

STATUTES OF THE NIDO PARENT ASSOCIATION  
THE INTERNATIONAL SCHOOL NIDO DE ÁGUILAS



**CHAPTER I: GENERAL RULES**

**Article 1: Name and Registered Address.-**

A private, non-profit association is formed known as the Nido Parent Association of The International School Nido de Águilas, which shall be headquartered on school grounds. It shall use the abbreviation NPA. Its registered address shall be Avenida el Rodeo N°14.200, Lo Barnechea, Metropolitan Region.

**Article 2: Nature.-**

The Nido Parent Association (NPA) is a corporate, non-profit association open to any parents or guardians who may wish to join regardless of race, color, creed, political or religious affiliation, beliefs or national origin.

**Article 3: Mission.-**

The NPA's mission will be to help parents and guardians be involved with their children's schooling, without interfering inappropriately in technical or teaching aspects and respecting the right of the Nido de Águilas Educational Foundation to organize, lead and manage the school. Also, the NPA will work to promote a sense of community among all parents and guardians at the school.

**Article 4: Objectives.-**

The objectives of the NPA include:

- 1.- Improving communication with and among parents and the teaching community.
- 2.- Helping and supporting school programs and events.
- 3.- Financially supporting the community with funds raised through different events organized by the NPA.
- 4.- Promoting the involvement and integration of the school community through social events.
- 5.- Helping new families integrate into the school.

**Article 5: Institutional Structure. -**

The NPA's institutional structure shall have two components. First, **Assemblies** consisting of all NPA members, which can be ordinary or extraordinary in nature. Second, a **Board of Directors** (also known as the Board) consisting of 12 individuals elected in an ordinary general assembly or extraordinary general assemblies. This Board of Directors can establish standing or temporary committees to work on projects or specific needs, which shall function in accordance with the regulations or instructions established by Board Policy.

**Article 6: NPA Membership.-**

All individuals that are parents and/or guardians of students enrolled in the school that wish to voluntarily join the organization may belong to the NPA.

**Article 7: Member Rights.-**

All NPA members have the right to participate in all assemblies and to elect or be elected to the Board.

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**Article 8: Termination of Membership.-**

An individual is no longer a member if he or she no longer meets the requirement in article 6 or voluntarily withdraws or resigns.

**Article 9: Definitions.-**

In these bylaws, unless expressly indicated otherwise, the terms below shall have the following meanings:

- 1.- "Academic year" means the twelve-month period ending June 30 of each year.
- 2.- "NPA" means the Parent and Guardian Association of The International School Nido de Águilas.
- 3.- "Nido" shall mean The International School Nido de Águilas.
- 4.- "Board" means the NPA's Board of Directors.
- 5.- "Assembly" is a meeting of all NPA members, which can be called as an ordinary or extraordinary assembly.
- 6.- "Board Policies" are decisions made by the Board in accordance with these Bylaws.
- 7.- "Bylaws" refers to this document.
8. "Simple Majority" (50%+1) means the most number of includible votes for any specific issue, elections, candidate or other determination made by either the Board or at any assembly, or in any election, as the case may be.
- 9.- "Quorum" shall mean a sufficient number of members relating to the meeting or assembly at issue.

**CHAPTER II ASSEMBLIES**

**Article 10: General Assemblies.-**

These are meetings for which all NPA members are invited to attend. Such meetings may be Ordinary or Extraordinary assemblies and may be called by the Board, or by written request of at least twenty-five (25) members. A Quorum shall be required in order for such General Assembly to proceed.

**Article 11: Ordinary General Assembly.-**

The following matters are to be addressed at Ordinary General Assembly:

- 1.- Approval of minutes of the previous General Assembly.
- 2.- Receiving reports from the Board about the NPA's activities between the previous and the current assembly.
- 3.- Presenting status of accounts, including cash flows and budgets by the Treasurer.
- 4.- Electing Board members when appropriate.
- 5.- Discussing the matters proposed by the Board at the assembly.
- 6.- Discussing the matters that any member wishes to place on the agenda and has communicated in writing to the Board no less than seven (7) days in advance of the assembly.

**Article 12: Extraordinary General Assemblies.-**

At Extraordinary General Assemblies, only those matters indicated in the meeting notice may be addressed. All NPA members are invited to attend an Extraordinary General Assembly. Such meetings shall be called in accordance with Articles 13 & 14 herein.

