

Indiana Council of Administrators of Special Education (ICASE)

BYLAWS

ARTICLE I – NAME

The name of this Corporation, founded in 1961, shall be the Indiana Council of Administrators of Special Education (the “Corporation”), hereinafter referred to as ICASE. ICASE is a chartered subdivision of the Council of Administrators of Special Education (CASE), a division of the Council for Exceptional Children (CEC).

ARTICLE II – MISSION

The Mission of the Indiana Council of Administrators of Special Education is to provide leadership, support and professional development to empower our members in shaping policies and practices to improve the quality of education for all.

ARTICLE III - FISCAL YEAR

The fiscal year of the Corporation begins on the first day of July and ends on the last day of June in the succeeding year.

ARTICLE IV – POWERS AND NOT FOR PROFIT STATUS

Powers.

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. The Indiana Council of Administrators of Special Education is an Indiana not-for-profit corporation, recognized as tax exempt under Section 501(c)(6) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) **Distribution Upon Dissolution.** Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(6) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Corporation hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Indiana.

(d) **Sole Source Grant Management.** The Corporation shall have the power to manage and maintain ancillary organizations, groups, or committees as pertains to the Corporation mission through use of Corporation funds or funds in the form of grants or gifts. The Corporation shall manage those entities under the agreements necessary to do so.

ARTICLE V – MEMBERSHIP

Minimum Membership Requirements

ICASE shall maintain a minimum of 15 paid members who shall meet the Membership qualifications established by CEC and its CASE division.

Types of Membership

Membership in ICASE will have the following levels: Unified Membership, ICASE Only State Membership, Aspiring Membership, Associate Membership, and Retiree Membership. All members are granted the following privileges of membership: receiving general information from the organization and attending ICASE activities at the appropriate member level pricing.

Unified Membership is open to a current or former director, assistant director, supervisor, or coordinator in Indiana who is also a member of CEC and CASE. A Unified Member is granted all privileges of membership including, but not limited to: voting, holding office, attending Roundtable meetings, serving as Roundtable representative to the Executive Committee, serving on committees, subcommittees and task forces/work groups, and serving as an Executive Standing Committee, subcommittee, liaison, work group, or task force chair or co-chair.

ICASE Only Membership is open to a current or former director, assistant director, supervisor, or coordinator in Indiana who has chosen not to affiliate with CEC and CASE. An ICASE Only Member is granted the following privileges: voting, serving on committees, subcommittees or task forces/work groups, and attending Roundtable meetings. ICASE only members may not hold office, chair or co-chair Executive Standing

Committee, subcommittees or task forces, or serve as a Roundtable representative to the Executive Committee.

Aspiring Membership is open to an individual who is not an administrator and is enrolled in a graduate program leading to a Director of Exceptional Needs License. An Aspiring member is granted the following privileges including: attending Roundtable meetings and serving on committee, subcommittee, taskforce/ work group. Aspiring members may not vote, hold office, chair or co-chair Executive Standing Committees or task forces, or serve as a Roundtable representative to the Executive Committee.

Associate Membership is open to any other professional fields related to the practice of special education leadership, but not eligible for another class of membership (could be IRN members, attorneys, non-special education school staff, state consultant, university faculty or other administrator in the field of special education in public agencies in Indiana). An Associate Member may attend ICASE activities at the Member rate. An Associate Member may attend Roundtable meetings at the invitation of the Roundtable representative(s). Associate Members may not vote, hold office, chair or co-chair Executive Standing Committees or task forces, or serve as a Roundtable Representative.

Retiree Membership is open to individuals who were previously a member of ICASE, have retired, and are not currently working in the educational field. A Retiree Member is granted the following privileges including: free ICASE membership, serving on committees, subcommittees or task forces, serving as subcommittee chair or co-chair. Retiree Members may not vote, hold office, chair or co-chair Executive Standing Committees or task forces, or serve as a Roundtable Representative.

Membership Term and Dues. The fiscal membership year is July 1 through June 30 of the succeeding year. Dues for all membership categories are set and approved by the Executive Committee and are due by September 30.

Entrance Procedure. Any person desiring membership in the Corporation shall submit an application in such manner and form and accompanied by any required fee as shall have been adopted by the Executive Committee of the Corporation.

Special Assessments. Special assessments may be levied upon the Active Members by recommendation of the Executive Committee and vote of the membership. Any such assessment may be unequal as between different categories of Active Members. Any such assessment shall become due and payable to the Treasurer in accordance with the resolution therefore so adopted by vote of the membership.

