as shall from time to time be provided for by the Board of Directors. The Managing Director serves on the Board of Directors in a non-voting ex officio capacity.

Section 2. Term of Office and Removal. The officers of ASN/NETWORK shall be elected by the Board of Directors at its annual meeting. Terms of Officers shall begin at the board meeting following the annual meeting (traditionally both the annual meeting and the board meeting occur at the October conference.) Such officers shall hold office for a term of two (2) years and may continue to serve until their respective successors are elected. The officers shall be subject to removal at any time whenever the Board of Directors determines that the best interest of ASN/NETWORK will be served thereby; provided, however, that removal of an officer shall be without prejudice to their contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights. Individuals who serve as an officer of ASN/NETWORK will continue to be members of the Board of Directors. Once an individual ceases to be an officer they will again be subject to the process of appointment for all other members of the Board of Directors for ASN/NETWORK.

Section 3. President. The president shall have general supervision over the affairs of ASN/NETWORK, and shall perform all duties incident thereto and have such power as may from time to time be assigned by the Board of Directors. The immediate Past President agrees to serve one additional term on the Board of Directors for purposes of transition and continuity.

Section 4. Vice President(s). The vice president(s) in the order so determined by the Board of Directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

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Section 5. Secretary. The secretary shall: act as secretary of all meetings of the Board of Directors and other committees and work with the Operations and Administrative Lead to : keep the minutes thereof in the proper book or books; see that the reports, statements, and other documents required by law are properly kept and filed; and in general perform all the duties incident to the office of secretary and such related duties as may from time to time be assigned by the Board of Directors or the president All books, records, papers, documents, and other properties of ASN/NETWORK shall be catalogued and stored by the Operations and Administrative Lead.

Section 6. Treasurer. The treasurer shall: collect and keep an account of all moneys received and expended for the use of NETWORK; collect and keep an account of all moneys deposited by NETWORK in the name of NETWORK in such depositories as shall be approved by the Board of Directors; present reports of the finances of NETWORK at each annual meeting and when called upon by the president; and, perform such related duties as shall be directed by the Board of Directors or the president. All books, records, papers, documents, and other properties of ASN/NETWORK shall be catalogued and stored by the Operations and Administrative Lead.

Section 7. Immediate Past President. The immediate past president shall: serve on the Board of Directors in a non-voting ex officio capacity, be available as an advisor to the Executive Committee as needed, and such related duties as may from time to time be assigned by the Board of Directors or the president.

Section 8. Other Officers. Other officers elected or appointed by the Board of Directors shall have such powers as shall be assigned to them by the Board of Directors or the president.

Section 9. Agents and Employees. The Board of Directors may appoint an Operations and Administrative Lead and any other agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 10. Compensation of Officers, Agents, and Employees. The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

ARTICLE VII LIABILITY

AND INDEMNIFICATION

Section 1. Liability. To the extent permitted by law, in the absence of fraud or bad faith on their part, the directors of ASN/NETWORK shall not be personally liable for its debts, obligations, or liabilities.

Section 2. Indemnification. ASN/NETWORK shall indemnify any director or officer, or former director or officer, and advance related expenses, against expenses incurred in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being, or having been, such director or officer, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under these Bylaws, any agreement, vote of the Board of Directors, or otherwise.

In no case, however, shall ASN/NETWORK indemnify, reimburse or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time NETWORK is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or Section 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE VIII

GENERAL

PROVISIONS

Section 1. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf of NETWORK, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of NETWORK. Any such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors may authorize the president or any other officer or agent of NETWORK to: obtain loans and advances at any time for NETWORK from any bank, trust company, firm, corporation, individual, or other institution; make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of NETWORK; and pledge and hypothecate, or transfer any securities or other property of NETWORK as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. No loans shall be made by NETWORK to any director or officer thereof.

Section 3. Gifts. The Board of Directors may accept on behalf of NETWORK any contribution, gift, bequest, or devise for the purposes of NETWORK.

Section 4. Investments. NETWORK shall have the right to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The Board of Directors is restricted to prudent investments, which a director is or may hereafter be permitted by law to make.

Section 5. Voting of Securities Held by NETWORK. Stocks and other securities owned by NETWORK shall be voted, in person or by proxy, as the Board of Directors may specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the president may determine.

Section 6. Books and Records. There shall be kept by the Operations and Administrative Lead correct books of accounts of all the business and transactions of NETWORK.

Section 7. Depositories. The funds of NETWORK not otherwise employed shall from time to time be deposited to the order of NETWORK in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one (1) or more officers or agents of NETWORK to whom such power may from time to time be delegated by the Board of Directors.

Section 8. Signatories. All checks, drafts, and other orders for payment of money out of the funds of NETWORK, and all notes and other evidences of indebtedness of NETWORK shall be signed on behalf of NETWORK in such manner as determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of NETWORK.

Section 9. Corporate Seal. The corporate seal shall be circular in form, shall have the name of NETWORK inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year NETWORK was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 10. Annual Audit or Review. The Board of Directors may require that an annual audit or review be made of the books and accounting records of NETWORK.

Section 11. Fiscal Year. The fiscal year of NETWORK shall be determined by resolution of the Board of Directors.

ARTICLE IX

AMENDMENT

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These Bylaws, or any one (1) or more of the provisions thereof, may be altered, amended, or repealed and new Bylaws adopted by an affirmative vote of the majority of a quorum of the Board of Directors. Notice of the intent to alter, amend, or repeal and adopt new Bylaws shall be given to the Board of Directors in accordance with Article IV, Section 5 hereof.

ARTICLE X

EFFECT OF PROVISIONS OF LAW AND ARTICLES OF INCORPORATION

Each of the provisions of these Bylaws shall be subject to and controlled by specific provisions of the District of Columbia Nonprofit Corporation Act or the Articles of Incorporation which relate to their subject matter and shall also be subject to any exceptions or more specific provisions dealing with the subject matter appearing in these Bylaws, as amended from time to time.

