

**Minutes**  
**of the Executive Board**  
East Central Educational Service Center  
May 7, 2021

The Executive Board of the East Central Educational Service Center met on Friday, May 7, 2021, at 10:00 A.M. at the East Central Educational Service Center.

**Executive Board  
Members Present**

Executive Board members present were Mr. Scott Collins, Fayette County School Corporation; Dr. Melissa Brisco, Alexandria Community School Corporation; Mr. Tom Hunter, Greensburg Community Schools; Mr. Matt Vance, Rush County Schools; and Mr. Paul Garrison, Daleville Community School Corporation. Mr. Wes Hammond, South Henry School Corporation and Mr. Aaron Black, Randolph Eastern School Corporation were not present.

**ECESC Staff**

Present from the East Central ESC were Mrs. Katie Lash, Executive Director; Mr. Larry Williams, Technology Coordinator; and Mrs. Teresa Amick, Administrative Assistant.

**Call to Order**

The meeting was called to order by Board President Mr. Scott Collins at 10:08 A.M.

**Consent Agenda**

A motion was made by Mr. Garrison, seconded by Dr. Vance, to approve the Consent Agenda consisting of the minutes of March 12, 2021, and the financial reports/claims docket from March 2021. The motion carried unanimously.

**Program Director's  
Updates**

Technology Coordinator

Larry Williams presented to the board that SpendBridge spending for 2021 is higher than at this time last year, discount on Zoom license through a co-op agreement between service centers will be \$13.79 per year, and there will be a Food Service Meeting on May 12<sup>th</sup> with Lisa Abell from Northern ESC to select vendors for dairy, bakery, and produce bids.

Executive Director

Katie Lash presented to the board on the following reports:

### *Instructional Program Report*

- Keep Indiana Learning and local PD – state-wide collective site for professional development
- Affinity Groups – participation continues to grow and appears to be effective
- Title III Grant – will apply again next year
- GEER Grants
  1. ESC Collaborative – five member schools are participating
  2. IU East Partnership – teachers from member schools getting graduate certificate
- Educational Solutions
  1. Scoir Network – free for Title I schools - 12 cents per month per student not Title I – helps students create a college and career path on website and matches them to universities
  2. Annual Meeting vendors – commitments so far from BetterLesson, Move This World, PresenceLearning, Vimme Learning, and ClassLink

### *Executive Director Report*

- Covid-19 SBA Relief Funding – service center applied for the Payroll Protection Program (PPP) loan and received \$58,427.50
- HB 1008 Grant/Well Rounded Course Access RFP - service center had member schools' consent in advance to participate in HB 1008 because of the data share – the budget could be 3 million over 2 years - will know if ECESC receives grant by May 21st
- Classroom Connection – updates on the teacher sharing program
  1. Roundtable through CELL
  2. ACP with IU
- George and Francis Ball Foundation – wants service center to collect requested data from member schools
- Update on Food Bid – May 12<sup>th</sup> Food Service Meeting
- Proposed Budget 2022– same amount as last year only changed some appropriations (attachment 1) – will be presented during June 18<sup>th</sup> meeting for approval

- Proposed Holidays 2021-2022/Board Meeting 2021-2022 (second Friday) – Holidays (attachment 2) and Board Meetings (attachment 3) – will be presented during June 18<sup>th</sup> meeting for approval
- Discussion/getting rid of excess items after moving to new location – set a date/time for member schools and it will be first come first serve

## **Action Items**

- Bylaws Update – (attachment 4) highlighted updates – change address, meeting dates not monthly meetings, delete Advisory Meetings, and quorum at ECESC Annual Meeting will be the majority of attendants at the ECESC Annual Meeting

A motion was made by Mr. Hunter, seconded by Mr. Garrison, to change the highlighted Bylaws as discussed. The motion passed unanimously.

- Filling Board Vacancies – three seats are open this year for two-year terms and Mr. Garrison’s seat is open for one year due to his retirement - Dr. Vance, Mr. Hammond and Mr. Black are the three seats open– Mr. Black has served one year of Dr. Blessing’s seat

A motion was made by Mr. Hunter, seconded by Dr. Vance, to appoint Mr. Black to the remainder of Mr. Garrison’s term for one year on the Executive Board. The motion passed unanimously.

