



BYLAWS OF THE INTERNATIONAL COUNCIL  
FOR ACCREDITATION AND INNOVATION OF TRANSFORMATIVE SCHOOLS

The following Bylaws were adopted and approved by the Directors and Members of the International Council for Accreditation and Innovation of Transformative Schools (ICAITS, herein “the Corporation”).

ARTICLE I. NAME

**1.01 Name**

The name of this corporation shall be ICAITS, an abbreviation of the International Council for Accreditation and Innovation of Transformative Schools. The business of the corporation may be conducted as ICAITS or the International Council for Accreditation and Innovation of Transformative Schools.

ARTICLE II. PURPOSE AND MISSION

**2.01 Purpose**

This corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), including, but not limited to evaluation, accreditation, and support of institutions offering religious education and educational services.

**2.02 Mission**

ICAITS exists to assure Learners of high-quality Transformative Learning by (1) elevating accountability and transparency of its institutions, (2) encouraging innovation and disruption in higher education systems for continuous improvement, and (3) empowering sustainable models for Transformative Higher Learning.

ARTICLE III. OFFICES

**3.01 Offices**

The Registered Office of the Corporation shall be in Florida. The Corporation may also have offices at such other places, both within and outside of Florida, as the Directors may from time to time determine or the business of the Corporation may require.

ARTICLE IV. MEMBERS AND MEMBERSHIP

**4.01 Members**

The Corporation shall have Members collectively called the “Members.” Membership in the Corporation is limited to institutions accredited by the Corporation. the Corporation shall publish annually, or as determined by the Corporation, a directory including names, addresses, and other information of all Members. Each Member shall be entitled to one vote, for any action for which a vote is required. Only a representative of an institution that is a Member may cast a vote on behalf of that Member.

**4.02 Meetings and Quorum**

The Corporation shall meet annually to elect Directors, to receive reports, and to transact other business. The Secretary of the Corporation shall send notice of such meetings to each Member not less than seven (7) days nor more than thirty (30) days prior to the date of the meeting.

Special meetings of the Membership may be held at the call of the Chair of the Board of Directors or by the Secretary upon the written request of one-fourth of the Members. The Secretary of the Corporation shall send

notice of such meetings to each Member not less than seven (7) days nor more than thirty (30) days prior to the date of the meeting, unless such notice is waived by consent of a quorum of the requesting Members.

At least one-fourth of the Members qualified to vote shall constitute a quorum for the transaction of business at the annual or any special meeting of the Corporation. The Presiding Officer shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present.

#### **4.03 Fees**

Dues and fees rates shall be determined by the Board of Directors and shall be payable by Members in advance by March 31 of each fiscal year. the Corporation shall be empowered to withdraw the accreditation of any Member whose dues or fees are delinquent.

#### **4.04 Mediation, Arbitration and Litigation**

Any dispute, controversy or claim shall first be submitted to mediation. The parties agree to participate in good faith in the mediation process. If the dispute is not resolved through mediation within 60 days, the parties may proceed to arbitration or litigation as otherwise provided in this agreement.

By applying for accreditation with the Corporation, the prospective Member agrees to exhaust all appeal opportunities and to submit fully and faithfully to final, binding arbitration proceedings before filing any suit, claim or proceeding relating to membership, accreditation or accredited status, whether a claim for damages or injunctive or declaratory relief, brought by a Member, former Member, or applicant for accreditation, against the Corporation or any agent acting on the behalf of the Corporation. An institution legal action against the Corporation for any reason, must bring the action in the state of Florida. The Member, former Member, or applicant for membership must escrow sufficient funds to guarantee that the Corporation will recover its legal fees in defending the legal action if the Member does not prevail. Should the Member, former Member, or applicant for membership prevail over the Corporation, the escrow will be returned. The law of Florida shall govern the interpretation, validity, and performance of the terms of these Bylaws, as well as any dispute between the Corporation and a Member, former Member, or applicant for membership, regardless of the law that might otherwise be applied under any principles of conflicts of law.

#### **4.05 Liability of Members**

No Member of the Corporation shall be liable for obligations of the Corporation in any amount in excess of the membership dues and fees required of such Member for the year in which the indebtedness is incurred, together with any voluntary subscriptions Member may have made to the Corporation.

