

THE AMERICAN SCHOOL FOUNDATION ALUMNI ASSOCIATION (“ASFAA”) BYLAWS

ARTICLE I: NAME

The name of the organization shall be the “ASF Alumni Association”. It will generally be referred to as the “Alumni Association”, “ASFAA”, and/or “The Association”.

ARTICLE II: PURPOSE

The ASF Alumni Association exists to help alumni stay connected to ASF regardless of where they are in life. It promotes ASF events, business opportunities, fundraising, personal development, and leverages a powerful and effective network of community role models.

The ASFAA helps build lifelong and mutually beneficial relationships between ASF alumni and the broader ASF community, and is an independent and collaborative voice; an ambassador and safe keeper of ASF values.

ARTICLE III: MISSION

The ASFAA seeks to engage, help and connect ASF alumni; and to guide current students to become responsible and contributing citizens of the world. The Association fosters a lifelong commitment to the school and institutes a strong spirit of pride and loyalty.

ARTICLE IV: VISION

ASFAA will continuously develop a cohesive organization of alumni who are capable of contributing as key stakeholders in ASF’s strategic decisions and aid in the fulfillment of the ASF Mission. ASFAA will continue to be an active voice that plays a significant part in the continuous development of the ASF community.

ARTICLE V: GENERAL DUTIES AND RESPONSIBILITIES

In relation to the Purpose, Mission, and Vision of the Alumni Association, general duties and responsibilities include:

1. The ASFAA shall provide leadership in accomplishing the purpose, vision and mission of the Alumni Association as stated in Articles II, III and IV;
2. The ASFAA shall establish annual objectives for its work that should be discussed and adopted at its Annual General Assembly meeting(s);
3. The ASFAA shall serve as an advisor to the ASF Board of Trustees and its Committee’s, to the Executive Director, and to other ASF Departments and leadership groups (when required);
4. The ASFAA shall head programs and activities related to alumni;
5. The ASFAA shall be pro-active in proposing ideas and initiatives directed at fulfilling the mission and vision of both the Alumni Association and of ASF. ASFAA shall execute these ideas and initiatives with the help of the relevant ASF Departments (when needed) and other members of the ASF community;
6. The ASFAA will seek out other alumni and members of the broader ASF community who can contribute in the different activities and events regarding alumni and ASF;
7. The ASFAA will actively participate in promoting and participating in all alumni events and other events and initiatives that are of great relevance and importance to ASF;

ARTICLE VI: MEMBERSHIP & APPLICATION REQUIREMENTS

There shall be the following types of membership at the ASFAA:

- a. **Alumni Members.** There shall be one class of voting membership consisting of individuals who attended ASF for at least one full school year and left the school in good standing. Alumni Members shall be eligible to: i) vote in elections; ii) serve on the Council (term defined later in this document); iii) serve on committees of the Association; and iv) hold office in the ASFAA.
- b. **Associate Members (Non-Alumnus).** Associate membership shall be conferred upon all persons whose admission will contribute to the ASFAA ability to carry out its purpose, especially if they have made a significant contribution to the ASF or the ASFAA but did not attend the School. This type of membership may include parents of current or former students and current or former administrators, teachers or donors to ASF. They shall have no right to vote, to hold office in, or to serve on the Council of the ASFAA. Associate Members may serve in committees, but may not chair a committee).

Membership to the ASFAA shall represent a broad spectrum of alumni, including but not limited to, the following factors:

- (i) graduating year or age;
- (ii) gender;
- (iii) ethnic diversity;
- (iv) profession.

All members should register on the ASF Alumni data base and should sign the ASF Privacy Agreement.

Applicants to the ASFAA Alumni and Associate Membership shall register in the ASF Alumni data base where they'll express their interest of participation to the Alumni Specialist. The ASF office responsible for alumni affairs, the ASFAA Membership Committee, and the ASFAA Council will review each application (the application process includes a background check that the applicant in fact went to ASF and left the school in good standing).

ASFAA members shall receive no benefits from ASF neither in monetary value, in-kind, or priorities in admissions to members, family, or friends of the ASF Alumni Association. Programs or initiatives of the type between members of the ASFAA and other alumni are allowed and encouraged, but ASF does not offer any incentives of this kind to ASFAA Members, nor are they to be expected by any current or potential ASFAA Member.

ARTICLE VII: ASSOCIATION STRUCTURE, TERMS OF OFFICE, NOMINATING AND ELECTION PROCEDURES, OPERATING MECHANISMS

ASFAA OFFICERS

Officers of the Association shall consist of the following positions: 1) President; 2) Vice President; 3) Secretary, and 4) Treasurer.

The duties of the Officers shall be those usually incident to their respective offices.

