



**BYLAWS OF
IRVINGTON COMMUNITY SCHOOL, INC.**

Updated and Approved: February 25, 2026

Last Approved Update: January 2017

The purpose of bylaws for Irvington Community School, Inc. is to provide the foundation that governs the internal operations and structure of the school's board of governors. These bylaws ensure transparency, accountability, and consistency by outlining rules for board member duties, meetings, voting, and other aspects of governance, and are required by the Office of Education Innovation (OEI) for compliance and accountability.

ARTICLE I – General

Section 1: Name

The name of the corporation is Irvington Community School, Inc. (the “Corporation”). In 2023 ICS was required to file individual school registrations with the State of Indiana. The accompanying school registration numbers are 1531, Irvington Community Elementary School, 1532, Irvington Community Middle School and 1537, Irvington Preparatory Academy.

Section 2: Address

The address of the Corporation’s registered office is 5751 University Avenue, Indianapolis, Indiana, 46219.

Section 3: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June before succeeding next.

Section 4: Leadership

The ICS Board of Governors is responsible for overseeing the selection, duties, and evaluation of the CEO, the organization’s key administrator, and ensuring that strategic and organizational planning aligns with the school's objectives.

ARTICLE II – Board of Governors

Section 1: Governors

The affairs of the corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Governors, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board of Governors shall have the number of members, no less than three, as designated by resolution of the Board of Governors from time to time.

Section 2: Terms

Governors will initially serve a two-year term. They may renew their membership for a second and third consecutive two-year term (total of six consecutive years) subject to board approval during a scheduled public board meeting. At the conclusion of their third consecutive term, such board members must cycle off the board for two years before being eligible for reelection to a two-year term. A Board member may be elected to a term by the Board of Governors by a vote of no less than three-fourths of a properly constituted quorum of the Board of Governors.

Section 3: Board Member Recruitment

The [ICS Board of Governors' Member Recruitment Policy](#) will guide the Board of Governors' recruitment process.

Section 4: Quorum and Voting

A majority of Governors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Governors. Except as specified in Article II, Section 1 of these Bylaws, the act of a majority of Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors.

Section 5: Meetings

Meetings of the Board of Governors may be held in any manner permitted by IC 5-14-1.5-3.6 et seq., including by electronic means. The Board of Governors may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Governors, for the purpose of transacting such business as may properly come before the Corporation's Board of Governors. Public notification of Board meetings will comply with Indiana's Open Door Law (IC 5-14- 1.5 et seq.); meeting notice will be posted 48 hours (i.e., two business days) prior to each Board Meeting, with notification displayed at all three Irvington Community School offices. Each member of the Board of Governors is required to physically attend at least one meeting annually.

Section 6: Executive Meetings

Notwithstanding the preceding Section 5 of this Article, the Board of Governors may hold special meetings – i.e., Executive Sessions – for any lawful purpose upon not less than two days notice, as described in Section 7 of this Article, upon a call by the Chairman of the Corporation, or by not less than two members of the Board of Governors. A special meeting shall be held pursuant to IC 5-14-1.5 et seq. at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of the Executive Session shall also be noted.

Section 8: Means of Communication

The Board of Governors, or a committee thereof, may:

- (a) permit a Governor or a committee member to participate in a meeting by or
- (b) conduct a meeting through the use of any means of communication by which all Governors or committee members participating may simultaneously hear each other during the meeting. A Governor or a committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 9: Action By Written Consent

Subject to IC 5-14-1.5 et. seq. any action required or permitted to be taken at any meeting of the Board of Governors, or any committee thereof, may be ratified without a meeting if a written consent describing such action is signed by each Governor or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action ratified by written consent shall be effective when the last Governor or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section shall have the effect of ratifying a meeting vote and may be described as such in any document.

Section 10: Removal and Vacancies

Any Governor may be removed from office at any time, with or without cause, by a vote of three fourths of a properly constituted quorum of the Board of Governors. Any vacancy on the Board of Governors shall be filled at the discretion of the Board of Governors in accordance with the provisions of Article II, Sections 1 and 2 of the Bylaws of the Corporation.

Article II is hereby amended to include sections 11, 12, and 13

Section 11: Eligibility for Board of Governors Membership

Actively employed staff of Irvington Community Schools are not eligible to serve as members of the Board of Governors, in order to comply with the organization's conflict of interest policy. Former employees may not be considered for membership on the Board of Governors until after a period of one (1) year following the end of their employment. Former employees who are designated as "not re-hirable" are prohibited from board service, including board committees. Current staff members, however, may participate as members of committees established by the Board of Governors.

Section 12: Board Member Responsibilities in Grievance Procedures

The board of governors is responsible for ensuring that all grievances, particularly those related to Title IX, are handled in accordance with established procedures. Board members must uphold impartiality and confidentiality throughout the grievance process, ensuring that no individual serves as both investigator and decision maker. The board is tasked with reviewing appeals of grievance determinations and sanctions, providing both parties a fair opportunity to present written statements. Board members must also ensure that retaliation is not tolerated and that all records of investigations, outcomes, appeals, and relevant training are maintained for the legally required period. In fulfilling these duties, board members are expected to act with integrity, fairness, and in the best interest of the school community. The Title IX Grievance Procedure is located on the Irvington Community Schools website, a link has been provided here: [ICS Title IX Policy & Procedures - Irvington Community Schools](#)

Section 13: Conflict of Interest

The conflict-of-interest policy is designed to safeguard the interests of Irvington Community Schools when considering transactions or arrangements that could benefit the private interests of its Board of Governors and committee members. An "Interested Person" is defined as any Governor, principal officer, or committee member with board-delegated powers who has a direct or indirect financial interest. Such interests must be disclosed, and the board will determine if a conflict exists. If a conflict is identified, the board will seek alternative arrangements or, if none are available, decide by majority vote if the transaction is fair and in the organization's best interest. Failure to disclose conflicts may result in disciplinary action, including but not limited to dismissal from the Board of Governors. All members are required to complete an annual conflict-of-interest questionnaire. A link to the Conflict of Interest Policy has been provided.