- Budget/Long Term Commitments

A motion was made by Mr. Garrison, seconded by Dr. Brisco, to pay the three full time staff \$1,000 and one part time staff \$250.00 for a one-time stipend to be paid by June 15<sup>th</sup> payroll. The motion passed unanimously.

## **Next Scheduled Meeting**

The next scheduled meeting is Friday, June 18, 2021, at Willie and Red’s in Hagerstown. All member superintendents or their designees are welcome to attend.

## **Adjournment**

A motion was made by Mr. Garrison, seconded by Dr. Vance, to adjourn the meeting. The meeting was adjourned at 11:18 A.M.

**SEE ATTACHED SIGNATURE PAGE**

**SIGNATURE PAGE FOR MINUTES OF May 7, 2021**

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**Mr. Scott Collins**

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**Dr. Melissa Brisco**

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**Mr. Tom Hunter**

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**Dr. Matt Vance**

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**Mr. Paul Garrison**

**Date:** \_\_\_\_\_

## **EAST CENTRAL EDUCATIONAL SERVICE CENTER**

### **2022 OPERATIONS FUND BUDGET**

**1/1/2022 - 12/31/2022**

<b>ESTIMATED REVENUE</b>	<b>2022</b>
Cash Balance: 12/31/2021	\$345,000
Membership Fees (\$4.00/ADM)	\$171,150
A/V & Computer Repair Fees & Parts	\$500
Misc. (Interest, Software Materials/Packages Workshop Fees, Administrative Fees)	\$25,000
<b>TOTAL</b>	<b>\$541,650</b>

### **APPROPRIATIONS**

Object 100/Salaries	\$234,500
Object 200/Employee Benefits	\$113,600
Object 300/Professional & Technical Services	\$20,800
Object 400/Utility Services	\$63,850
Object 500/Other Purchased Services/Communications	\$45,000
Object 600/Supplies & Materials	\$41,100
Object 700/Property	\$15,000
Object 800/Dues & Fees	\$7,800
<b>TOTAL</b>	<b>\$541,650</b>

**2022 EAST CENTRAL ESC APPROPRIATIONS****1/1/2022 - 12/31/2022****OPERATIONS FUND****2022**

23210-110.01-9530-0000	DIRECTOR SALARY	\$	85,000
23210-110.02-9530-0000	PROGRAM COORDINATOR	\$	-
23210-120.03-9530-0000	TECHNOLOGY COORDINATOR	\$	72,000
23210-120.04-9530-0000	TREASURER	\$	50,000
23210-120.06-9530-0000	DRIVERS	\$	7,500
23210-120.09-9530-0000	SECRETARY/RECEPTIONIST	\$	20,000
23210-120.10-9530-0000	RESOURCE LIBRARY/TECH SEC	\$	-
23210-120.11-9530-0000	ADMINISTRATIVE ASSISTANT	\$	-
23210-211.03-9530-0000	SOCIAL SECURITY/NON -CERTIFIED	\$	5,700
23210-211.04-9530-0000	SOCIAL SECURITY/NON -CERTIFIED	\$	3,900
23210-211.06-9530-0000	SOCIAL SECURITY/NON -CERTIFIED	\$	1,600
23210-211.09-9530-0000	SOCIAL SECURITY/NON -CERTIFIED	\$	2,100
23210-211.10-9530-0000	SOCIAL SECURITY/NON -CERTIFIED	\$	-
23210-211.11-9530-0000	SOCIAL SECURITY/NON -CERTIFIED	\$	-
23210-212.01-9530-0000	SOCIAL SECURITY/CERTIFIED	\$	6,500
23210-212.02-9530-0000	SOCIAL SECURITY/CERTIFIED	\$	-
23210-213.01-9530-0000	SEVERANCE/EARLY RETIREMENT PAY	\$	-
23210-213.02-9530-0000	SEVERANCE/EARLY RETIREMENT PAY	\$	-
23210-213.03-9530-0000	SEVERANCE/EARLY RETIREMENT PAY	\$	1,000
23210-213.04-9530-0000	SEVERANCE/EARLY RETIREMENT PAY	\$	1,000
23210-213.09-9530-0000	SEVERANCE/EARLY RETIREMENT PAY	\$	-
23210-213.10-9530-0000	SEVERANCE/EARLY RETIREMENT PAY	\$	-
23210-213.11-9530-0000	SEVERANCE/EARLY RETIREMENT PAY	\$	-
23210-214.03-9530-0000	PUBLIC EMPLOYEES RETIREMENT FUND	\$	11,000
23210-214.04-9530-0000	PUBLIC EMPLOYEES RETIREMENT FUND	\$	9,000
23210-214.09-9530-0000	PUBLIC EMPLOYEES RETIREMENT FUND	\$	-
23210-214.10-9530-0000	PUBLIC EMPLOYEES RETIREMENT FUND	\$	-
23210-214.11-9530-0000	PUBLIC EMPLOYEES RETIREMENT FUND	\$	-
23210-215.02-9530-0000	TEACHER RETIREMENT FUND, PRIOR	\$	-
23210-216.01-9530-0000	TEACHER RETIREMENT FUND, AFTER	\$	10,000
23210-221.01-9530-0000	GROUP LIFE INSURANCE	\$	1,000
23210-221.02-9530-0000	GROUP LIFE INSURANCE	\$	-
23210-221.03-9530-0000	GROUP LIFE INSURANCE	\$	400
23210-221.04-9530-0000	GROUP LIFE INSURANCE	\$	400
23210-221.09-9530-0000	GROUP LIFE INSURANCE	\$	-
23210-221.10-9530-0000	GROUP LIFE INSURANCE	\$	-
23210-221.11-9530-0000	GROUP LIFE INSURANCE	\$	-
23210-222.01-9530-0000	GROUP HEALTH INSURANCE	\$	20,000
23210-222.02-9530-0000	GROUP HEALTH INSURANCE	\$	-
23210-222.03-9530-0000	GROUP HEALTH INSURANCE	\$	12,000
23210-222.04-9530-0000	GROUP HEALTH INSURANCE	\$	3,500
23210-222.09-9530-0000	GROUP HEALTH INSURANCE	\$	-