1. **President:** shall preside over all meetings of the ASFAA and its Council (except Special Meetings, such as Committee or Event meetings, where the President is not required to attend) and have general and active management of the affairs of the Association. The President will act at the direction of the Association, as reflected by its voted actions. The President shall be the liaison between ASFAA and official ASF initiatives headed by the ASF Board of Trustees, ASF's Board of Directors, and other areas of ASF.
2. **Vice President:** shall act as assistant to the President, in their respective order, and shall perform the duties of the President in his or her absence, including presiding at meetings of the Council and the Annual General Assembly. They shall be assigned specific duties by the President. In the absence of the President, the Vice President shall be the liaison between ASFAA and official ASF initiatives headed by the ASF Board of Trustees, ASF's Board of Directors, and other areas of ASF.
3. **Secretary:** shall record and distribute minutes of all ASFAA and Council Meetings (except Special Meetings of Standing Committees where the Secretary does not participate). In addition, the Secretary shall maintain the Association's membership records in conjunction with the ASF office responsible for alumni affairs.
4. **Treasurer:** shall be responsible for keeping up-to-date records of the ASFAA financial transactions and participate in budget planning for ASFAA activities in conjunction with the relevant ASF authority(ies) or office(s).

Officers shall be elected by *Alumni Members* of the Association at its General Assembly meetings. Candidates for Officer positions must be members of the Alumni Council (later defined) in good standing. All Officers will take office immediately upon election and will be eligible to serve for one full term of 2-years with a possibility of one subsequent reelection for an additional 2-year term. In the event that an Officer position (that is not the President) becomes vacant, the Nominating Committee shall propose a candidate to assume the vacated position. In such event, the ASFAA Council shall hold a vote to ratify the proposed candidate(s), who will subsequently be ratified via a General Assembly or General Association election where all *Alumni Members* will vote. Upon completion of serving the interim term, an interim Officer will be eligible for nomination to a subsequent full 2-year term plus an additional subsequent reelection for another full 2-year term.

In the event that the Office of President becomes vacant as a result of resignation, removal, death, or any other reason, the Office shall be succeeded by the Vice President, then the Secretary, and then the Treasurer.

ASFAA COUNCIL

The ASFAA shall be governed by the **ASFAA Council**, which shall be composed of no less than eight, and no more than fifteen *Alumni Members*. This Council shall be responsible for the management, oversight and active conduct of the affairs of the ASFAA. The Council shall meet after due notice at least once every three months. More than half of the members of the Council then in office shall constitute quorum. The presiding officer may, at his or her discretion, use Annex I which contains general rules of order to conduct the meeting.

Council members (or “*Councilors*”) shall be composed of the current serving ASFAA Officers and Standing Committee Directors.

The Council shall annually prepare, with the help of the Governance and Nominations Committee (described in Article IX) a slate of qualified candidates for Officer positions and Standing Committee directors whenever positions are subject to re-election or become vacant, and present it to all *Alumni Members* for general election. This election shall be conducted in person and/or via electronic ballot and/or Proxy and be completed during an ASFAA General Assembly.

Standing Committee Directors will be elected by simple majority vote of the ASFAA Council, and such designation/vote shall occur during a quarterly meeting of the ASFAA Council.

Candidates for Officer positions must be *Alumni Members* at the time of nominations and must have served effectively as a Standing Committee Director for at least one year immediately prior thereto, and be eligible to serve as Council member in accordance with the present bylaws.

Candidates for Standing Committee Director positions must be *Alumni Members* at the time of nominations and must have served effectively as a Standing Committee member for at least one year immediately prior thereto, and be eligible to serve as a Standing Committee Director in accordance with the present bylaws.

In addition to the proposal of candidates by the Nominations Committee, candidates may be nominated by the submission of one or more petitions signed by at least 50 Alumni Members or 5% of the total Alumni Members (submissions may be on paper or electronic), whichever is less, and will be verified by the Governance and Nominations Committee.

During Council meetings, when practical, members may request a conference call or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in-person at a meeting.

Any Councilor may be removed or suspended for cause adversely impacting the ASFAA or ASF after a motion made and carried by a simple majority vote at a duly noticed Council meeting. Such decision shall be effective immediately and shall be communicated in writing to the relevant ASF office that oversees the ASFAA as well as to the member whose privileges were revoked.

ASFAA EXECUTIVE COMMITTEE

The Officers of the Association shall constitute the ***Executive Committee***. The committee shall have all the authority of the Association to conduct the affairs of the ASFAA between regular meetings of the Association in situations where an assembly of a quorum of the Association or the ASFAA Council would be impractical or impossible. The President may appoint up to two additional members to form part of the Executive Committee, who will generally be either previous ASFAA Officers or current Councilors, subject to approval by the Council.