### **ARTICLE V. DIRECTORS**

#### **5.01 Authority of Directors**

The Board of Directors (hereafter “the Board”) is the policymaking body of the Corporation and may exercise all the powers and authority granted to the Corporation by law. The Board may authorize any officer of the Corporation, in addition to the officer(s) so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

#### **5.02 Number of Directors**

The Board will consist of at least nine (9) Directors, with four (4) Institutional Directors from the Members of the Corporation elected by the Members and five (5) Public Directors appointed by the Board to represent the public. The Board of Directors may increase the number of Directors, but shall maintain a majority of Public Directors (to maximize the Members’ transparency to the Public). There must always be at least five (5) public members on the Board.

**5.03 Qualifications of Directors.**

At least two (2) Directors must be educators, whose primary work is in an educational institution, and whose work is in teaching, delivering educational content, or engaging in educational research related to the institution's mission. At least two (2) Directors must be administrators, whose primary work includes a significant role in the administration of an institution. At least two (2) Directors must be in pastoral or ministry leadership roles. Directors must be in substantive agreement with the Affirmations and Values of the Corporation.

**5.04 Term of Office of Directors**

Directors shall serve terms of three (3) years. A Director may serve for two (2) consecutive three-year terms or a maximum of six (6) years. After serving two (2) consecutive terms, a Director must vacate his or her position for at least one three-year term before seeking appointment to another term. The Board, by unanimous vote, may waive the vacate requirement. The Executive Director is not subject to term limits, but is appointed and affirmed annually by the Board.

**5.05 Appointment and Election of Directors**

Appointment of Directors representing the public shall be made by the Board at the final meeting of the fiscal year, or at other times if necessitated by a vacancy. Elections of Directors from Member institutions shall be held at the Annual Meeting of the Corporation. Directors whose terms have expired may continue serving until they are either re-elected or until their successors are appointed. A Director elected to fill a vacancy shall be elected for the remainder of the unexpired term of his or her predecessor and shall hold office until his or her successor is elected and qualified.

**5.06 Staggered Terms of Office of Directors**

There shall be staggered terms of office for Directors so that approximately one-third of the Director positions shall be up for election or appointment each year.

**5.07 Resignations and Removal of Directors**

Resignations are effective upon receipt of written notification by the Secretary, or by the Chair or other officer (if the Secretary is resigning) or a later date if provided in the written notification. A Director may be removed, at any time with or without cause, by such vote as would suffice for the Director's election or appointment.

**5.08 Compensation of Directors**

Directors, except for the Executive Director, shall receive no compensation for their service, but may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation by resolution of the Board. The Executive Director may receive compensation for oversight of day to day operations of the Corporation.

**5.09 Meetings of the Directors*****5.09.01 Meetings***

Regular and special meetings of the Directors may be held at such time and place as shall be determined by the Directors, either inside or outside of Florida, and either in person or online. Notice of regular meetings shall be provided at least five (5) days in advance. There shall be at least one regular meeting per quarter. All regular meetings shall include a scheduled portion that is not recorded or transcribed, which is for discussion, collaboration, and strategic thinking.

***5.09.02 Special Meetings***

Special meetings of the Board can be called by the Chair, Vice Chair, or any two Directors. Notice of special meetings shall state the business to be conducted at such meeting and shall precede the meeting by at least two (2) days. A Director's presence at meeting waives any required notice to the Director of the meeting, unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding

the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

#### *5.09.03 Quorum and Action by Vote*

Unless otherwise required by law, a quorum shall consist of a majority of the total number of Directors in office. Unless otherwise stated in these Bylaws or required by law, all actions shall be decided by simple majority vote of those present at a meeting at which a quorum is present.

#### *5.09.04 Action Without Meeting*

Unless otherwise restricted by these Bylaws, any action to be taken at any meeting of the Board or of any Committee thereof may be taken without a meeting, if a quorum of voting Directors consent thereto in writing, and such writings are filed with the minutes of proceedings of the meeting of the Board or of any Committee thereof. Action without a meeting is effective when the last Director signs, by electronic or other means, and has the effect of a meeting vote.