23210-222.10-9530-0000	GROUP HEALTH INSURANCE	\$	-
23210-222.11-9530-0000	GROUP HEALTH INSURANCE	\$	-
23210-223.01-9530-0000	GROUP ACCIDENT INSURANCE	\$	1,200
23210-223.02-9530-0000	GROUP ACCIDENT INSURANCE	\$	-
23210-223.03-9530-0000	GROUP ACCIDENT INSURANCE	\$	800
23210-223.04-9530-0000	GROUP ACCIDENT INSURANCE	\$	500
23210-223.09-9530-0000	GROUP ACCIDENT INSURANCE	\$	500
23210-223.10-9530-0000	GROUP ACCIDENT INSURANCE	\$	-
23210-223.11-9530-0000	GROUP ACCIDENT INSURANCE	\$	-
23210-224.01-9530-0000	OTHER GROUP INSURANCE	\$	1,800
23210-224.02-9530-0000	OTHER GROUP INSURANCE	\$	-
23210-224.03-9530-0000	OTHER GROUP INSURANCE	\$	750
23210-224.04-9530-0000	OTHER GROUP INSURANCE	\$	750
23210-224.09-9530-0000	OTHER GROUP INSURANCE	\$	-
23210-224.10-9530-0000	OTHER GROUP INSURANCE	\$	-
23210-224.11-9530-0000	OTHER GROUP INSURANCE	\$	-
23210-225.00-9530-0000	WORKERS COMPENSATION INSURANCE	\$	12,000
23210-230.00-9530-0000	UNEMPLOYMENT	\$	5,000
23210-241.01-9530-0000	EMPLOYER HSA CONTRIBUTION	\$	1,200
23210-319.00-9530-0000	RESOURCE PERSONNEL	\$	20,800
23210-411.00-9530-0000	WATER AND SEWAGE	\$	-
23210-412.00-9530-0000	REMOVAL OF GARBAGE	\$	500
23210-432.00-9530-0000	REPAIRS	\$	2,700
23210-441.00-9530-0000	RENTAL OF BUILDINGS	\$	18,000
23210-442.00-9530-0000	RENTAL OF EQUIPMENT	\$	14,500
23210-450.00-9530-0000	IMPROVEMENTS	\$	4,150
23210-490.00-9530-0000	OTHER PURCHASED SERVICES	\$	24,000
23210-520.00-9530-0000	INSURANCE	\$	22,000
23210-530.00-9530-0000	COMMUNICATIONS	\$	9,700
23210-540.00-9530-0000	ADVERTISING	\$	2,800
23210-550.00-9530-0000	PRINTING AND BINDING	\$	4,500
23210-580.00-9530-0000	TRAVEL	\$	6,000
23210-611.00-9530-0000	SUPPLIES - NON TECHNOLOGY	\$	7,000
23210-612.00-9530-0000	TIRES AND REPAIRS	\$	4,900
23210-613.00-9530-0000	GASOLINE	\$	13,000
23210-622.00-9530-0000	HEATING - GAS	\$	-
23210-625.00-9530-0000	LIGHT AND POWER	\$	-
23210-650.00-9530-0000	PERIODICALS	\$	1,200
23210-655.00-9530-0000	SUPPLIES - TECHNOLOGY	\$	5,000
23210-656.00-9530-0000	SOFTWARE	\$	10,000
23210-660.00-9530-0000	MEDIA LIBRARY	\$	-
23210-734.00-9530-0000	VEHICLES OVER THRESHHOLD	\$	-
23210-735.00-9530-0000	NON-TECHNOLOGY EQUIPMENT	\$	5,000
23210-741.00-9530-0000	TECHNOLOGY HARDWARE	\$	10,000
23210-810.00-9530-0000	DUES AND FEES	\$	7,800
	<b>TOTAL</b>	<b>\$</b>	<b>541,650</b>