One (1) compulsory Extraordinary General Assembly will be held in the first semester of the academic school year with this meeting addressing matters as directed in accordance with Board Policy.

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**Article 13: Notice of Assembly.-**

Assemblies are called through notices sent to members by e-mail and published on the school's website at least fourteen (14) days before the date of the Assembly. Emails to members shall be sent by the Nido communications office. Notice shall be deemed to be given to all members upon successful publication in the above-stated manner.

**Article 14: Assembly Quorum.-**

An assembly shall be called to order with a quorum of members present and in the event of insufficient quorum the Assembly will be postponed and a subsequent Notice of Assembly shall be published to all members. A Quorum for first call shall be deemed present with 50%+1 of NPA members in attendance. A Quorum for the second call shall be deemed all members in attendance.

**Article 15: Presiding over Assemblies.-**

The assemblies shall be presided over by the President of the Board, or in his/her absence, by the Board Secretary, and in his/her absence by the Board Treasurer, and in is/her absence by the designated Nido high school Vice President.

**Article 16: Proxy.-**

The association wishes to encourage active involvement by all members at assemblies, and especially when the members of the Board of Directors are elected.

Members have the right to attend Assemblies and vote. For elections of positions of the Board of Directors only, members may exercise their right to vote through written proxies. Each member attending an assembly may present at the time and location of voting up to three (3) proxies granted by other members and vote on their behalf. The proxy procedure will be in accordance with standing Board Policy.

**CHAPTER III Board of Directors**

**Article 17: Formation of Board of Directors and Executive Committee.-**

- 1.- The Board of Directors shall consist of the following 12 positions: President; four (4) Vice Presidents; Secretary; Treasurer; Marketing Coordinator; Events Coordinator; Volunteers Coordinator, Transition Coordinator and Booster Club Chairperson.
2. Board members shall be elected in an Ordinary General or Extraordinary General Assembly.
- 3.- The Board shall have an Executive Committee consisting of the President of the Board, the Secretary, the Treasurer and the Nido high school Vice President.
- 4.- Board members may not hold more than one concurrent position on the Board.
- 5.- Each Board member's term shall last one academic year, following which the Board member may be reelected in accordance with the Board election procedures set forth herein.
- 6.- The Board speaks with one voice, and no one member shall publicly express his or her opinion should this deviate from an agreed Board position or decision.

**Article 18: Responsibilities of the Board.-**

The Board of Directors has the following responsibilities:

- 1.- Managing the affairs of the NPA as deemed appropriate within the discretion of the Board.
- 2.- Ensuring that the management and implementation of the approved budget is always maintained.

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- 3.- Representing the NPA within and outside of school.
- 4.- Managing the NPA's property as deemed appropriate within the discretion of the Board.
- 5.- Entering into all necessary agreements, obligations and/or contracts in accordance with these bylaws and as deemed appropriate within the discretion of the Board.

**Article 19: Elections of Board Members.-**

- 1.- All eligible NPA members may run and can declare their candidacy for any board position not less than thirty (30) days prior to the scheduled date of the election.
- 2.- The following individuals are not eligible to run for the Board of Director positions: those who are no longer members of the NPA; those who have or will have an immediate family member on the Board at the same time, or; any member who has a conflict of interest in accordance with Board Policies.
- 3.- Applications to run for a position on the Board of Directors will be received by the Volunteer Coordinator.
- 4.- Elections of Board members will take place at Ordinary General Assemblies or at an Extraordinary General Assembly called for this purpose.
- 5.- A ballot shall be used to elect members of the Board of Directors. This ballot shall contain the name of the candidate and the alternatives "Yes" and "No".
- 6.- There shall be a separate vote for each office.
- 7.- In order to be elected, a candidate must -
  - a) in a contested vote; obtain a Simple Majority of the includable votes cast.
  - b) in a non contested vote; obtain a Simple Majority of "Yes" votes of the includable votes cast.
- 8.- If insufficient candidates run or an insufficient number of candidates are elected in the Assembly, the remaining vacancies on the Board of Directors shall remain vacant and may be filled through appointment in accordance with article 30.

**Article 20: Obligation of Attendance.-**

All individuals holding positions on the Board are obligated to attend all meetings unless otherwise impracticable.

