



Chicago Friends School By-laws

Adopted on January 3, 2009

Revised on March 8, 2020

ARTICLE I: NAME, MISSION, LOCATION

Section 1. Name: The name of the Corporation, as incorporated and existing under and by virtue of the Illinois General Not for Profit Corporation Act of 1986, is and shall be “Chicago Friends School” (hereinafter referred to as “the School”).

Section 2. Mission and Purpose: The Mission of the School is outlined in the Mission Statement attached hereto.

ARTICLE II: COMMUNITY

Section 1. Members of the Community: The School Community shall consist of: the members of the Board and officers of the School, all teachers and paid staff, including the Head of School, all committee members, all volunteers, all alumni, all current students, and all parents and guardians of current students.

ARTICLE III: MEMBERSHIP

Section 1. No Members: The School shall have no members, as such. For purposes of Illinois law, the members of the Board shall exercise all powers of members.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

Section 1. Registered Agent: The registered agent and registered office of the School shall be: (Name) Presiding Clerk, Chicago Friends School Board of Directors
Address of Presiding Clerk

Section 2. Principal Office: The initial principal office of the School shall be at the registered office of the School, until such time as the School leases or purchases property, at which time the principal office shall be transferred to that property address. The records of the School shall be maintained at the principal office.

ARTICLE V: MEMBERS OF THE BOARD

Section 1. General Powers and Duties: The property, business and affairs of the School shall be managed by the members of the Board, which shall have exclusive responsibility for the determination of policy for the School.

Section 2. Composition: The Board shall strive to maintain diverse membership of which a majority is among the membership of the Religious Society of Friends (hereinafter referred to as “Friends”). The initial Board of the School shall consist of nine members, as provided in the Articles of Incorporation.

Members of the Board need not be residents of the State of Illinois. The members of the Board may at any time, by resolution, increase or decrease the number of members of the Board; provided, however, that (i) the number of members of the Board shall not be decreased to a number less than seven or increased to a number greater than fifteen, and (ii) no decrease in the number of members of the Board

shall have the effect of shortening the term of an incumbent member of the Board.

Section 3. Conduct of Business: Meetings of the Board and of Board committees shall be conducted in the manner of Friends' business practice. Board decisions shall be made and minuted by coming to a sense of the meeting. This involves the recognition that all persons have access to Truth and should be granted the opportunity to share their views. It also requires of individuals willingness to "stand aside" as well as recognition by the group that the majority opinion is not at all times correct.

Proposed Section 4: Governance Responsibility

The board's governance responsibility shall be consistent with best practices for non-profit and school boards. Duties include but are not limited to fundraising, strategic oversight, policy creation and approval and building the public profile and contacts for the school. Shared decision making and distribution of responsibilities between board and head shall be consistent with best practices as outlined in the NAIS (National Association of Independent Schools) Trustee Handbook.

Section 4. Term of Office for Board Members: The term of office for Board members shall be three years for no more than three consecutive terms. New Board members shall be chosen at the annual meeting on a staggered basis such that no more than one third of the Board is comprised of new members. Former Board members who have completed three consecutive terms of office may be nominated for continued service on the Board, but only after one year period of hiatus.

Section 5. Resignation and Removal: Board members may resign at any time by submitting a letter to the Presiding Clerk. Due to failure to meet the expectations outlined in Section 9 below, board members may be removed from service by action of the Board at any planned or special Board meetings.

Section 6. Vacancies: In the event that one or more vacancies on the Board cannot be filled by good faith efforts on the part of its remaining members, those members who remain may continue to conduct the business of the school, including renewed efforts to fill the vacant slots.

Section 7. Planned Meetings and Annual Meeting: There shall be at least four planned meetings of the Board per year. The Board and the school community shall be notified of the date, location, and time of planned meetings seven days in advance of each meeting through an information medium deemed appropriate by the Board. The Board shall hold an Annual Meeting once per year. The purpose of the Annual Meeting is to select Board members, officers, committee clerks, and other business as required by the by-laws and/or deemed necessary by the Board. The Recording Clerk shall keep the minutes of each meeting.

Section 8. Special Meetings: Special meetings of the Board are reserved for business that cannot wait for regularly scheduled meetings. Special meetings may be called by the Presiding Clerk, any other officer of the Board, or three or more members of the Board who are not officers. The date, location, and time of such meeting shall be generally publicized to the School Community with advance notice to whatever extent possible. The Board shall be notified of the date, location, and time of special meetings through an information medium deemed appropriate by the Board. Members of the Board will strive to call special meetings with no less than 24 hours advance notice to Board members. Special meetings may be called at any point during the calendar year.

