

NSIP Bylaws

Revised 1/26/2022

Revised 9/25/2023

Revised 1/24/2024

**BYLAWS
OF
NATIONAL SAM INNOVATION PROJECT, INC.**

**ARTICLE I
GENERAL CORPORATE PROVISIONS**

1.1 NAME. The name of the corporation is NATIONAL SAM INNOVATION PROJECT, INC. (“NSIP”), a Kentucky charitable benevolent not-for-profit corporation.

1.2 LOCATION. NSIP’s initial principal office is located in Kentucky and it may have other offices within or outside the Commonwealth of Kentucky as the Board of Directors may determine. NSIP shall have a Registered Agent in the Commonwealth of Kentucky.

1.3 PURPOSE. NSIP is organized and shall be operated exclusively for charitable and educational purposes as described within Section 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future codification of United States Internal Revenue law or laws (“the Code”), including for such purposes the making of distributions to organizations and individuals for the purpose of engaging in activity falling within the purposes of NSIP and permitted for an organizational exempt under said Section 501(c)(3).

The purpose of the corporation shall be to study and implement ways to improve principal/administrator effectiveness in improving teaching and learning using the SAM professional development and time data process. School Administration Manager (SAM) focuses on changing the conditions in schools that prevent principals from devoting more time to instructional leadership. The project addresses the issue that the press of management responsibilities deprives the school of a valuable instructional-leadership resource: the principal’s time.

1.4 NOT-FOR-PROFIT ORGANIZATION. All of the assets and the earnings of NSIP shall be used exclusively for charitable and benevolent purposes, in the course of which operation:

- (a) No part of the net earnings of NSIP shall inure to the benefit of or be distributable to its individual members, directors or officers;
- (b) No part of the activities of NSIP shall be the carrying on of propaganda or otherwise attempting to influence legislation and NSIP shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;

- (c) Notwithstanding any other provision of these Bylaws, NSIP shall not carry on any other activities not permitted to be carried on by an organization exempt from tax under Section 501(c)(3) of the Code.

1.5 CORPORATE DISSOLUTION. The duration of NSIP is perpetual. In the event of the dissolution or liquidation of NSIP, all remaining assets, after payment of just debts and liabilities, shall be distributed to a not-for-profit charitable organization established and existing under Section 501(c)(3) of the Code as the Board may direct.

ARTICLE II **BOARD OF DIRECTORS**

2.1 MANAGEMENT. The affairs, business and property of NSIP shall be managed by its Board of Directors (“the Board”).

The specific powers and duties of the Board shall include, but not be limited to, the following:

- (a) Adopt and amend statements of mission, philosophy or purpose;
- (b) Adopt and amend Bylaws; recommend by resolution any plan of merger, consolidation or dissolution; recommend by resolution any amendments to the Articles of Incorporation;
- (b) Select the independent auditors for NSIP;
- (d) Approve the annual budget of NSIP and periodically review financial reports from the Finance Committee regarding the financial condition of NSIP;
- (e) Approve any unbudgeted expenditure in excess of \$5,000.00;
- (f) Approve any sale, lease or mortgage of NSIP’s real or personal property;
- (g) Approve the acceptance of any charitable contribution that imposes a material obligation on NSIP;
- (h) Approve any formal affiliation with another entity;
- (i) Fulfill the fiduciary duties vested in them under the laws of the Commonwealth of Kentucky and these Bylaws;
- (j) Monitor specific data points to track progress on the vision and the mission;
- (k) Develop and establish policies for NSIP and its programs of service;
- (l) Authorize capital expenditures and execution of major contracts;

- (m) Receive reports from the Executive Director in regard to the operation of NSIP;
- (n) Employ additional professional persons as may be required;
- (o) Approve any sale, lease, mortgage, compromise or disposal of any assets transferred to NSIP by donors.

2.2 ELECTION OF DIRECTORS. Each NSIP State affiliate appointed one person to serve on the Board. Founding NSIP state affiliates were: University of Delaware (DASL), Delaware; Gwinnett County Public Schools, Georgia; Large Unit District Association (LUDA), Illinois; School Administrators of Iowa (SAI), Iowa; University of Louisiana, Lafayette; Department of Educational Leadership, Kentucky Leadership Academy, KLA, Kentucky; and Missouri Department of Education Regional Professional Development Center. The first individuals appointed by these entities shall be known as “Founding Board Members.”

For board positions other than those held by the Founding Board Members, the board shall create a process for identifying possible new board members and for selecting from among the individuals identified.