**Article 21: The President.-**

The role of the President of the NPA is to lead the Board and the NPA. His/her obligations include:

- 1.- Calling and presiding over meetings of the Board of Directors.
- 2.- Calling and presiding over Assemblies.
- 3.- Presenting a report of significant activities by and/or issues relating to the NPA at Ordinary Assemblies.
- 4.- Ensuring that the NPA functions in accordance with its bylaws.
- 5.- Drafting annual work plans for the NPA Board.
- 6.- Representing the NPA before school authorities.
- 7.- Providing information, or directing others to do so, on the NPA's activities at Ordinary Assemblies.
- 8.- Authorizing payments and money transfers.
- 9.- Acting as a member of all Committees, except the Institutional Disciplinary Committee and the Standing Nominating Committee.

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**Article 22: The Vice Presidents.-**

There will be four Vice Presidents. A first Vice President for the High School, a second Vice President for the Middle School, a third Vice President for the Elementary School and a fourth Vice President for the Early Years School.

- 1.- The role of the Vice Presidents is to collaborate with and replace the President in the event of his or her inability to perform his or her duties for an extended period of time.
- 2.- To be eligible for the office of Vice President, the candidate must have a child or children in at least one of the grades assigned to the respective Vice President position.

**Article 23: The Secretary.-**

The obligations of the Secretary to the Board include:

- 1.- Maintaining thorough and updated documentation on the NPA Structure, positions, correspondence, deadlines and other business of the Board and NPA overall, including maintaining an updated master copy of the Bylaws and Board Policies.
- 2.- Taking and safekeeping minutes at Assemblies and meetings.
- 3.- Ensuring that the approved minutes from meetings of the Board of Directors are available to NPA members.
- 4.- Maintaining the member attendance list for meetings and assemblies.
- 5.- Providing new Board members with an information packet at the beginning of their term.

**Article 24: The Treasurer.-**

The obligations of the Treasurer include:

- 1.- Overseeing and advising on the financial stability of the NPA.
- 2.- Preparing an annual budget for the academic year, which shall be approved in the first meeting of the new Board of Directors and presented at the compulsory Extraordinary Assembly held in the first semester of the academic year.
- 3.- Maintaining accurate records and up-to-date checking accounts and providing financial information for the prior month at meetings of the Board of Directors, as well as a financial report for the prior year at the General Assembly of the NPA for that academic year.
- 4.- Orienting each committee chairperson before, during and after raising funds at the different events to ensure that the money is appropriately safeguarded.
- 5.- Authorizing payments and money transfers pursuant to the direction of the President and/or the Board.

**Article 25: Marketing Coordinator.-**

The Marketing Coordinator must be fluent in English and Spanish, both written and spoken.

The obligations of the Marketing Coordinator include:

- 1.- Publicizing the NPA's programs and activities through a variety of outlets available to the NPA in English and Spanish.
- 2.- Ensuring the website is kept up to date with current NPA events and posting necessary information for General and/or Extraordinary Meetings.
- 3.- Acting as an interpreter for other Directors when needed.
- 4.- Managing the budget allocated for communications.

**Article 26: Events Coordinator.-**

The obligations of the Events Coordinator include:

1. - Coordinate refreshments for attendees at Board meetings and Assemblies.

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2. - Coordinating an annual staff appreciation event.
3. - Provide support to sub-committees who organize specialized events on behalf of the NPA.
- 4.- Managing the budget allocated to the Events Coordinator role.
- 5.- Assisting Vice Presidents and Transition Coordinator with activities that help integrate parents and guardians.

**Article 27: Transition Coordinator.-**

The role of the Transition Coordinator is to help facilitate the transition of new families into the Nido community, especially providing support for families during the process of integrating into, and later leaving, the Nido school community.

The obligations of the Transition Coordinator include:

- 1.- Serving as a liaison with the offices of the school registrar and school counselors to identify new families and inform the NPA Vice President for the respective division, together with the appropriate country representative for the family in question.
- 2.- Sending information and coordinating welcome lunches each semester.
- 3.- Supporting the Student Ambassador programs.
- 4.- In cooperation with the Marketing Coordinator , ensuring that the website is kept up to date and proposing articles to the NPA to regularly update the site.
- 5.- Managing the budget allocated for transitions.
- 6.- Providing the Board with a final semester evaluation on the transition program.

