

BY-LAWS

as adopted in amended form by the membership of the
American School Association of Guangzhou
On May 16, 2018

In accordance with Article XI of the Articles of the Association, the American School Association of Guangzhou (the "Association") hereby establishes the following By-Laws for the regulation of Association activities. These By-Laws are in furtherance of the purposes and objectives stated in the Articles of Association.

BY-LAW I: Scope and Purpose of the American School Association of Guangzhou

It shall be the purpose of the Association to promote the provision of an American-based education for foreign children living in or around Guangzhou, through the governance of the American International School of Guangzhou (the "School").

BY-LAW II: Board of Directors

- A. The Board of Directors shall consist of seven (7) members, among which four (4) shall be appointed and three (3) shall be elected in the following manner:
 - 1. One member appointed by the U.S. Consul General of Guangzhou.
 - 2. One member from among the Consular Corps of Guangzhou, appointed by the outgoing Board.
 - 3. One member from among the business community in Guangzhou with an interest in the affairs of the School, appointed by the outgoing Board
 - 4. One member from among the community at large in Guangzhou with an interest in the affairs of the school, appointed by the outgoing Board.
 - 5. Three members elected by the members of the Association.

- B. Upon election or appointment of the Board members, the Association is required to obtain a Letter of No Objection from the U.S. Consul General of Guangzhou's appointee ("Certifier") on the outgoing Board certifying that there is no objection to all the seven (7) members to serve on the Board of the Association, the Board of AISG Inc., the Board of the American International School of Guangzhou ("School"), and the Board of Guangzhou AISG Education Management Consulting Co., Ltd. ("AISG WFOE") .

- C. The Board of Directors of the Association shall have the same constitution and membership as the Board of Directors of the School, the Board of Directors of AISG Inc., and the Board of Directors of the AISG WFOE.

- D. The following are not eligible for election to the Board:
 - 1. Employees of the School;
 - 2. Spouses and members of household of full-time School employees;
 - 3. Spouse and members of household of a Board member.

- E. No salary or other compensation shall be paid for services as a member of the Board, except reimbursement may be made for reasonable expenses incurred in connection with such service.

BY-LAW III: Term of Office- Members

- A. All members of the Board, once elected or appointed, shall serve for a term of two (2) years, unless filling a vacancy as stipulated under By-Law VII, in which the term could be less than two years.
- B. Board members shall be eligible for re-election or re-appointment.
- C. The term of office of the Board members shall commence on July 1st after new board members are elected in a general election. If board members are elected via a special election or appointed to fill a vacancy, the term begins per the effective date agreed upon with the board.

BY- LAW IV: Nomination of Elected Members

- A. All candidates for election to the Board shall be members of the Association and nominated by two members of the Association.
- B. Nominees shall be eligible for Board membership as defined in BY-LAW II.
- C. Applications shall be submitted to the Chair of the Election Committee in writing at least one week in advance of the first day of the balloting period.
- D. The number of candidates on the ballot for Board elections shall be no less than the number of vacant seats at the end of the current academic year, plus an additional two nominees.
- E. The ballot of candidates for Board shall contain no less than one Association member for each vacancy being filled.
- F. Each Nominee, as a pre-condition to becoming a candidate for election, shall agree in writing to:
 - 1. Stand for election
 - 2. Abide by the Association’s Articles of Association, the By-laws of the Association and of AISG, Inc., the Constitution of the School, and the Board Policies of the School.
 - 3. Faithfully attend all meetings of the Board and of any committees of the Board that the Nominee is appointed to.
- G. The Secretary, in notifying the members of the date of the Spring Bi-annual General Meeting, shall include with the agenda the list of candidates.