Non-Payment of Dues and Assessments. In the event an Active Member fails to pay annual membership dues or any lawful assessment after the same becomes due and payable, the Treasurer shall notify such Active Member of the fact and amount of such delinquency and demand payment thereof. In the event such Active Member fails to comply with such demand, active membership shall automatically terminate without liability for payment of such delinquency.

Resignation and Expulsion of Members. Active Members may resign at any time. An Active Member may be expelled for good cause by two-thirds (2/3) vote of the Executive Committee present and voting at a properly constituted meeting of the Executive Committee. Good cause for expulsion shall include: (a) failure on the part of an Active Member to meet or continue to meet all of the qualifications for active membership set forth by the Executive Committee; (b) conduct on the part of an Active Member that seriously impairs the ability of the Corporation to function effectively in furtherance of the purposes for which it is organized; (c) gross misconduct of an Active Member in relation to the Corporation or to the profession or to the public at large. The Executive Committee shall make such regulations in relation to the procedure for expelling members as may be necessary to insure fairness to all such matters. A member who has been expelled shall not be eligible to reapply for membership for a period of five years thereafter unless the Executive Committee, in its discretion, shall determine that a shorter waiting period is appropriate. An Active Member who shall resign or be expelled shall not be entitled to a refund of annual membership dues and special assessments, or any part thereof. An Active Member who shall resign or be expelled shall not be liable for any annual membership dues or special assessments heretofore accrued but unpaid.

ARTICLE VI - MEETINGS OF THE MEMBERS

Annual Meetings. ICASE shall convene at least one business meeting annually open to all members. The annual meetings of the members of the Corporation shall be held at such places within or without the State of Indiana, in-person or virtually, as may be determined by the Executive Committee. The annual meeting shall be held on such date and at such time as is determined by the Executive Committee of the Corporation.

Special Meetings. Special meetings of the members of the Corporation may be called by the President, by a majority of the members of the Executive Committee, or by written petition signed by at least one-tenth (1/10) of all the Active Members of the Corporation.

Notice of Meetings. Written notice stating the place, day and hour of any meeting of the members, and in the case of special meetings, the purpose for which any such meeting is called, shall be delivered, emailed or mailed by the President, or by the directors or persons calling the meeting, to each Active Member of the Corporation at least 10 days before the date of such meetings.

Voting. Subject to eligibility, each Active Member shall be entitled to one vote on any matter submitted to a vote of the members. Where authorized by the Executive Committee, membership votes may be conducted in person, by conventional mail, through Roundtables, by electronic mail, or other electronic media. All electronic votes shall be ratified in the minutes of the next meeting of the Members.

Date of Determination and Voting Rights. The Executive Committee shall fix a membership record date, not exceeding 30 days preceding the date appointed for any meeting of the members, for the purpose of determining the members entitled to notice of and to vote at such meeting. In the absence of action by the Executive Committee to set such record date, no Active Member shall be entitled to vote at any meeting of the members unless they shall have been an Active Member of the Corporation more than 10 days prior to the date of such meeting.

Order of Business at Annual Meetings. The order of business at annual meetings of the members of the Corporation shall be as follows:

- Call to Order
- Reading of the Minutes
- Unfinished Business
- President's Report
- Treasurer's Report
- Committee Reports
- New Business
- Adjournment

Rules of Order. Meetings of the members shall be governed by such rules of order as are approved from time to time by the Executive Committee. In cases of dispute, meetings shall be governed by the rules contained in *Robert's Rules of Order* in all cases in which such rules are applicable and in which they are not inconsistent with these Bylaws or any special rules of order adopted by the Executive Committee.

ARTICLE VII - QUORUM

A quorum for the Annual Meeting and all other business meetings of the full membership shall be twenty-five (25) percent of the eligible voting membership present in-person or virtually. In addition, voting may occur by conventional mail, electronic mail, other electronic media, or votes taken at Roundtable meetings and combined for the full membership as long as all voting members have an opportunity to participate in the vote. A simple majority of all respondents in a vote will rule.

ARTICLE VIII - OFFICERS AND EXECUTIVE COMMITTEE

Executive Committee

ICASE shall be governed by a body known as the Executive Committee which shall be vested with all powers and general authority commonly accorded to any Board of Directors of a not-for-profit corporation, pursuant to all applicable Federal and State laws and the Articles of Incorporation and Bylaws. The Executive Committee is led by the Executive Officers of the Corporation to include the President, President-Elect, Secretary, Treasurer and Past President. The Executive Committee shall be composed of the above named Executive Officers, the chairs of all Executive Standing Committees as well as one representative from each Roundtable. Co-Chairs of the Executive Standing Committees may also attend the Executive Committee Meetings and vote in the absence of the Chair. The Executive Committee will approve policies and procedures that will be listed in the *Executive Committee Policy and Procedure Handbook* that will guide practices for the organization, its members and all official committees and workgroups.