2.3 SELECTION AND TERM OF DIRECTORS. Founding board members shall remain on the board until they resign or are removed from the board (per §2.5 of this Article). For board members other than Founding Board Members, the term of office of each Director shall be three (3) years. Directors who wish to continue to serve on the board may reapply and be considered using the same process that the board uses to select new members.

2.4 BOARD MEETINGS. The standard practice of the Board shall be to meet quarterly. The regular annual meeting of the Board shall be held in conjunction with the NSIP Annual Conference. This meeting and one other in the year shall be held in person. The other two meetings may be held virtually. All meetings except the annual meeting may be held at such place and at such time as is designated by the Chair, by resolution of the Board or as specified in the notice. The purpose of the annual meeting shall be the election of officers and the transaction of such other business as may come before the Board. Special meetings of the Board may be called by the Chair or as set forth in Section 2.12, below. Any authorized person or persons calling a special meeting of the Board shall designate the time and place therefore in such call, and the specific purpose and agenda for the special meeting, and any call without such designation shall be invalid and of no effect. Written notice of the time and place of any meeting of the Board, including the purpose if the meeting is a special meeting, shall be given by or at the direction of the Executive Director, Secretary or any other Officer in the event the Secretary is unable or unwilling to act, to each Director at least five (5) days before the meeting is to be held or, in the case of a Special Meeting, as set forth in Section 2.12, below. Notice may be made by U. S. mail, facsimile transmission or electronic mail to the last address provided to the Secretary by each Director. Any Director may waive notice unless the Director attends for the purpose of objecting to the transaction of business because the meeting is not lawfully convened.

2.5 RESIGNATION AND REMOVAL. Any member may resign from the Board at any time by giving written notice to the Chair of the Board or by delivery of written notice to the Board in care of the Secretary. Any elected Director may be removed from the Board for cause by a two-thirds (2/3) majority of the Board present and voting. The Board may fill any vacancy on the Board for the remainder of the unexpired term.

2.6 QUORUM. A majority of the Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, those Directors present may adjourn the meeting from time to time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

2.7 MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law or these Bylaws. Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communication equipment through which all persons can hear each other and participation at a meeting in this manner shall constitute presence at the meeting. There shall be no voting of proxies by the Directors. Any vote of the Board or Committee, properly taken and with quorum present, resulting in a tie vote, shall be decided by vote of its Chair.

2.8 ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors. In the event of such action, the Secretary shall file such writing in the records of NSIP.

2.9 COMPENSATION. Member shall not receive compensation for their services as such, but may be reimbursed for bona fide expenses incurred arising out of service rendered.

2.10 CONFLICT OF INTEREST. Any member of the Board having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. For purposes of this Article, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with NSIP, or is a Director, Trustee or Officer of, or has a significant financial or other interest in, the entity contracting or dealing with NSIP.

2.11 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Executive Director, President or Vice President and must be called by any of them on the written request of any two (2) members of the Board.

2.12 NOTICE OF SPECIAL MEETINGS. Notice of all Directors' Special Meetings shall be given by mail at least two (2) days, or by facsimile or e-mail at least one (1) day, before the meeting to the usual business or residence address of the Director, but such notice may be waived by any written instrument of a Director. Regular meetings of the Board of Directors may be held without additional special notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors' meeting. At any meeting at which every Director shall be present, even though without any notice or waiver, any business may be transacted.

2.13 ANNUAL REPORT. The Board shall present at the annual meeting a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following: (a) the assets and liabilities, including any trust funds, if any, of NSIP for the prior fiscal year and through the end of the quarter and the fiscal year immediately preceding the annual meeting; (b) the principal changes in assets and liabilities from the prior fiscal year end to the quarter immediately preceding the date of the report; (c) the revenue or receipts of NSIP, both unrestricted and restricted to particular purposes, for the prior fiscal year and through the quarter immediately preceding the date of the report; (d) the expenses or disbursements of NSIP, for both general and restricted purposes, for the prior fiscal year and through the quarter immediately preceding the date of the report. The annual report of Directors shall be filed with the records of NSIP and an abstract entered in the minutes of the proceeding of the annual meeting of the members.