**Article 28: Volunteers Coordinator.-**

The role of Volunteers Coordinator is to ensure the involvement of all members that wish to volunteer and to help all groups that need assistance from volunteers.

The obligations of the Volunteers Coordinator include:

- 1.- Seeking volunteers through sign-up events or special notices of need and maintaining up-to-date database of available volunteers.
- 2.- Maintaining volunteer roster for the NPA Store together with store team.
- 3.- Identifying the school's volunteering needs in cooperation and coordination with appropriate administrators.
- 4.- Maintaining accurate records of how volunteers must meet volunteering requirements at the school.
- 5.- Presiding over the Standing Nominating Committee.
- 6.- Managing the allocated budget for Volunteers activities.

**Article 29: Booster Club Chairperson.-**

The Booster Club Chairperson is the representative of the Booster Club Standing Committee and representative to the NPA Board. The Booster Club Chairperson will –

- 1.- Be a parent or guardian of at least one (1) high school student.
- 2.- Preside at all Booster Club meetings and fulfill the role in accordance with the Rules of Operation of the Booster Club Standing Committee of the NPA.
- 3.- Submit a written report of activities and finance to the monthly NPA Board meeting.

**Article 30: Board Vacancies. -**

A position on the Board of Directors may become vacant in the following cases:

- 1.- Death or serious illness of the office holder.

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- 2.- If the office holder is no longer a NPA member.
- 3.- If the office holder is removed from office.
- 4.- If the office holder fails to attend two (2) consecutive meetings without the consent or approval of the Board of Directors or without justified cause, and is subsequently voted off the board by the Board of Directors. Such vacancy shall not be automatic, but rather shall be an action by the Board, and shall trigger the procedures to fill the vacancy in accordance with these Bylaws.
- 5.- If the office holder becomes legally ineligible to hold office or commits an act considered a crime in accordance with Chilean law.
- 6.- If the office holder resigns from office.
- 7.- Any vacancy of any Board position shall be filled as soon as practicable in accordance with these Bylaws. The purpose of this provision, and the express intent of the Board, is that any vacancy shall only remain vacant for as minimal an amount of time as possible, and the Board shall use best reasonable efforts to fill any vacancy as soon as possible.

**Article 31.- Procedures to Fill Board Vacancies.-**

- 1.- In the event of a vacancy, the President of the Board must notify all members within fourteen (14) days in order to proceed to appoint a replacement. The Board must nominate a member whose candidacy will be reviewed by the Standing Nominating Committee in order to fill the vacancy. The appointed individual shall take office immediately until the next Assembly or otherwise until a successful election for that position is completed. Such appointed individual shall have the right to be a candidate for that position at such election.
- 2.- If, for any reason, all members of the Board of Directors resign or cannot perform their duties, any group of at least twenty-five (25) members of the NPA may call an Extraordinary General Assembly with the sole objective of electing a new Board of Directors through the procedure established in these bylaws. The calling of the meeting must meet the notice requirements set forth in these bylaws. This meeting must be overseen by a Notary.

**Article 32: Removal of Board Members.-**

- 1.- The NPA members may remove any member of the Board of Directors before the end of his or her term by majority vote of 75% of the association's members in attendance at an Extraordinary General Assembly called for that purpose.
- 2.- Such meetings shall be called in accordance with Articles 13 & 14 herein.
- 3.- Within fourteen (14) days of the decision to remove, the removed individual shall have the right to request reconsideration at another Extraordinary General Assembly called especially for that purpose. If voted to resume, the individual shall be reincorporated into the Board.
- 4.- In the instance of a removal of a Board member, the remaining Board members shall immediately follow the requirements and procedures to fill a Board vacancy in accordance with these Bylaws.

**Article 33: Board Meetings.-**

The Board shall meet at least six (6) times during each academic year at a location and time determined by it. Any NPA member may attend Board meetings with the right to speak but not to vote. Information regarding the date, time and place of each meeting shall be made available to members on the NPA's website. If necessary, the President of the Board, at his/her sole discretion, may ask any member who is not part of the Board, to leave the meeting so as to discuss issues concerning the Board.

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**Article 34: Quorum for Board Meetings.-**

1.- Quorum to call a meeting to order shall require a minimum of seven (7) members and a Quorum to make decisions and/or agreements shall be the simple majority in accordance with these Bylaws. In the event of a tie, the individual presiding over the meeting shall cast the deciding vote.