## **EAST CENTRAL EDUCATIONAL SERVICE CENTER**

705 W 21st STREET · CONNERSVILLE, IN 47331 · (765) 825-1247 · FAX (765) 825-2532

KATIE LASH—Executive Director

LARRY WILLIAMS—Educational Technology Coordinator

# East Central Educational Service Center

**(PROPOSED)**

**HOLIDAYS**

**2021-2022**

**2021**

### **INDEPENDENCE DAY**

July 5

### **LABOR DAY**

September 6

### **VETERANS' DAY**

November 11 (floating)

### **THANKSGIVING (2)**

November 25-26

### **CHRISTMAS (2)**

December 24 & 27

### **NEW YEAR'S (2)**

December 30 & 31

**2022**

### **GOOD FRIDAY**

April 15 (floating)

### **MEMORIAL DAY**

May 30





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# East Central Educational Service Center

**(PROPOSED)**

## **Meeting Schedule For 2021 – 2022**

September 10, 2021

November 12, 2021

January 14, 2022

March 11, 2022

May 13, 2022

June 10, 2022 (Annual Meeting/Time TBA)

All regular meetings begin at 10:00 A.M. The time and place for the Annual Meeting are TBA.

**BYLAWS**  
**OF**  
**EAST CENTRAL INDIANA EDUCATIONAL SERVICE CENTER, INC.**

**ARTICLE ONE**  
**NAME AND PURPOSE**

**1.1 Name**

The name of the corporation is East Central Indiana Educational Service Center, Inc. (the "Corporation"). It has been formed as a non-profit corporation under the Indiana Non-Profit Corporation Act (the "Act").

**1.2 Principal Office**

The principal office of the Corporation shall be located at 705 West 21<sup>st</sup> Street, Connersville, IN 47331, or at such other place within Indiana as the Executive Board of the Corporation (the "Executive Board," "Board" or "Directors") may determine to be in the best interest of the Corporation. The Corporation may have, in addition to its principal office, offices at such places, both within and outside the State of Indiana, as the Executive Board may from time to time determine or as the activities of the Corporation may require.

**1.3 Purposes**

This Corporation is organized exclusively for educational purposes, as set forth in the Articles of Incorporation of the Corporation, and within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the Corporation is being formed for the purpose of administering a cooperative Interlocal agreement under Indiana Code §36-1-7 in order to assist in meeting the specific educational goals of participating school districts. The Corporation shall be operated exclusively for this purpose. No part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer 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 its charitable and educational purposes. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate

in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE TWO**

### **MEMBERS**

The members of the Corporation shall be the individual school systems who are parties to the Interlocal agreement.

## **ARTICLE THREE**

### **EXECUTIVE BOARD**

#### **3.1 General Powers**

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in the Executive Board. The Board may delegate the management of some or all of the day-to-day operations of the business of the Corporation to an entity(ies) or to other person(s), provided that the business, property and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board may make appropriate delegations of authority to the officers of the Corporation, and may authorize one (1) or more committees to act on its behalf under a specific written delegation of authority.