Number and Terms of Office:

Terms begin on July 1 following the annual elections. The President, President-Elect, and Past President shall serve a two year term. The Secretary, Treasurer, and Chairs of the Executive Standing Committees and Roundtable Representatives shall serve 3 year terms.

Meetings and Notice: The Executive Committee shall meet at least 9 times a year at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Manner of Election / Nominating Committee. The Immediate Past President shall convene and chair a special Nominating Committee comprised of the President-Elect and one voting member elected by the voting members of each Roundtable. The Committee will prepare a slate of officer candidates (slate may include single or multiple candidates) who have agreed to serve if elected. The slate will be presented to the Executive Committee at least 30 days prior to the Annual Meeting; and to the membership at the Annual Meeting. The Executive Committee is responsible for reviewing the slate and establishing procedures for balloting and accepting nominees from the floor. The Executive Officers reserve the right to poll the Voting Membership via electronic or conventional mail or through Roundtables at times other than the annual business meeting.

Quorum. A quorum for an Executive Committee meeting shall be fifty-one (51) percent or greater of the members of the Committee. A simple majority of the Executive Committee members present for a vote will rule. In addition, voting may occur by conventional mail, electronic mail, or other electronic means as long as all voting members of the Executive Committee have an opportunity to participate in the vote. A simple majority of all respondents in a vote will rule. Electronic votes will be ratified at the next meeting of the Executive Committee.

Vacancies. Should a vacancy occur in the office of President, the President-Elect shall assume the responsibilities as President. A vacancy in the offices of the President-Elect, Treasurer or Secretary shall be filled by appointment of the Executive Officers until an election can occur at the next regularly scheduled business meeting. A vacancy in the office of Immediate Past President shall be filled to complete the term by appointment of the Executive Officers from the Past President's Council. Should a Roundtable Representative no longer qualify for membership or resign his or her position, the alternate Roundtable Representative shall assume the responsibility of the position. The Roundtable shall select a new alternate at the next scheduled Roundtable meeting.

Officers and Duties. The business and affairs of the Corporation shall be guided by the Executive Officers. There shall be 5 officers consisting of a President, President-Elect, Past President, Secretary and Treasurer.

The President

The President shall be the principal executive officer of the Corporation. They shall preside at all meetings of the members and of the Executive Committee. They shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee from time to time. In addition, they shall be an ex officio, non-voting member of all standing committees.

The President-Elect

The President-Elect assists the President in addressing the mission and goals of the corporation, serves in the absence of both the President and Immediate Past President. The President-Elect

shall perform such other duties as may be assigned to them by the President or the Executive Committee.

The Past President

The Past President serves in the absence of the President, coordinates an annual review of the constitution and strategic plan, recommends changes to the Executive Committee and the full membership. The Past President serves as the chair of the Nominating Committee.

The Secretary

The Secretary shall serve in the absence of the President, Past President, and President-Elect. The Secretary serves as parliamentarian and is responsible for keeping records of the Executive Committee's actions and motions, oversees the recording of minutes of all meetings, maintains archives and corporate records, serves as historian, distributes copies of minutes and agendas as directed.

The Treasurer

The Treasurer shall collect all dues or assessments from members or other sums due the Corporation. They shall report regularly to the Executive Committee regarding the finances of the Corporation and invest funds not required for current operations.

Management Company. The Management Company shall perform the duties necessary to maintain the day-to-day operation of the Corporation. They shall perform all duties incident to the position and other such duties as may be prescribed by the Officers of the Corporation.

Delegation of Authority. The Executive Committee may delegate the powers or duties of the Corporation to any Officer, director, or the management company.

Salaries. There shall be no salary paid to any elected officer for duties pertaining directly to the office held of the Corporation except the role of Executive Director for the management of grants received by Corporation in which we are acting as a sole source provider.

ARTICLE IX – ROUNDTABLES

Roundtables are a creation of ICASE established to assist with communication and support for all members. The Roundtable boundaries are determined by the Executive Council.