### **5.10 Committees of the Board**

#### *5.10.01 Committees*

The Board may designate and appoint committees and members. Committees exercising the authority of the Board shall consist only of Directors and include at least two (2) individuals. The creation and appointment of Directors to Board committees shall be approved by simple majority vote of the Board. The Board may appoint advisory committees that do not have or exercise the authority of the Board and shall consist of at least two (2) individuals.

#### *5.10.02 Executive Committee*

The Officers of the Corporation shall serve as the Executive Committee of the Board. The Executive Committee shall possess and exercise the powers and responsibilities, expressly granted by the Board of Directors, in the intervals between regularly scheduled meetings of the Board and promptly report its activities to the Board of Directors no later than its next regular meeting.

### **5.11 Right of Inspection**

Directors shall have the right at any reasonable time to inspect and copy all records, and documents of the Corporation to the extent reasonably related to the performance of the Directors' duties as a Director.

### **5.12 Emergency Powers**

An emergency exists if a quorum of the directors cannot readily be assembled because of any catastrophic event. In the event of an emergency, the Board may (a) modify lines of succession to accommodate the incapacity of any Director, and (b) relocate the principal office or designate alternative principal offices or regional offices.

## **ARTICLE VI. OFFICERS**

### **6.01 Officers.**

The Officers of the Corporation shall be the Chair, Vice Chair, Treasurer, Secretary, and Executive Director. The officers and agents shall have such authority and perform such duties in the management of the Corporation as are provided in these Bylaws or as may be determined by resolution of the Board, not inconsistent with these Bylaws.

#### *6.01.01 Chair*

The Chair shall preside at all meetings of the Board and shall be the ex officio member of all other standing committees. The Chair shall additionally perform such other duties and have such other authority, and such other powers as the Board may from time to time prescribe.

*6.01.02 Vice Chair*

In the absence of the Chair or in the event of the Chair's inability to act, the Vice Chair shall perform the duties of the Chair and shall have all of the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall additionally perform such other duties and have such other authority, and such other powers as the Board may from time to time prescribe.

*6.01.03 Secretary*

The Secretary shall record all meetings of the Board. If no Secretary is appointed by the Board of Directors, the Chair can act as the Secretary for all purposes. The Secretary shall additionally perform such other duties and have such other authority, and such other powers as the Board may from time to time prescribe.

*6.01.04 Treasurer*

The Treasurer shall be responsible for all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate records of receipts and disbursements of the Corporation and shall deposit or cause to be deposited all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such a manner as the Board may designate. The Treasurer shall render a statement of accounts upon reasonable request of the Board or any Director, and shall perform or delegate and supervise the performance of all other duties of the office of Treasurer, subject to the oversight of the Board.

*6.01.05 Executive Director*

The Board shall appoint an Executive Director to (a) have general and active management of the business of the Corporation, to (b) see that all orders and resolutions of the Board are executed, to (c) be authorized to sign and execute, in the name of the Corporation, all other deeds, mortgages, contracts, bonds, and other instruments to be executed on the Corporation's behalf with consent or resolution of the Board, and to (d) preside over the Board's accreditation deliberations and decisions. The Executive Director shall additionally perform such other duties and have such other authority, and such other powers as the Board of Directors may from time to time prescribe. The Board may remove the Executive Director at any time with a 2/3 majority vote with or without cause at a meeting called for that purpose.

**6.02 Election and Terms of Officers**

The Chair, Vice Chair, the Secretary, the Treasurer, and other officers, if any are designated, except for the Executive Director, shall serve terms of three (3) years and shall be elected by the Board of Directors at the last regular meeting of the fiscal year. The Executive Director shall serve a term of one (1) year. The terms of office shall expire at the last meeting of the fiscal year or when an officer's successor has been elected and qualified. The appointment of an officer does not create any contract right. Officers shall be eligible for re-appointment.

**6.03 Removal and Vacancies**

Any officer or agent elected or appointed by the Board may be removed by the Board with or without cause whenever in its judgment the best interest of the Corporation will be served thereby. Any vacancy occurring in any office of the Corporation shall be filled by the Board.