[W Conflict of Interest Statement Questionnaire UPDATED 9.4.25.docx](#)

ARTICLE III – Officers

Section 1: In General

The officers of this Corporation shall be a Chair, Vice Chair, a Secretary, a Treasurer, and such other officers as the Board of Governors may otherwise elect. An officer may simultaneously hold more than one office although one person holding Chair and Treasurer offices is prohibited. Each officer shall be elected by the Board of Governors

and shall serve for such duration as prescribed by the Governors at the time of such election, and until the officer's successor is elected and qualified. All officers may, but need not, be members of the Board of Governors. Any officer may be removed by the Board of Governors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Governors and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2: Chair

The Chair shall preside at all meetings of the Board of Governors of the Corporation and shall be responsible for implementation of policies established by the Board of Governors. The Chair shall perform the duties incident to the office of chief executive officer of the Corporation and such other duties as the Board of Governors may prescribe.

Section 3: Vice Chair

The Vice Chair shall assist the Chair and shall assume the duties of the Chair in the event of her or his absence or disability. The Vice Chair shall perform the duties usual to such a position and such other duties as the Board of Governors or Chair may prescribe.

Section 4: Secretary

The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall attend meetings of the Board of Governors of the Corporation and prepare and enter in the minute book the minutes of all meetings of the Board of Governors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such a position and such other duties as the Board of Governors or Chair may prescribe.

Section 5: Treasurer

The Treasurer shall prepare and maintain accurate, correct and complete records of accounts showing the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Governors or the Chair, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Governors or Chair may prescribe.

Section 6: Other Offices

Each other officer of the Corporation shall perform such duties as the Board of Governors or Chair may prescribe.

ARTICLE IV – Committees

Section 1: Executive Committee

The Board of Governors shall designate three or more Governors of the Corporation to constitute an Executive Committee. This will be done via resolution adopted by a majority of Governors then in office and will grant the Executive Committee the authority of the Board of Governors to manage the Corporation's affairs. This authority shall vest only during the time between meetings of the Board of Governors and shall be subject to the authority of the Board of Governors, the extent of the resolution, and the extent of applicable laws.

Section 2: Governance Committee

Consistent with the purposes of the Corporation outlined in the Corporation's Articles of Incorporation, the Board of Governors may establish a Governance Committee to advise the Corporation on the continuing and future operation and policies of Charter School(s) organized and operated by the Corporation. Membership of the Governance Committee shall consist of members of the Board of Governors, employees of the Corporation, parents and students attending a Corporation Charter School, and the community at-large.

Section 3: Advancement Committee

Consistent with the purposes of the Corporation outlined in the Corporation's Articles of Incorporation, the Board of Governors may establish an Advancement Committee to develop and help implement fundraising goals and strategies designed to improve the financial sustainability of the Corporation.

Section 4: Finance Committee

Consistent with the purposes of the Corporation outlined in the Corporation's Articles of Incorporation, the Board of Governors may maintain a Finance Committee to advise the Corporation on its financial state and suggest strategies to the Corporation in the management of its finances, including but not limited to management of cashflow, management of debt obligations of the Corporation and management of investment of funds held by the Corporation. The Finance Committee shall be chaired by the Treasurer of the Corporation and from time to time shall recommend finance policies for the Corporation to adopt.

Section 5: Other Committees

The Board of Governors may, by resolution, establish other committees, in addition to the Executive Committee, to accomplish the goals of the Corporation.

Members of such other committees may, but need not, be members of the Board of Governors and may be removed by the Board of Governors with or without cause.

ARTICLE V – Indemnification

Section 1: Indemnification by the Corporation

To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a Governor or officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit, or proceeding

- (a) if such person is wholly successful with respect thereof or,
- (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article.

Section 2. Definitions

- (a) As used in this Article, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise;
 - (i) By reason of her or his being or having been a Governor or officer of the corporation or of any corporation where he or she served as such at the request of the Corporation, or
 - (ii) By reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article, the term "wholly successful" shall mean

(i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against her or him,

(ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or

(iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement

Section 3: Entitlement to Indemnification

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification:

(a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Governors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article and

(b) if the Board of Governors, acting upon such written finding, so determines.

The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings that is within the possession or control of the Corporation.

Section 4: Relationship to Other Rights

The right of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled.

Section 5: Extent of Indemnification

Irrespective of the provisions of this Article, the Board of Governors may, at any time and from time to time, approve indemnification of Governors, officers, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6: Advancement of Expenses

Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Governors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7: Purchase of Insurance

The Board of Governors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article and insurance protecting the Corporation's Governors or officers, or other persons.

ARTICLE VI – Fiscal Responsibility

Section 1: Budget

The Board of Governors shall engage in annual budget planning, led by the School’s Director, who shall present periodic updates regarding budgeting at public board meetings.

Section 2: Audit

The BOG shall call for an annual audit of the organization

Section 3: Contracts

The Board of Governors may authorize one or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Governors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 3: Checks

All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Governors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3: Loans

Unless authorized by the Board of Governors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4: Deposits

All funds of the Corporation shall be deposited to its credit in such banks, or other depositories as the Board of Governors may designate. Such designation may be general or confined to specific instances.

Section 5: Gifts

The Board of Governors may accept on behalf of the Corporation any gift, bequest, devise or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Governors shall determine.

ARTICLE VII – Amendments

Section 1:

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Governors of the Corporation.