#### **3.2 Number**

The Executive Board shall consist of seven (7) members.

#### **3.3 Tenure**

All Executive Board positions are two years in length. In even numbered years, four (4) Executive Board members will be elected; in odd numbered years, three (3) Executive Board Members will be elected.

#### **3.4 Election, Vacancies**

Following expiration of the terms of the initial Directors, Directors shall be elected annually per Section 3.3, and at such other time(s) as necessary under these Bylaws to fill vacancies in such positions. Directors shall be elected by the members of

the Corporation acting as the Governing Board pursuant to Article Five.

A vacancy shall be declared in any seat on the Board upon the death, resignation or removal of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Corporation. In the event that a vacancy occurs with respect to any Director prior to the end of the term, the Governing Board shall appoint a replacement Director for the remainder of the term. No reduction in the authorized number of Directors shall have the effect of removing any incumbent Director before that Director's term of office expires.

### **3.5 Resignation of Directors**

Each Director shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

### **3.6 Removal of Directors**

The Board may remove a Director from the Board at any time when such removal is determined by the Board to be in the best interest of the Corporation.

### **3.7 Place and Manner of Meetings**

Meetings of the Executive Board shall be held during the school year **on a monthly basis, generally eight times per year**. All meetings shall be conducted in accord with the "Indiana Open Door Law" as it exists or as it may be amended.

### **3.8 Regular Meetings**

Annual meetings of the Executive Board shall be held in each year, as arranged by the Secretary of the Corporation, at the principal office of the Corporation, or at such other place as may be designated in the notice of the meeting, for the transaction of such business as may lawfully come before the meeting. The Chairperson or the Secretary of the Corporation shall give a minimum of forty-eight (48) hours notice of such meeting to each Director, personally or by mail, telecopy, electronic mail, telex or telegraph. Other regular meetings of the Executive Board shall be held at such place and such time as shall be approved by resolution of the Executive Board. Regular meetings may be held without further notice to the Directors other than the initial actual notice of a meeting schedule

given at a meeting. Accurate minutes of any annual or regular meeting of the Executive Board or any committee thereof shall be maintained by the Secretary or other officer designated for that purpose.

### **3.9 Special Meetings**

Special meetings of the Executive Board may be called at any time by the Chairperson of the Corporation or any three (3) Directors. In the case of a special meeting called by Directors, notice shall be given by the Directors calling such meeting, by the Chairperson or Secretary of the Corporation on direction of such Directors calling such meeting. The notice shall be sufficient if it specifies the date, the place and the time of the meeting, that it is a special meeting of the Executive Board and the agenda for the meeting. Matters other than noticed agenda items may not be considered and acted upon at a special meeting. A minimum notice of at least forty-eight (48) hours shall be required for a special meeting.

### **3.10 Quorum for Meetings**

A majority of the total members of the Executive Board shall constitute a quorum for the transaction of business at all meetings convened according to these Bylaws. Passage of any motion, ordinance or resolution must be by vote of the majority of the total members of the Executive Board.

### **3.11 Advisory Council**

The Executive Board shall appoint an advisory council (the "Advisory Council"). The purpose of the Advisory Council shall be to provide guidance to the Executive Board concerning how the Corporation can optimally achieve the Corporation's purposes. The Advisory Council shall consist of five (5) members composed of one teacher, one administrator, one school board member, one parent, and one student.

### **3.12 Voting**

The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Executive Board, except as may be otherwise specifically provided by law or these Bylaws.

## ARTICLE FOUR

### OFFICERS

#### 4.1 Number and Election

The Executive Board shall organize each July by electing from its own membership a Chairperson, Vice-Chairperson, and Secretary.

#### 4.2 Duties

The principal duties of the several officers are as follows:

(a) **Chairperson.** Duties include conducting meetings, appointment of all necessary committees, and taking other actions as are necessary to insure the transaction of all Interlocal business.

(b) **Vice-Chairperson.** The Vice-Chairperson will assume the duties of the Chairperson in the absence of the Chairperson.

(c) **Secretary.** Duties include keeping records of meetings as directed by the Chairperson. The Secretary shall assume the duties of the Chairperson in the absence of the Chairperson and the Vice-Chairperson.

#### 4.3 Resignation

Any officer may resign at any time by giving written notice thereof to the Chairperson or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof.