ARTICLE III
OFFICERS AND EXECUTIVE DIRECTOR

3.1 OFFICERS. The officers of the Board shall also be the officers of NSIP and shall be the President, Vice-President, the Secretary and the Treasurer ("Officers"). NSIP, at the discretion and by resolution of the Board, may have additional officers, including one or more assistants. The President of NSIP shall be deemed the Chairman of the Board. The initial Officers are as follows:

President	Roberta Hendee
Vice President	Carol Lensing
Secretary	Debbie Daniels
Treasurer	Nathan Roberts

3.2 ELECTION AND TERM OF OFFICE. The Officers shall be elected annually by the Board. Board officers shall be elected by majority vote of all members at

its annual meeting provided that a quorum is present. The elected Officers shall serve for a term of one year or until a successor is elected unless the Officer sooner resigns or is removed. However, the terms of the initial officers elected shall be for three (3) years commencing July 1, 2011. One person may hold multiple offices.

3.3 RESIGNATION AND REMOVAL OF OFFICERS. Any Officer may resign at any time by giving written notice to the President or the Board in care of the Secretary or to the Executive Director, and the resignation shall take effect as specified therein. The Board may, by two-thirds vote, remove any Officer for cause at a regular or special meeting.

3.4 VACANCIES. An existing or prospective vacancy in any office may be filled at any meeting of the Board upon the recommendation of the Nominating Committee, and resolution of the Board, but the term of an Officer elected between annual meetings of the Board shall expire upon the conclusion of the next such annual meeting (or, in the case of the initial officers of the Board, at the appropriate annual meeting), or if later, when the successor of such Officer shall have been duly elected and qualified.

3.5 PRESIDENT. The President shall preside at all meetings of the Board, as its Chair, appoint all committees, unless otherwise provided for, may sign bonds, notes, contracts, membership certificates, and such other papers and documents as may be authorized by the Board. The President may convene a committee in the absence of its chairman and act with it.

3.6 VICE-PRESIDENT. The Vice-President shall assist the President in the performance of his or her duties. During the absence, disability or unavailability of the President, the Vice-President shall perform all of the President's said duties. In the absence of the President and Vice-President, the Secretary may so act until the Board convenes and elects a President pro tempore. The Vice-President shall also oversee the public relations and fundraising activities of NSIP.

3.7 SECRETARY. The Secretary shall keep a true record of the proceedings of the Board, attach as part of the minutes, copies of financial reports made to the Board, attest official papers when required, and performs such other duties as may be required of him or her by the Board. The Secretary shall deliver to his or her successor, or as the Board may direct, all the books and property of NSIP that may come to his or her hands. The Secretary shall:

- (a) keep at the principal office of NSIP a copy of the Articles of Incorporation and Bylaws and a record of all actions of the governing body and all other corporate records;
- (b) see that all notices are given in accordance with the provisions of the Bylaws and as required by law;

- (c) sign documents of NSIP from time to time as required and be custodian of the seal of NSIP and see that it is affixed to all documents as required;
- (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

3.8 TREASURER. The Treasurer shall generally be responsible for the review of NSIP's fiscal health. The Treasurer shall have general oversight over the financial activities of NSIP. Specifically, the Treasurer shall:

- (a) Consult and advise on financial matters as requested by the President or Executive Director;
- (b) Receive, review and act upon any requests from an auditor, bookkeeper or NSIP staff regarding irregular expenditures that are not satisfactorily explained by the Executive Director;
- (c) Review the annual financial audit with the Executive Director;
- (d) Hold a semi-annual meeting with the Executive Director to review the current budget, income, expenditures, significant debts and future plans;
- (e) Participate in the annual audit/fiscal review meeting with the independent and external fiscal analysts;
- (f) In general, perform all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the President or the Board.

The Executive Director will report any need for cash-flow assistance to the Treasurer and President before taking action. The Treasurer and President may elect to extend the issue, and proposed solutions, to the Board for consideration. The President will report any action to the Board.

3.9 EXECUTIVE DIRECTOR. The Board shall employ an Executive Director who shall have general oversight of the officers and affairs of NSIP and serve as the liaison officer and channels of communication for the Board. Between meetings of the Board, the Executive Director is vested with discretionary powers in matters not specifically prohibited by the Board and shall make due report of all such actions to the Board at its next stated meeting and seek ratification for any and all such acts. The Executive Director will be responsible for the day to day activities of NSIP including the supervision of all employees; he may sign bonds, notes, contracts, membership certificates, and such other papers and documents as may be authorized by the Board. Mark Shellinger is the initial Executive Director and shall serve as such under a contract between NSIP, approved by the Board, and Mark Shellinger.

ARTICLE IV
FISCAL MATTERS

4.1 FISCAL YEAR. The fiscal year of NSIP shall commence on July 1 and end on June 30 of each year or as otherwise determined by act of the Board.