The Executive Committee shall have general supervision of the ASFAA’s affairs and none of its acts shall conflict with action taken by the Association.

ELECTION BODIES AND VOTING PARTICULARITIES

- **Officers** shall be elected by simple majority vote of **Alumni Members**;
- **Councilors** shall be elected by simple majority vote of the **ASFAA Council** and any **Alumni Members** who the **ASFAA Council** considers have sufficient criteria to evaluate the work and/or position that is subject to vote;
- **Quorum:** 50% shall constitute quorum for **Officer** and **Councilor** elections. A proxy figure and procedure shall exist for **Officer** elections where **Alumni Members** can give power of attorney to another alumni member in order for their vote to be valid in the event that they cannot attend the assembly where such election takes place. A remote e-voting mechanism may also be implemented. On the contrary, **Councilor** elections do require physical presence and the proxy mechanism shall not be available for this type of vote.

ARTICLE VIII: MEETINGS, QUORUM, ATTENDANCE REQUIREMENTS

MEETINGS

The Alumni Association will have two (2) general meetings per year denominated “ASFAA General Assemblies” or “ASFAA GA’s”. All Alumni and Associate members of ASFAA are expected to assist to these meetings in which topics of importance to ASFAA will be discussed and important votes regarding (but not limited to) the following occur:

- Ratification/vote of ASFAA Officers;
- Ratification/vote of Standing Committee Directors or Councilors;
- Ratification/vote of Member applicants;
- Amendment of the ASFAA Bylaws.

GA meetings shall be scheduled at least 3 weeks in advance and shall take place at the ASF campus. In an effort to align ASFAA activities to the ASF’s Board of Trustees and ASF’s school planning cycles, ASFAA GA’s shall be held in the following dates:

- ASFAA General Assembly #1: 3rd Week of May of every year
- ASFAA General Assembly #2: 2nd Week of November of every year

The number of GA’s per year, and the dates of GA’s, are subject to modification via an amendment of these ASFAA Bylaws.

Other special meetings (including but not limited to: Council meetings, Standing Committee meetings) and alternate locations for meetings may be called by the ASFAA or its committees at any time. Special meetings shall be scheduled with at least two (2) weeks prior notice and only those members relevant to the subject matter shall be required to attend.

QUORUM

For any decision at an ASFAA GA that requires a vote, 50% shall constitute a Quorum (in-person or via proxy).

ATTENDANCE REQUIREMENTS

In relation to attendance, in order for ASFAA Members to retain their rights and privileges they must comply with the following:

- Attend at least 1 (one) of the GA's, per year, in person or through remote solutions offered by the ASF office responsible for alumni affairs;
- A minimum of 80% meeting attendance for all meetings called by ASFAA and/or by Standing Committees. Attendance records for each meeting will be mandatory. The ASFAA Secretary shall be in charge of keeping attendance records for GA's and Council Meetings whilst Standing Committee Directors shall be in charge of keeping attendance records for special meetings and must send the ASFAA Secretary attendance records of every meeting. The ASFAA Secretary shall be in charge of monitoring annual attendance records and communicate to the Membership Committee, in writing, of any breach in attendance requirements by any ASFAA Member;
- A minimum of 40% attendance to Official Alumni Events. The ASFAA Secretary shall be responsible for informing ASFAA Members of the name and date of Official Alumni Events at the beginning of each school year or ASFAA planning cycle. The ASFAA Secretary shall be responsible for keeping attendance records at all Official Alumni Events;

Alumni and *Associate* members are required to inform the ASFAA Secretary in advance whenever they are not able to attend a General Assembly meeting, and are also required to inform Standing Committee Directors whenever they are not able to attend a special meeting.

The rights and privileges of any members of the ASFAA who fail to meet all attendance requirements may be revoked or suspended by simple majority vote of the Council. Such decision shall be communicated in writing by the Membership Committee.

The presiding Officer of any meeting may, at his or her discretion, use the rules and procedures of Annex I to conduct the meeting.

ARTICLE IX: STANDING COMMITTEES: PARTICIPANTS, DUTIES AND RESPONSIBILITIES, TERMS OF SERVICE, MEETINGS, OPERATING MECANISMS

STANDING COMMITTEES

Standing Committees shall be created by the ASFAA or the ASFAA Council and have the power to perform the functions specified below, any functions incident thereto, and any other functions that may be assigned to them by the Council from time to time. The Director of each Standing Committee shall be a current Councilor and its activities shall be reviewed by the Council.

Each committee shall have no fewer than two participants, one of which should act as Director in a full 1-year term with a maximum of three terms (terms do not have to be subsequent). The Standing Committee Director shall be an *Alumni Member* in good standing.