BY-LAW V: Election of Board Members

- A. Election of Board members shall take place during the two-week period preceding the Spring Bi-annual General Meeting of the members of the Association.
- B. Votes shall be cast by secret ballot.
- C. No ballots shall be counted if submitted after the day before the Spring Bi-annual General Meeting is to take place.
- D. The election shall be under the direction of an election committee approved by a majority of the Board of Directors
- E. Each Association member shall cast one ballot indicating a selection of candidates at most equal to the number of vacancies to be filled.
- F. Ballots indicating a selection of candidates more than the number of vacancies to be filled shall be declared void.
- G. The three (3) Candidates receiving the largest number of votes shall be deemed elected. The Candidates receiving the fourth and fifth highest number of votes will be deemed to be elected as alternate Board Members.
- H. In case of a tie vote, a run- off election shall be held during the Spring Bi- annual General Meeting using written ballots.

BY-LAW VI: Nomination and Appointment of Appointed Members

- A. The U.S. Consul General of Guangzhou will provide the Board with written notification of its appointed member prior to the Spring Bi-annual General Meeting.
- B. The Election Committee of the Association has responsibility for nomination of Board Members to the other three appointed seats.
 - 1. The Committee shall solicit feedback from the Board and School Director on nominations for appointed seats no less than 2 months before the Spring Bi-annual General Meeting, or other reasonable time period as conditions may require.
 - 2. The Committee may solicit feedback from the Association at large, or from selected Association members, on nominations for appointed seats.
- C. In the Board meeting preceding the Spring Bi-Annual General Meeting of the Association, the Board shall appoint the four (4) appointed Board members for the subsequent term.

BY-LAW VII: Vacancies

- A. A vacancy of an elective seat on the Board occurring during a year shall be filled by an alternate

member elected by the Association, and who shall fill out the remaining term of the vacant seat.

- B. In the event that there are no alternate members or that all elected alternates are serving as voting members, the Board shall appoint a person, who shall not be a member of the Board at the time the vacancy occurs, and who will serve until the next Spring Biannual meeting of the Association, or until a new member is elected in a special election called by petition of at least 25% of the membership of the Association.
- C. A vacancy of an appointed seat other than the appointed seat of the U.S. Consul General of Guangzhou will be filled by an alternate qualified member as appointed by the Board at the next available Board Meeting when the vacancy occurs and who shall fill out the remaining term of the vacant seat. A vacancy of the U.S. Consul General of Guangzhou appointed seat will be filled by written notification of the alternate member from the U.S. Consul General.

BY-LAW VIII: Removal

- A. The members of the Association may remove any Board Member elected by the members of the Association at any special meeting of the Association members or at the Bi-annual General Meeting. Such removal requires two-thirds (2/3) vote of the Association members present at the meeting. The affected Board Member is entitled to reasonable prior notice of the proposed removal action.
- B. The Board of Directors may remove an appointed Board Member, other than the appointed seat of the U.S. Consul General of Guangzhou, either for or without cause at any time by the affirmative vote of a two-thirds (2/3) majority, or 5 of 7 of all Board Members entitled to vote, at a special meeting of the members called for the purpose, and the vacancy(ies) thus created may be filled through the appointment procedures of BY-LAW VI and BY-LAW VII.
- C. The Board shall have the power to request the resignation of any member who has missed more than three consecutive board meetings or more than five meetings over a twelve-month period.

BY-LAW IX: Powers and Duties of the Board of Directors

- A. The Board, meeting as the Board of Directors of the Association shall exercise full control and direction of the business and affairs of the Association. Meeting as the Board of Directors of the School, it shall have all the powers and perform all the acts which the School may legally exercise and perform.
- B. Individual Board members shall:
 - 1) have no authority to act except in meetings of the assembled Board, or by specific designation by the Board. Board members have no individual authority to act on behalf of the Board without prior Board approval.
 - 2) attend all scheduled and special meetings of the Board and be prepared for each meeting to

address the agenda issues before the Board;

- 3) serve as required on Board committee(s) and as a committee chair when required;
- 4) maintain the confidentiality of (i) information discussed in meetings of the Board; (ii) privileged information that comes before the Board or any Board committees; (iii) information discussed on Board committees; and (iv) deliberations of the Board and the results of those deliberations; and
- 5) avoid any conflict of interest and disclose any potential conflict of interest and refrain from voting on matters which involve conflict of interest.