**6.04 Financial Delegation**

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Directors may from time to time designate. The Executive Director and such other officers and agents as the Board deems necessary are authorized to sign checks and demands for money of the Corporation of Fifty Thousand and 00/100 Dollars (\$50,000.00) or less without authorization or resolution of the Directors. All checks, demands for money or payments of the Corporation for more than Fifty Thousand Dollars (\$50,000.00) or more require the signature or approval of two (2) officers unless the underlying transaction is otherwise authorized or resolved by the Board.

## ARTICLE VII. RECORDS AND ANNUAL REPORTING

**7.01 Fiscal Year**

The fiscal year of the Corporation shall be July 1 – June 30.

**7.02 Records and Reporting**

Complete financial records shall be kept as required by law, and complete financial statements shall be presented to and reviewed by the Board after the close of each fiscal year. The Board shall present at each annual meeting a full and clear statement of the business and condition of the Corporation.

**7.03 Recordkeeping**

The Secretary or designee of the Secretary shall ensure the keeping of adequate minutes of all Board meetings and all meetings of committees with Board-delegated powers that shall, at a minimum, contain (a) the names of those in attendance, any resolutions presented, and the outcomes of any votes taken, and (b) the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed. The Corporation shall maintain and keep as permanent records the following documents: minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, a record of all actions taken by committees of the Board on behalf of the Corporation, and appropriate accounting records.

**7.04 Public Disclosure**

The Corporation shall keep available for public inspection any form 990 filed within the past three years. In addition, the Corporation shall provide copies of the materials to any member of the public making a request in person or in writing. This public disclosure obligation shall be no broader than required by law.

**7.05 Conflict of Interest Policy**

The Corporation shall adopt and distribute annually a Conflict of Interest Policy to all Directors, officers, Members of the Board, committees, and staff. All covered individuals shall sign an annual acknowledgment that they have received a copy of this policy, understand it, and agree to abide by its terms.

## ARTICLE VIII. INDEMNIFICATION

**8.01 Mandatory Indemnification**

The corporation shall indemnify a Director or former Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

**8.02 Permissible Indemnification**

The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

**8.03 Advance for Expenses**

Expenses incurred in defending a civil or criminal actions, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of (a) a written affirmation from the Director, Officer, employee, or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (b) an

undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

#### **8.04 Indemnification of Officers, Agents, and Employees**

An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, consistent with Florida Law and public policy, provided that such indemnification and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

#### **8.05 Non-Exclusive Indemnification**

The indemnification provided by or granted pursuant to the other provisions in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be otherwise entitled.

### **ARTICLE IX. DOCUMENT RETENTION POLICY**

#### **9.01 Purpose**

The purposes of this document retention policy to enhance ICAITS compliance with appropriate standards and to promote the proper treatment of corporate records of the ICAITS.

#### **9.02 Policy**

##### *9.02.01 General Guidelines*

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, ICAITS may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors

##### *9.02.02 Exception for Litigation Relevant Documents*

ICAITS expects all Directors, Officers, and Employees to comply fully with any published records retention or destruction policies and schedules, provided that all Directors, Officers, and Employees should note the following general exception to any stated destruction schedule: If you believe, or ICAITS informs you, that ICAITS records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

##### *9.02.03 Minimum Retention Periods for Specific Categories*

###### **(a) Organizational Documents**

Organizational records include the ICAITS articles of incorporation, by-laws and IRS Form 1023, Application for Exemption. Organizational records sh be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning ICAITS revenues. Tax records shall be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records

State and federal statutes require ICAITS to keep certain recruitment, employment and personnel information. ICAITS should also keep personnel files that reflect performance reviews and any complaints brought against ICAITS or individual employees under applicable state and federal statutes. ICAITS should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials

Meeting minutes should be retained in perpetuity in the ICAITS minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by ICAITS.

(e) Press Releases/Public Filings

ICAITS should retain permanent copies of all press releases and publicly filed documents under the theory that ICAITS should have its own copy to test the accuracy of any document a member of the public can theoretically produce against ICAITS.

(f) Legal Files

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents

ICAITS should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years.

An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets

Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to ICAITS and are protected as a trade secret where ICAITS:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

ICAITS should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts

Final, execution copies of all contracts entered into by ICAITS should be retained. ICAITS should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.