#### 4.4 Removal

Any officer may be removed, either with or without cause, by the Executive Board at any meeting of the Executive Board at which a quorum is present.

#### 4.5 Vacancies

Whenever a vacancy shall occur in any office of the Corporation, such vacancy shall be filled by the Chairperson subject to ratification by the Executive Board at its next meeting subsequent to such appointment. Such new officer shall hold office until the next annual meeting and until his or her successor is elected and qualifies.

#### **4.6 Other and/or Subordinate Officers**

The Executive Board may appoint such other officers as the business of the Corporation may require (such as an Assistant Secretary or Treasurer), each of whom shall hold office for such period, have such authority and perform such duties as are provided for by an instrument of appointment as the Executive Board may from time to time determine.

### **ARTICLE FIVE GOVERNING BOARD**

#### **5.1 General Powers**

The Governing Board shall consist of the superintendent or the superintendent's designee from each school corporation that is a member of the Corporation. Members of the Governing Board shall serve without compensation.

#### **5.2 Meetings**

The Governing Board shall meet at least annually.

#### **5.3 Responsibilities**

The Governing Board shall: 1) review the financial terms of the Interlocal Agreement; 2) review the performance and evaluation procedures of the Interlocal; 3) review and approve the Interlocal's budget and programs; 4) approve any changes in the operational procedures for the following year; and 5) select members for the Executive Board.

#### **5.4 Budget**

Each member of the Governing Board shall submit to his or her school board for approval a budget representing its proportionate share of the services provided by the Interlocal.

#### **5.5 Quorum for Meetings**

A majority of the total members of the Governing Board shall constitute a quorum for the transaction of business at all meetings convened according to these

**Bylaws. Passage of any motion, ordinance or resolution must be by vote of the majority of the total members of the Governing Board.**

## **5.6 Voting**

The affirmative vote of a majority of the Governing Board present at a meeting at which a quorum is present shall be the act of the Governing Board, except as may be otherwise specifically provided by law or these Bylaws.

## **ARTICLE SIX**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify its present and former Directors and officers and committee members to the full extent permitted by and under the circumstances set forth in the Act. The Corporation may, but shall not be required to, indemnify representatives, agents and other persons acting on behalf of the Corporation by an agreement in writing approved by the Executive Board. Further, the Corporation shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceeding to the fullest extent permitted by the Act and subject to the conditions thereof. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons as permitted by the Act.

## **ARTICLE SEVEN**

### **AMENDMENTS**

Any provision of the Articles of Incorporation of the Corporation and these Bylaws may be altered, amended or repealed, and new and other provisions may be made and adopted upon a vote of approval of the Executive Board as specified in Section 3.12 of these Bylaws.

## **ARTICLE EIGHT**

### **GENERAL PROVISIONS**

## **8.1 Annual Review**

Annually, the Executive Board and any committee with any power of the Executive Board shall conduct a review of its activities to determine that such activities



are in accordance with, support and further the educational and charitable purposes of the Corporation.

## **8.2 Fiscal Year**

The fiscal year of the Corporation shall be fixed by resolution and approval of the Board; provided, that if such fiscal year is not so fixed by the Board, it shall run from January 1st until December 31st.

## **8.3 Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of the Executive Board and committees.

## **8.4 Invalid Provisions**

If any provision of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance herefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Executive Board as a part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid, and enforceable.

## **8.5 Headings**

The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

## **8.6 Checks**

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 Executive Board may from time to time designate.

**8.7 Contracts**

The Executive Board may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances.

**8.8 Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Board may from time to time select.

**8.9 Prohibition Against Loans and Dividends**

The Corporation is prohibited from making any loan to any Director of the Corporation. The Corporation is also prohibited from declaring a dividend. This provision shall not, however, prohibit or restrict the transfer of funds on dissolution of the Corporation in accordance with the provisions of the Articles of Incorporation of the Corporation.

**CERTIFICATE**

I, the undersigned officer of East Central Indiana Educational Service Center, Inc. (the "Corporation"), an Indiana non-profit corporation, do hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the Corporation on the \_\_ day of \_\_\_\_\_, 200\_\_, by the affirmative vote of the Directors of the Corporation then in office.

Dated: \_\_\_\_\_ 200\_\_

**EAST CENTRAL INDIANA EDUCATIONAL  
SERVICE CENTER, INC.**

By \_\_\_\_\_

Title \_\_\_\_\_