BY-LAW X: Board Officers

- A. Board Officers - The outgoing Board shall elect by a simple majority vote four (4) officers of the Board: Chairperson, Vice-Chairperson, Treasurer and Secretary. These Board Officers shall also act as the officers of the School Board.
- B. The Board Officers shall be nominated for the position. Self-nomination is acceptable.
- C. The election of the Board Officers for the next year shall occur after the election and appointment of the board members but before the final school board meeting of the school year. Officers of the new board shall be elected by the outgoing board.
- D. The term of all board officers shall be two years starting on July 1st and shall be renewed for a maximum of 2 terms.
- E. Removal - The Board of Directors may, by two-thirds (2/3) majority vote of all the Board of Directors, or 5 members of the 7-member board, remove any Board Officer from his/her position. Removal of a Board Officer shall not constitute removal from the Board.
- F. Vacancy - The Board of Directors shall fill in any vacancy spot of the Board Officers by a simple majority vote of all the Board of Directors.

BY-LAW XI: Duties of Board Officers

Chairperson: The Chairperson of the Board (the “Chairperson”) shall take the lead in areas of board leadership and management, including presiding over all meetings of the Board of Directors, developing agendas for board meetings, ensuring the Board would not overstep its limits, consulting regularly with the School Director and organizing the Board in the most effective way to conduct its business. The Chairperson shall speak for the Board unless the task has been delegated. The Chairperson is the official signor on all contracts and other legal documents to be entered into by the Board. The Chairperson shall have no authority to make Board decisions without authorization by the Board.

Vice-Chairperson: The Vice-Chairperson of the Board shall act as the Chairperson in the event of the absence of the Chairperson or at the request of the Chairperson.

Treasurer: The Treasurer of the Board shall be the chairperson of the Finance Committee with duties as outlined in By Law XIII.

Secretary: The Secretary of the Board, in conjunction with the Board Assistant, shall maintain minutes of all board meetings and record of all board decisions. The Secretary shall also ensure key documents are up to date, including the code of conduct and conflict of interest statements of the Board.

BY-LAW XII: Board-Head Linkage

The relationship between the Board and the Director of the School shall be governed by the employment contract between the School and the School Director and the Board Governance Policies of the Association.

BY-LAW XIII: Board Committees

A. **Board Committees** - The Board shall have at least three (3) standing committees: Governance Committee, Finance Committee and Election Committee. The Board may establish additional committees, or task forces, as needed to accomplish the goals of the Association and the School. These Board Committees shall also be the Board Committees of the School.

B. Board Committee Duties:

- a. **Governance Committee** shall provide oversight to the Board and the Association; this committee will ensure that the Board and individual Board members are carrying out their duties. The committee's responsibilities include but are not limited to: identifying and vetting new board members, conducting orientation for new board members, implementing the board self-evaluation and ensuring the board is compliant with ASAG by laws and follows established board procedures.
- b. **Finance Committee** shall oversee the financial administration of the Association, review procedures and financial reporting, and advise the Board on financial strategy.
- c. **Election Committee** shall oversee fair and impartial elections of the School Board, handle elections of elected board members, manage nomination process for appointed board members and manage the process for any vacancies that arise.

C. **Committee Chairs:** The Treasurer of the Board shall be appointed as the Finance Committee Chair. The Governance Committee Chair and the Election Committee Chair shall be appointed among the Board members who are participants on those respective committees and approved via a full board vote.

D. Committee Membership

- a. Governance Committee members shall be appointed by a resolution adopted by a majority of the Board of Directors and comprised of Board members only.
- b. Finance Committee members shall be appointed by a resolution adopted by a majority of

the Board of Directors and may be composed of members of the Board and community, with at least two (2) Board members on the committee.

- c. Election Committee members shall be appointed by a resolution adopted by a majority of the Board of Directors and comprised of Board members only. Any current Board members running for a board seat or considering reappointment may not be appointed to the Election Committee, provided the US Consul General appointee on the Board may sit on this committee as s/he is appointed by the US Consul General.

- E. The Board Committees shall make recommendations for approval by the full Board. The Board Committees shall not make decisions on behalf of the Board.