The Standing Committees of the Association include at least the Executive Committee, a Governance Committee, a Nominations Committee and a Membership Committee.

The Governance and Nominations Committee shall be responsible for nominating members of the Council, as provided in the paragraphs below, and shall be responsible for periodically reviewing the ASFAA governance, including these Bylaws, to ensure that they reflect current law and best practices. These committees shall be headed by an ASFAA Officer. These committee directors shall be elected by simple majority vote of the ASFAA Council.

The Membership Committee shall be responsible for verifying membership requirements of all ASFAA Applicants as provided in Article VI of these Bylaws. It shall be composed, at least, by an ASFAA Officer elected by simple majority vote by the ASFAA Council, and an ASF representative.

Other Standing Committees shall be responsible for specific tasks or events important to the Association. These may include (but are not limited to) the following working committees: Events & Hosting, Art, Sustainability, ASF Talks, ASF Run 4 Education, Communications & Media, Culture & Values Preservation, Digital Platform, Sponsorship & Fundraising, Foreign Alumni Engagement. These committee directors shall be elected by simple majority vote of the ASFAA Council.

PARTICIPANTS

In order to participate in a Standing Committee applicants must express active interest in a topic/event specific to that committee and take an interest to participate with time, expertise, and promotion of specific activities addressed by the Committee.

Participation will be bestowed to the members of the ASFAA who can state how they are planning on helping the committee and why they believe their knowledge, experience, or background will be of use to the committee.

Participation in each committee will be given on a basis of covering the necessities each committee has. Once the already accepted members cover these necessities, the committee will no longer accept further members.

Participants of each committee can nominate candidates who are not part of the *Alumni Association* to be part of the Committee so long as they can prove that he/she is relevant, indispensable, and a valuable asset to the ASF community and to the specific committee. This individual must be voted in by a simple majority of the Council, and such member shall be either an *ASFAA Associate* or *ASFAA Honorary Member*.

The ASFAA Council through simple majority vote shall decide admission of ASFAA members to a committee.

DUTIES AND RESPONSIBILITIES

Each Committee will be in charge of conceptualizing, organizing, and executing a specific Alumni task or event working not only as a group, but also working together with the ASF Departments.

Specific duties and tasks will be given to each participant of the Committee and they will be expected to follow it through from beginning to end respecting the timeline given.

All Committee participants are expected to promote their events and tasks, and be present in the events they actively participate in. It is generally expected that committee participants bring at least 4 guests to each event, but are expected to have the ability to convene many people to the events organized by the ASFAA.

If needed by the ASF Departments, Standing Committee Directors and participants are expected to help in organizational matters the day of an event (and are obliged by these ByLaws to participate in at least 40% of the designated annual Alumni Events).

Committee participants shall seek out alumni that can be of help to an event, task, or initiative whether it is with their expertise, or in form of a sponsorship or donation.

Standing Committee Directors are expected to train and have a smooth transition to the following Director whenever a Directors' term will expire and its successor has been chosen.

TERMS OF SERVICE

As outlined in ARTICLE VIII, additional comments include:

- Committee Directors shall submit their interest in re-election (or clarify if they will not be seeking re-election) and must do so in writing to the Nominations Committee at least 3-months prior to the end of their term;
- Former Standing Directors can return to serve as Committee members even after their term as Director has expired;
- Continuity of Standing Committee Directors and members will depend on performance, participation, reliability, results and resourcefulness during their terms.

COMMITTEE MEETINGS

Committee's shall meet a minimum of four times per school calendar year. Meetings shall be scheduled in advance (with at least 2 weeks' notice) by the Standing Committee Director. Attendance requirements for committee meetings are outlined in ARTICLE VII.

The President shall be an ex-officio participant of all committees except the Governance and Nominations Committee.

ARTICLE X: OFFICE AND STAFF

The Alumni Association's principal office shall be at the ASF campus.

The ASFAA will closely collaborate with the persons in charge of ASF alumni Affairs, or equivalent administrative officer at ASF. This office shall provide administrative support for the Association nominations and elections, meetings and other ASFAA activities and events.

ARTICLE XI: AMMENDMENTS

The Bylaws of the ASFAA may be amended during an ASFAA GA and require a minimum of 80% approval. Approval will render the change in the bylaws immediately. As a general best practice the Governance Committee of the ASFAA will formally review these Bylaws at least every two years, but will have the faculty to propose any necessary changes during ASFAA General Assemblies if deemed necessary.

ARTICLE XII: EFFECTIVE DATE

The present Bylaws shall become effective on May, 2019. However, all persons serving as Officers and Association Members at the time of implementation shall maintain their current positions for the duration of their current terms as long as they meet the requirements forth set in these bylaws.