2. If a Quorum is not met at the time the meeting is to commence, those present will wait one half hour, at which time if Quorum is still not met, the meeting will be dismissed and a new meeting shall be called in accordance with these Bylaws.

**Article 35: Presiding over Board Meetings.-**

Board meetings shall be presided over by the President of the Board, who shall also be the President of the NPA, or in his or her absence, one of the Vice Presidents, or in his or her absence, one of the members present elected by the rest by a simple majority of those present.

**Article 36: Standing Committees.-**

The following standing committees will exist:

**1.- Institutional Disciplinary Committee.** - All NPA members are bound to obey these Bylaws. Any cases of violations of these bylaws alleged by a member shall be presented to the Institutional Disciplinary Committee, who, upon review of the circumstances of such alleged violation, upon the exercise of reasonable discretion, may issue warnings, fines, suspensions or termination the subject member's NPA membership. This committee shall consist of three (3) NPA members who are not members of the Board. They shall be named at an Ordinary General Assembly in accordance with the procedures of these Bylaws.

**2.- Standing Booster Club Committee.-** This committee shall be formed and shall function in accordance with the regulations approved by the NPA Board.

**3.- Standing Nominating Committee.-**

This committee shall be comprised of four (4) NPA ordinary members and two (2) members of the NPA Board of Directors. The President of the NPA Board may not serve on this committee. The Chairperson of this committee will be the Volunteer Coordinator.

He or she is responsible for organizing and ensuring that elections are carried out in accordance with these Bylaws. The responsibilities shall include:

- 1.- Reviewing all candidacies received and ensuring that the candidates meet the Board eligibility requirements.
- 2.- Maintaining an updated list of potential members for election or appointment to the Board of Directors throughout the year.
- 3.- Preparing all documents necessary for each election process.

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## CHAPTER IV MISCELLANEOUS

### **Article 37: Funding Sources.-**

NPA funds are obtained from the following sources:

- 1.- Payments of dues set by an Assembly.
- 2.- Collection of funds, subsidies, donations, sponsorships and other sources.

### **Article 38: Management of NPA Funds.-**

The following measures are established to manage resources:

- 1.- NPA funds shall be used in accordance with the NPA's objectives, as determined by the NPA Board.
- 2.- All fund transfers and expense payments must be approved and signed by the President and/or the Treasurer.
- 3.- Checking accounts shall not be overdrawn.
- 4.- Accounting records must be kept in accordance with accounting standards accepted by the Chilean Internal Revenue Service.
- 5.- The Board will provide an annual report on the NPA's accounts at an assembly.
- 6.- Each Board must adhere to the stated Board Policy to ensure the minimum current account balance nominated is carried forward to the next academic year.
- 7.- No compensation may be paid to any member of the Board of Directors.
- 8.- Reimbursements to members of the Board of Directors must be documented.

### **Article 39: Amendments to Bylaws.-**

Any amendment to the NPA Bylaws may only be made at an Extraordinary General Assembly with a Notary Public in attendance, invited especially for that purpose, and with at least thirty (30) days' notice before the date of the meeting.

Such meeting shall be in accordance with Articles 13 & 14 herein.

Proposed amendments to these Bylaws shall be voted upon and approved by a simple majority of the members present at the Extraordinary General Assembly called for that purpose.

### **Article 40: Dissolution of the NPA.-**

1.- An Extraordinary General Meeting called to consider a resolution of dissolution of the NPA may, with the assistance of a Notary Public, invited especially for that purpose, by the vote of a simple majority of 75% of NPA members, resolve to dissolve the NPA. If such resolution is confirmed by a similar majority at a subsequent Extraordinary General Meeting, also with the assistance of a Notary Public invited especially for that purpose, held not less than twenty-one (21) days nor more than thirty-five (35) days thereafter the NPA shall be thereupon dissolved.

2.-The notices convening these Extraordinary General Meetings shall be made in accordance with these Bylaws and shall expressly state that the dissolution of the NPA is to be proposed or confirmed as the case may be.

3.- If upon dissolution of the NPA there remains any property of the NPA after satisfaction of the debts and liabilities of the NPA and the costs, charges and expenses of that dissolution, that property shall be distributed to The International School Nido de Águilas.