BY-LAW XIV: Board Meetings

- A. Scheduled Board Meetings – Regularly scheduled Board meetings shall be finalized after the first Board meeting of the new school year.
- B. Special Board Meeting – Special board meetings shall be called by the Chairperson of the Board or the Vice-Chairperson of the Board in the event of delegation by the Chairperson. A simple majority of all the Board members may also call for a special Board meeting.
- C. Notice of Meeting – Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given by the Secretary of the Board to each Board member via email or at his/her address as it appears on the records of the Association, not less than seven (7) nor more than sixty days before the date of the meeting.
- D. Minutes of the Meeting – The Secretary of the Board or his/her designee, shall take minutes at every regularly scheduled and special board meeting. Board meeting minutes shall be approved and signed by the Board members present at the meeting and certified by the Board Secretary to be considered final.
- E. Quorum – At least five (5) Board members present shall constitute a quorum for an official board meeting to occur. If at any meeting of the Board of Directors is less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained.
- F. Voting – each Board member is entitled to one vote. Voting by proxy is not allowed.
- G. Methods of Participation – Board members are expected to make every effort to attend meetings in person. Video and teleconference participation are permitted with prior notification of the Chairperson of the Board.
- H. Action without Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting, provided that (1) a written resolution is unanimously adopted and signed by all members of the Board; (2) notice of the written resolution is provided to all Board members at least two (2) days before the adoption is

required; and (3) such written resolution is filed with the minutes of proceedings of the Board.

No official Board actions with regard to the Association can be taken unless the action is taken during a regularly scheduled meeting, a special board meeting or by unanimous written consent as provided under this article.

BY-LAW XV: General Provisions

- A. Any contracts, grants or other documents to be executed by the Board shall be approved by a two-thirds (2/3) majority, or 5 of 7, of the Board members. The Board Chairperson shall be the official signor for the Board on the documents to be executed by the Board.
- B. Indemnification – To the full extent permitted by law, the Association may indemnify any person, or his or her heirs, distributes, next of kin, successors, appointees, executors, administrators, legal representatives and assigns, who was or is a party or if threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director, member of a committee, officer, employee or agent of the Association, against expenses, attorney's fees, court costs, judgments, fines, amounts paid in settlement and other losses actually and reasonably incurred by him or her in connection with such action, suit or proceeding.
- C. Insurance – The Association may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent of the Association against any liability asserted against such person incurred by such person's involvement with the Association.
- D. Resignation - Any director, member of a committee, or officer may resign at any time, provided the same would not result in a breach of any contract to which said person is a party. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chairperson or Secretary of the Board. The acceptance of a resignation shall not be necessary to make it effective.
- E. Fiscal Year – The fiscal year of the Board shall align to the fiscal year of the School.
- F. Conflict of Interest – all potential or perceived conflict of interest between a Board member and his/her duty to the Association and/or the School shall be disclosed prior to any discussion and voting on a matter. Board members who have potential or perceived conflict of interest shall abstain from voting on any such matters.
- G. Records – the Board shall keep complete minutes of the proceedings of the Board of Directors.

BY-LAW XVI: Amendment of the By-Laws

These By-Laws may be amended at a Bi-annual General Meeting of the Association or at any

special meeting called for that purpose, only by a two-thirds (2/3) vote of the Association members present and voting, provided that: 1) notice in writing of such proposed amendment shall have been given to the members by the Secretary when notifying them of the date of such meeting; 2) such notice shall have been given to the members of the Association at least two weeks prior to the date of the meeting; 3) no change shall be made in the By-Laws which may be in conflict with the Articles of Association, the Certificate of Incorporation or by-laws of AISG Inc., or the School Constitution; 4) and further, a Letter of No Objection shall be issued by the Certifier certifying that there is no objection to the amendment(s) of these By-Laws.

These By-Laws of the American School Association of Guangzhou were duly approved by the membership of the Association at a Bi-annual General Meeting on the 15th day of May, 2018 in the City of Guangzhou, People's Republic of China.