Section 9. Expectations of Board Members: Board members are expected to attend at least three-quarters of all Board meetings unless granted exception by the Presiding Clerk. Board members are expected to serve on at least one committee. Board members have an obligation to disclose actual, perceived, or potential conflicts of interest in their role as Board members related to reasons inclusive of, but not limited to family relationships, business/professional relationships, or for profit relationships between Board members and/or their relatives and the School. Board members shall serve on the Board on a voluntary basis, without compensation, but may be reimbursed for reasonable expenses incurred in connection with their service on the Board. Board members shall abide by the school's code of conduct and in conformance with the conflict of interest policy.

ARTICLE VI: OFFICERS

Section 1. Officers: The officers shall consist of a Presiding Clerk, Recording Clerk, Treasurer, and any other officers as the Board may determine.

Section 2. Selection of Officers: Officers shall be selected by the members of the Board from a slate presented by the Nominating Committee at the Annual Meeting, or as needed at a Special Meeting.

Section 3. Terms of Office: Each officer selected by the Board under the preceding section shall serve for one year renewable terms, and until a successor is appointed.

Section 4. Duties of Officers: The Presiding Clerk presides over all Board meetings and, subject to the direction and control of the Board, has general charge of the affairs of the School, including the authority to execute for the School such documents as needed for the conduct of the School's affairs. The Recording Clerk minutes all decisions of the Board and takes attendance at Board meetings, and maintains records of all minutes of the Board. The Treasurer maintains all bank accounts and financial records, and reports to the Board on financial matters.

Section 5. Resignation and Removal: Officers may resign at any time by submitting a letter to the Board. Officers may be removed from service by action of the Board at any planned or special Board meetings.

ARTICLE VII: COMMITTEES

Section 1. Standing Committees: Standing committees reflect and support the core values of the School. The role of standing committees is to maintain and advance the mission and vision of the school. The Board may establish standing committees as deemed necessary. All committees shall serve in an advisory role to the. There shall be a Nominating Committee, whose duties are to nominate Board members, officers, committee members and clerks, and suggest any changes to job descriptions for those positions.

Section 2. Ad Hoc Committees: The Board may establish ad hoc committees to address temporary concerns as the need arises. The Presiding Clerk may establish Ad Hoc committees at any time, provided that the Ad Hoc committee is brought to the next scheduled Board meeting for approval.

Section 3. Committee Memberships: Committees shall be composed of at least two people, and may consist of anyone recommended by the Nominating Committee, including parents, staff, and other volunteers. The Presiding Clerk and Head of School are ex officio members of all committees, in addition to the two or more committee members. Committee meetings shall be open to any interested Board member

Section 4. Terms of Office: All committee appointments are for renewable one year terms and until the appointment of their successors.

Section 5. Clerks: Clerks and committee members for all standing committees will be approved by the Board at the Annual Meeting. Additional committee members may be present at any Board meeting. Each clerk will be responsible for organizing committee meetings and conducting them in the manner of Friends, seeing that his/her committee fulfills its responsibilities and reports its activity to the Board.

Section 6. Committee Meetings: Each committee is expected to meet monthly during the school year, unless otherwise specified by the committee's clerk.

ARTICLE VIII: FISCAL YEAR

Section 1. Fiscal Year: The fiscal year shall be August 1st – July 31st.

ARTICLE IX: FEDERAL TAX PROVISIONS

Section 1. Purpose of the School. The School is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended (the "Code"), or the corresponding provision of any future federal tax law.

Section 2. Inurement of Benefits. No part of the net earnings of the School shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the School shall be authorized and empowered to pay reasonable compensation for services rendered and reasonable reimbursement for expenses and to make payments and distributions in furtherance of the purposes set forth above.

Section 3. Lobbying and Prohibited Activities Generally. No substantial part of the activities of the School shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the School shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the School shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. Distribution of Assets Upon Dissolution. Upon the dissolution of the School, assets of the School remaining after the satisfaction of liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government for a public purpose, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the School is then located, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE X INDEMNIFICATION

Section 1. Indemnification of Members of the Board, Officers, Employees and Agents. The School shall indemnify its members of the Board, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XI: AMENDMENTS

Section 1: Amendments: These By-laws may be amended at any regular or special meeting of the Board provided that the text of the amendment has been sent to all Board members at least one week in advance of the meeting.

ATTACHMENTS

1. Mission Statement (Amended 2017)

Chicago Friends School, rooted in the Quaker values of Peace, Equality, Simplicity, Integrity, Community, and Service, educates students in a supportive and diverse community, resulting in the academic skills and strong character needed for students to grow into lives of integrity and purpose.