ARTICLE X – PAST PRESIDENTS COUNCIL

The Past Presidents Council shall be chaired by the Immediate Past President and the Council shall be composed of active Past Presidents. The Council shall be responsible for assisting the President and Executive Council in an advisory capacity and may be assigned special projects as needed.

ARTICLE XI - COMMITTEES AND TASK FORCES

Executive Standing Committees

Standing Committees shall include Governmental Affairs, Nominating, Membership, Professional Development, Fiscal Management, Communications, and Diversity, Equity and Inclusion.

Appointment of Committee Chairs

Using the Voting membership roster, the President shall appoint any open chair positions for the Executive Standing Committees for a 3 year staggered term. Each committee may select a co-chair. Each Roundtable shall select a representative (and alternate) to serve on these committees. The committee will include designated ICASE officers.

Duties of Committees and Task Forces

Standing Committees and Task Forces are/may be established by the Executive Committee to further execute the interests of ICASE.

ARTICLE XII - REMOVAL OF OFFICERS, COMMITTEE CHAIRS AND APPOINTEE

Any member of the Executive Committee not fulfilling the functions of his or her office may be removed from said office by a majority vote of the Executive Officers. Committee Chairs and other appointees not fulfilling the functions of his or her office may be removed from said position by the President in consultation with the Executive Committee.

ARTICLE XIII - INDEMNIFICATION

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 director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by them in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto, or (b) if not wholly successful, then if such person is determined as provided in this Article to have acted in good faith, in what they 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 they 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 they conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, order, 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.

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 his or her heirs or personal representatives) may become involved, as a party or otherwise:

- (i.) By reason of his or her being or having been a director, officer, employee, or agent of the Corporation or of any corporation where they served as such at the request of the Corporation, or
- (ii.) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where they served as such at the request of the Corporation, or

(iii.) By reason of any action taken or not taken by them in any such capacity, whether or not they continue in such capacity at the time such liability or expense shall have been incurred.

a) 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.

b) 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 them,

(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 Corporation of the same, without any payment or promise made to induce a settlement.

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 Executive Committee, 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 Section 1 of this Article and

(b) if the Executive Committee, 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 they rely 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 are within the possession or control of the Corporation.

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.

Extent of Indemnification. Irrespective of the provisions of this Article, the Executive Committee may, at any time and from time to time, approve indemnification of directors, officers, employees, or agents of the Corporation 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.

Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Executive Committee, 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 they are entitled to indemnification.

Purchase of Insurance. The Executive Committee is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article and insurance protecting the Corporation's directors, officers, employees, and agents.

ARTICLE XIV- CONTRACTS, CHECKS, LOANS, DEPOSITS, AND GIFTS

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

Deposits. All monies of the Corporation shall be deposited in the name of the Corporation under such conditions and at such financial institutions as shall be determined by the Executive Committee.

Loans. Unless authorized by the Executive Committee, 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.

Gifts. The Executive Committee 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 Executive Committee shall determine.

ARTICLE XV- MISCELLANEOUS

Conflict of Interest. The Executive Committee shall adopt and periodically review a conflict-of-interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

Nondiscrimination Policy. The officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of ICASE not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Policies and Procedures. The matters of the Corporation shall be managed according to the Policies and Procedures adopted by the majority of the Executive Committee.

ARTICLE XVI - AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) majority vote of the voting members present and voting at any business meeting provided the membership has been notified of the intention to revise at least 15 calendar days prior to such a meeting. Any changes, revisions or amendments to the ICASE Bylaws shall go into effect immediately upon approval unless otherwise specified. Once the voting members approve the amendments/revisions, new dates will be added to this document.

REVIEWED AND APPROVED:

Amended: February 13, 1992 - Indianapolis
Amended: September 23, 1993 - Terre Haute
Amended: February 24, 1994 - Indianapolis
Amended: September 29, 1994 - Lafayette

Amended: February 28, 1995 - Indianapolis
Amended: September 29, 1995 - Nashville
Amended: March 7, 1996 - Indianapolis
Amended: September 26, 1997 - Terre Haute
Amended: September 25, 1998 - Nashville
Amended: February 15, 2002 - Indianapolis
Amended: February 20, 2004 - Indianapolis
Amended: September 28, 2007 – French Lick
Amended: February 18, 2011 – Indianapolis
Amended: February 5, 2016 - Indianapolis
Amended: October 6, 2017 - French Lick
Amended: February 16, 2018 - Indianapolis
Amended: As voted on electronically ending Friday. November 5, 2021
Amended: As voted on electronically ending Friday, February 17, 2023