(k) Banking and Accounting

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance

Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records

External audit reports should be kept permanently. Internal audit reports should be kept for three years.

*9.02.04 Electronic Mail*

E-mail that needs to be saved should be either: (i) printed in hard copy and kept in the appropriate file; or (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## ARTICLE X. ETHICS AND WHISTLEBLOWER POLICY

### **10.01 Introductory Statement**

ICAITS requires Directors, Officers, and Employees ("Persons") to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. All Persons should loyally and faithfully serve the ICAITS mission, comply with applicable laws, regulations, the ICAITS Conflict of Interest Policy and other stated policies of ICAITS. All Persons should deal fairly and honestly with each other, as well as volunteers, donors, grantees, vendors to ICAITS, and others with whom we interact. These are fundamental principles of ICAITS and any failure or refusal to observe them is a Violation.

### **10.02 Reporting Responsibility**

It is the responsibility of all directors, non-executive officers and employees to report suspected Violations of this Whistleblower Policy in accordance with the procedures set forth herein.

### **10.03 No Retaliation**

No Person who in good faith reports a Violation or refuses to participate in any activity that would result in a Violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a Violation in good faith is subject to discipline up to and including termination of employment.

If an employee believes someone has violated the ICAITS no retaliation policy, the employee should bring the matter to the immediate attention of the Executive Director or the Board Chair. Any employee, regardless of position or title, whom ICAITS determines has engaged in conduct that violates the ICAITS no retaliation policy will be subject to discipline, up to and including termination.

### **10.04 Compliance with Conflict of Interest Policy**

All Persons are expected to comply with the ICAITS Conflict of Interest Policy. If an employee is not sure if he or she has an actual or potential conflict of interest in a work activity, the employee should discuss the matter with his or her supervisor. If a question still exists, the employee and supervisor should discuss the matter with their department head or the Executive Director.

### **10.05 Reporting Violations**

If an employee has reasonable cause to suspect a Violation, the employee is required to report this as follows: 1. to his or her supervisor, department head, or the Executive Director; or 2. to the Board Chair.

**10.06 Reporting Duties of Supervisors, Department Heads, and Executive Director**

If a suspected Violation is reported to a supervisor, the supervisor must immediately report the matter to his or her department head, unless the department head is suspected to be involved. In that case, the supervisor must report the matter to another department head or to the Executive Director. If a suspected Violation is reported to a department head, the department head must immediately report the matter to the Executive Director, unless the Executive Director is suspected to be involved. In that case, the department head must report the matter to the Board Chair. If a suspected Violation is reported to the Executive Director, the Executive Director must immediately report the matter to the Board Chair.

**10.07 Acting in Good Faith**

Any Person reporting a suspected Violation must be acting in good faith and have reasonable grounds for believing the information disclosed in the report indicates a Violation. Any report that proves not to be substantiated and to have been made maliciously or knowingly to be false will be viewed as a serious offense subject to discipline up to and including termination of employment.

**10.08 Confidentiality**

Reports of suspected Violations will be kept confidential to the extent possible, consistent with the need to conduct a thorough investigation.

**10.09 Handling of Reported Violations**

The individual receiving a report of a suspected Violation will notify the individual making the report within ten business days. All reports will be promptly investigated and appropriate action taken if warranted by the investigation.

**ARTICLE XI. DISSOLUTION****11.01 Dissolution**

Upon dissolution of the Corporation, any sums, monies, notes, or other resources remaining after satisfaction of all debts and claims against the Corporation shall be given to a nonprofit charitable organization selected by the Board.

**ARTICLE XII. AMENDMENT OF BYLAWS****12.01 Amendments to the Bylaws**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of Directors then in office at a meeting of the Board, however, that no amendment shall be made to these Bylaws which would affect the voting rights of Directors further requires ratification by a two-thirds vote of a quorum, and that all amendments be consistent with the articles of Incorporation.

**CERTIFICATE OF ADOPTION OF BYLAWS**

The above stated Bylaws of ICAITS were approved by the ICAITS Board of Directors on this date, April, 21 in the year of our Lord, 2025, and constitute a complete copy of the Bylaws of the Corporation.



Dr. Christopher Cone  
Executive Director