4.2 CONTRACTS. The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NSIP and such authority may be general or confined to a specific instance. Unless so authorized or as set forth herein, no Officer, agent, or employee shall have any power or authority to bind NSIP by any contract or engagement or to pledge its credit and to render it liable pecuniarily for any purpose or in any amount.

4.3 LOANS. No loans shall be contracted for or on behalf of NSIP, and no negotiable papers shall be issued in its name unless and except as authorized by the Board. No loans shall be granted to any employee, Director or Officer of NSIP.

4.4 DEPOSITS. All funds of NSIP shall be deposited from time to time to the credit of NSIP with such banks, trust companies or other depositories as the Board may select, or as may be selected by the Officer to whom such authority may be delegated from time to time by the Board.

4.5 CHECKS AND DRAFTS. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of NSIP shall be signed by the Executive Director and by a designate appointed by the Board to perform such duties. Executive Director shall provide monthly reports on all expenditures to the Treasurer and the President.

4.6 GIFTS. The Board may accept on behalf of NSIP any contribution, gift, bequest or devise, for and consistent with general or specific purposes of NSIP.

4.7 INVESTMENTS. NSIP shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may be permitted by law to make or any similar restriction provided, however, that no action shall be taken by or on behalf of NSIP if such action is a prohibited transaction under applicable laws as they now exist or as they may be amended.

ARTICLE V
BOOKS AND RECORDS

NSIP shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board, and shall keep at the registered or principal office a record giving the names and addresses of the members. Any member or his/her agent or attorney may inspect all books and records of NSIP for any proper purpose at any reasonable time.

ARTICLE VI
SEAL

The Board may adopt a seal.

ARTICLE VII
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Bylaws of NSIP, a waiver thereof or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE VIII
AMENDMENT TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) vote of the Directors present at a meeting of the Board, with quorum established.

ARTICLE IX
DISSOLUTION

Upon dissolution of this Association for any reason, the total remaining net assets of NSIP shall be conveyed by the Directors to an exclusively charitable Foundation exempt from payment of federal income taxes under Section 501(c)(3) of the Code; provided, however, that if there be no such provision in said Code at the time of dissolution, then conveyance shall be made to an organization Which would have qualified as a tax-exempt organization under Section 501(c)(3).

ARTICLE X
INDEMNIFICATION

Any Director or Officer or former director or officer of NSIP shall be indemnified by NSIP against any expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in Which he or she is made a party by reason of being or having been such director or officer, and any judgment or fine or penalty arising from or in relation to such action, suit or proceeding, except in

relation to any such matters in Which he or she is determined by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his or her duties to, or on behalf of, NSIP. NSIP may make any other indemnification permitted by law and authorized by its Articles of Incorporation and its Bylaws or upon due and proper resolution adopted after notice to all directors entitled to vote.

CERTIFICATE

It is hereby certified that on this date we are respectively the duly elected and qualified President and Secretary of NATIONAL SAM INNOVATION PROJECT, INC., and that on this the ___ day of _____, 201_, the foregoing Bylaws were adopted by action of the Board of Directors.

_____ President

_____ Secretary

NSIP Board of Directors
BOARD MEMBER JOB DESCRIPTION

The NSIP Board of Directors is the governance team for the corporation. The primary purpose of the Board of Directors is to ensure that the corporation achieves its goals and that it avoids unacceptable actions and situations. Duties supporting that purpose include:

1. Establish policies in four main areas:
 - a. Conduct of board business – how the board carries out its tasks, board member conduct and ethics, effective communications, role of officers, meeting management, board committees, monitoring board performance, etc.
 - b. Board-staff relationships – delegation to the Executive Director, accountability of the Executive Director, and monitoring the performance of the Executive Director
 - c. Defining corporate success – clearly specifying what the corporation is to achieve and clarifying board and staff accountability for that success
 - d. Executive limitations – policies that place clear restrictions on the Executive Director’s and staff’s autonomy in pursuing success
2. Hire an Executive Director who will be most able to achieve corporate success within the limitations established in board policy while maintaining constructive working relationships with those necessary to achieve success; then adequately and fairly compensate the Executive Director and honor all provisions of his or her contract.
3. Establish clear performance expectations for the Executive Director and hold the Executive E accountable for day-to-day management of the corporation and for the corporation’s success.
4. Provide regularly scheduled opportunities for constructive feedback on Executive Director performance and on the Board’s performance, with the input of the Executive Director
5. Establish and implement an annual plan for monitoring corporate success and corporate compliance with its policies; assume public and personal responsibility for the success of the corporation. Establish and implement a system for ensuring appropriate management oversight of the corporation.
6. Review and adopt the budget submitted by the Executive Director and align resources with the corporation’s indicators of success.
7. Serve as advocates for the interests of SAM/principal teams.
8. Direct clients with complaints, problems or issues to the appropriate corporation office.
9. Engage in professional development individually and collectively to improve in effective governance.
10. Serve as an advocate for SAM development, expansion and sustainability.
11. Perform other actions as a full board that may be required by law.

National SAM Innovation Project (NSIP)
Executive Director Performance Review
2016 Compilation – Revised January 18, 2018 & September 25, 2023

Please complete the evaluation and return to the Board President. The president will compile the results and share with the executive director. The Board and executive director will meet to discuss.

Each section begins with a brief description of an area of responsibility. After reading it the answers to the questions will measure your level of satisfaction with how the executive director is performing. Check off the number representing the degree to which you are satisfied or not satisfied:

- 1-Very Dissatisfied
- 2-Dissatisfied
- 3-Satisfied
- 4-Very Satisfied
- 5-Not sure or N/A

At the end of the sections there is a place for comments. All comments will be shared with the executive director.

Except where stated otherwise, all items refer to actions or conditions since the previous Performance Review (approximately one year).

1. Vision and Mission – The executive director’s role has both strategic and operational components. Working with the board, the executive director develops a shared vision for NSIP, builds understanding around the current mission, and develops appropriate goals and strategies to advance the mission.

How satisfied are you that:		Not satisfied		Satisfied		Not Sure	Comments
		1	2	3	4		
1-1	The executive director and staff have worked with the board to communicate a clear vision for NSIP.						
1-2	The executive director and staff have worked with the board to communicate a clear mission.						
1-3	The executive director and staff have moved NSIP forward, or closer to its vision.						
1-4	The executive director and staff have moved NSIP forward, or closer to its mission.						

Comments:

2. Improving Quality – The executive director works with staff to improve the quality of NSIP implementation and support.

How satisfied are you that:		Not satisfied		Satisfied		Not Sure	Comments
		1	2	3	4		
2-1	The executive director and staff have worked to improve SAM implementation.						
2-2	The executive director and staff have worked to improve SAM coaching, training and support.						
2-3	The executive director and staff have worked to improve professional development offerings and the national conference.						
Comments:							

3. NSIP Growth – The executive director works with staff to expand the impact of NSIP in schools across the country.

How satisfied are you that:		Not satisfied		Satisfied		Not Sure	Comments
		1	2	3	4		
3-1	The executive director and staff have increased, maintained or decreased the number of participating SAM schools as consistent with the mission, vision and culture of NSIP.						
3-2	The executive director and staff have built strong relationships with clients.						
3-3	The executive director and staff have enhanced the visibility of the SAM process.						
Comments:							

- 4. Fiscal Management** – Ensuring that income is managed wisely is important. It is the role of the executive director to see that solid planning and budgeting systems are in place and that NSIP’s goals and strategic plan serve as the basis for sound financial planning. In addition, it is the executive director’s responsibility to ensure that qualified staff is hired to accurately monitor, assess, and manage the financial health of NSIP.

How satisfied are you that:		Not satisfied		Satisfied		Not Sure	Comments
		1	2	3	4		
4-1	The executive director responsibly managed financial planning, budgeting and fiscal resources.						
4-2	The executive director maintained a fund balance that assures organizational stability.						
Comments:							

- 5. Operations Management** – The executive director is responsible for day-to-day management. The executive director works with staff to develop, maintain, and use the systems and resources that facilitate the effective operation of NSIP.

How satisfied are you that:		Not satisfied		Satisfied		Not Sure	Comments
		1	2	3	4		
5-1	The executive director has assured NSIP has sound risk management policies in place including adequate insurance coverage.						
5-2	The executive director has assured NSIP has accounting, payroll, and cash management systems in place.						
Comments:							

6. Board Perceptions of the Organization – As the board reviews the performance of the executive director, it should also gauge its perceptions of the general operations and quality of NSIP in the following areas. The responses to these questions may help to focus the board and executive director’s attention on specific areas of strengths and limitations and will help to guide future NSIP development efforts.

Over the past year, what do you see as the Executive Director’s greatest strength or most important accomplishment?

In the year ahead, what do you see as the Executive Director’s greatest potential area for growth?

Overall Comments: