

**BYLAWS OF THE PARENTS' AND GUARDIANS' ASSOCIATION OF  
THE NIDO DE AGUILAS INTERNATIONAL SCHOOL**

**TITLE I**

**Name, Domicile, Purpose, Duration**

**Article One:** A non-profit Association of Private Law is hereby constituted, to be called "Asociación de Padres y Apoderados del Colegio Internacional Nido de Aguilas," hereinafter also indistinctly the "Association." The Association shall be governed as a Corporation by the rules of Title XXXIII of Book One of the Civil Code, by Supreme Decree No. 565, 1990, of the Ministry of Education and, supplementarily, by the provisions contained in Law No. 20,500, on Associations and Citizen Participation in Public Management, or by the legal provision that replaces it, and by these bylaws.

**Article Two:** The domicile of the Association shall be the district of Lo Barnechea, Province of Santiago, Metropolitan Region, without prejudice to developing its activities in other parts of the country.

**Article Three:** The Association does not pursue nor does it intend to pursue union or profit purposes, nor those of entities that must be governed by their legal statutes. Any action of a partisan political nature shall be prohibited.

**Article Four:** The Association, as an organization that represents parents and guardians before the school authorities, shall have the following purposes or objects:

- a. To actively integrate its members into a community inspired by common educational principles, values, and ideals, channeling the aptitudes, interests, and personal abilities of each one.
- b. Establish and promote links between the home and the school that facilitate understanding and family support for school activities and the exercise of the role that parents and guardians should play in strengthening the habits, ideals, values, and attitudes that education fosters in students.
- c. Support the school's educational work, contributing efforts in coordination with the School to favor the student's integral development.
- d. Project actions towards the community in general, disseminate the purposes and ideals of the Association, promote the cooperation of institutions and community agents in the work of the School when appropriate, and participate in all those programs of social

progress that work for the benefit of education, protection, and development of children and youth.

- e. Propose and sponsor within the school and in the community initiatives that favor the integral formation of the students, especially those related to the improvement of economic, cultural, social, and health actions that may affect the opportunities and normal development of the students.
- f. Maintain permanent communication with the School's management levels both to obtain and disseminate among its members information regarding the School's educational policies, programs and projects, as well as to raise, when appropriate and without these approaches interfering with the programs and purposes of the School, the concerns, motivations and suggestions of parents regarding the educational process and school life.
- g. Exercise the rights and fulfill the obligations that the law establishes.

The Association may carry out economic activities related to its purposes. Likewise, it may invest its resources as decided by its administrative bodies.

The income from such activities shall only be used for the Association or to increase its assets.

**Article Five:** The duration of the Association shall be indefinite, and the number of its members is unlimited.

## **TITLE II Of the Members**

**Article Six:** The members of the Association may be of three classes: active, cooperators, and honorary.

**Article Seven:** The parents and guardians of the school's students shall be active members of the Association. At the beginning of each semester of the school year, the Secretary of the Board of Directors shall prepare a list of active members.

For all purposes, whenever these by-laws mention the Board of Directors or the Assembly, the references shall be understood to be made to the Board of Directors of the Association and the Assembly of the Association, respectively.

**Article Eight:** Cooperating members are natural or juridical persons whose values and performance are in accordance with the mission of the School and who commit themselves to contribute to the fulfillment of the purposes of the Parents' Association.

If this contribution is of a financial nature, the Board of Directors and the cooperating member will set the amount by mutual agreement. It is up to the Board of Directors to accept or reject the designation of a cooperating member. The cooperating members shall have no rights other than the right to be informed annually of the progress of the Institution, nor any obligation other than that of complying in a timely manner with the contribution to which they have committed themselves.

**Article Nine:** Honorary members are those persons to whom the Board of Directors, due to their merits or outstanding performance in favor of the College or the Association, unanimously grants this distinction. Honorary members shall have neither rights nor obligations.

**Article Ten:** Active members have the following rights, powers and obligations:

Rights and attributions:

- a. To participate with the right to speak and vote in the General Assemblies;
- b. To elect and be elected to serve in the executive positions of the Association;
- c. To request information about the accounts of the Association, as well as its activities or programs;
- d. Present projects or proposals in accordance with the mission and values of the Association, for the study of the Board of Directors, which shall decide their rejection or inclusion in the Table of an Ordinary General Assembly. If the project is sponsored by 10% or more of the active members and presented at least 30 days prior to the holding of the General Assembly, it must be dealt with at the General Assembly, unless the matter is one of those stipulated in article sixteen of these bylaws, in which case it must be cited for an Extraordinary General Assembly to be held within 20 days of the presentation made to the Board of Directors.

Obligations:

- a. Respect and comply with the bylaws and regulations and the resolutions of the Board of Directors or the General Assemblies.
- b. Carry out the offices or commissions entrusted to them with zeal and timeliness.
- c. Strive to increase the prestige of the PTA.
- d. Attend the sessions of the Ordinary or Extraordinary General Assemblies, exercising their rights in the manner established in the statutes and regulations of the Association.

- e. Pay on time the social dues, whether ordinary or extraordinary, granting a mandate to the Association to include the payment of such dues in the periodic charges made to the attorneys-in-fact.

**Article Eleven:** Active membership shall be lost:

- a. When the student ceases to belong to the school;
- b. By written resignation presented to the Board of Directors;
- c. By expulsion decreed per article twelfth letter d); and,
- d. Having been in arrears paying membership dues for at least two consecutive years.

However, membership shall not be lost due to arrears in the payment of the respective membership dues when the member is in a state of economic need or affected by an illness or accident that makes them unable to work for more than three months, duly proven.

Non-payment of membership dues for twelve consecutive months shall result in the suspension of the delinquent member's rights, which shall be recovered as soon as they are up to date with their contributions.

The status of cooperating member and honorary member is lost by death, in the case of natural persons; dissolution or cancellation of the legal personality in the case of entities that enjoy this benefit; and by resignation. That of cooperating member, in addition, by non-compliance with the obligations contracted in favor of the Association for twelve consecutive months, notwithstanding that, if the Board of Directors so agrees at the request of the interested party, it may recover such status provided that it is up to date with the economic contributions or obligations to which it has committed itself.

**Article Twelve:** The Ethics Commission referred to in Title X of these bylaws, after an investigation of the facts carried out by an Instructor, may sanction the members with the disciplinary measures indicated below.

The investigation of the facts shall be entrusted to an Instructor, who shall be a member of the Association, not involved in the matter under investigation, and who shall be appointed by the Board of Directors. The Ethics Committee may apply the following disciplinary measures:

- a. Verbal reprimand
- b. Written reprimand
- c. Suspension for up to 3 months of all rights in the Association, for non-compliance with the obligations prescribed in article ten.

During the suspension, the affected member may not use any of their rights unless the Ethics Committee has determined specific rights with respect to which he is suspended.

- d. Expulsion based on the following grounds:

- i. Causing serious damage by word, writing, or deed to the interests of the Association or the School. The damage must have been proven by reliable means.:-
- ii. To have suffered three suspensions of their rights, as provided for in letter c) of this article, within two years from the first suspension.

Disciplinary measures, including expulsion, shall be decided by the Ethics Committee following an investigation entrusted to the Instructor, before whom the member shall have the right to be heard, to present their defense and to defend themselves against the accusation made against them. The investigation shall be initiated by summoning the member personally. Once the investigation has been completed, the Instructor shall submit the background information to the Ethics Commission for its decision, proposing the application of a disciplinary measure provided for in the by-laws or acquittal. The Ethics Commission shall rule within 30 days, without prejudice to the possibility of extending this period if new evidence should be requested. The decision of the Ethics Commission shall be notified to the member by registered letter sent to the address indicated by the member when they became a party to the investigation, or to the address registered with the Association if they do not appear. The notification shall be deemed to have been made on the fifth working day after the letter is delivered to the post office. A reconsideration of the expulsion may be requested before the same Ethics Committee, appealing in the alternative to an Extraordinary General Assembly, within 30 working days, counted from the respective notification. The Extraordinary General Assembly shall be summoned especially for this purpose, which shall resolve definitively on the application of the disciplinary measure. If the member does not appeal, the expulsion applied by the Ethics Committee shall also be ratified by the General Assembly. Whoever is excluded from the Association may only be readmitted after one year from the date of separation, subject to acceptance by the Board of Directors, which must be ratified at the next General Assembly to be held after such acceptance.

**Article Thirteen:** Resignations from the Association, to be valid, must be in writing, and the signature must be ratified before the Secretary of the Board of Directors, or be authorized by a Notary Public. Once these formal requirements have been complied with and the Board of Directors has been informed, the resignation shall be in full force and effect, and approval by the Board of Directors or the Assembly shall not be necessary. The member who, for any reason, ceases to belong to the Association, shall comply with their pecuniary obligations contracted with it, until the date on which he loses their membership.

### TITLE III

## General Assemblies

**Article Fourteen:** The General Assembly is the main collective body of the Association and is composed of all its members. Its resolutions are binding on the members present and absent, provided that such resolutions have been adopted in the manner established by these bylaws and are not contrary to the laws and regulations.

There shall be Ordinary and Extraordinary General Assemblies. The Assembly shall meet ordinarily once a year and extraordinarily whenever the needs of the Association so require. The Ordinary General Assembly shall be held, at the latest, during the month of May of each year, at which the Board of Directors shall present the Balance Sheet, Inventory and Annual Report of the previous year, and shall proceed to the elections determined by these Bylaws, when appropriate. The Board of Directors, with the approval of the Assembly, may establish that the election be held on another day, time and place, which may not exceed 90 days from the original date, when reasons of institutional convenience so indicate. In such case, it shall be summoned in accordance with article seventeen of these bylaws.

The Ordinary General Assembly shall fix the ordinary and incorporation fees (in the event that the payment of an incorporation fee has been previously agreed upon), in accordance with the provisions of article forty-eight of these by-laws. The Ordinary General Assembly may deal with any matter related to the interests of the Association, with the exception of those corresponding exclusively to the Extraordinary General Assemblies.

If for any reason an Ordinary General Assembly is not held within the stipulated time, the Board of Directors shall summon a new Assembly within a period of 90 days and the Assembly to be held shall have, in any case, the character of an Ordinary Assembly.

**Article Fifteen:** Extraordinary General Meetings shall be held whenever the Board of Directors agrees to call them or whenever requested in writing to the Chairman of the Board of Directors by at least one third of the active members, indicating the purpose of the meeting.

At the Extraordinary General Meetings, the extraordinary fee shall be set in accordance with the provisions of Article Fifty-first of these bylaws. In the Extraordinary General Assemblies only the matters indicated in the call may be dealt with; any resolution adopted on other matters shall be null and void and of no value.

**Article Sixteen:** The Extraordinary General Assembly shall exclusively deal with the following matters:

- a. The reform of the Association's bylaws and the approval of its Regulations;
- b. The dissolution of the Association;
- c. The merger with another Association;
- d. Claims against the directors, the members of the Audit Committee and the Ethics Committee to enforce their liability for serious violations of the Law, the Bylaws or the Regulations, by means of suspension or dismissal if the charges are proven; without prejudice to the civil and criminal actions that the Association is entitled to bring against them;
- e. The association of the entity with other similar institutions;
- f. The purchase, sale, mortgage, exchange, assignment and transfer of real estate, the constitution of easements and prohibitions to encumber and alienate, and the lease of real estate for a term of more than three years.

The agreements referred to in letters a), b), c), c), e) and f) must be reduced to a public deed to be executed by the President on behalf of the Association, without prejudice that, in a specific case, the Extraordinary General Meeting may grant special power of attorney to another or other persons for this purpose.

**Article Seventeen:** The summons to the Ordinary and Extraordinary General Assemblies shall be notified to parents and guardians by e-mail sent to the addresses registered at the School and/or to the address to which the School usually sends its communications. The summons will be sent at least 10 days before the date of the respective assembly and must contain the agenda of the meeting. A second meeting may be called in the same communication in the event that the first meeting cannot be held, for whatever reason.

**Article Eighteen:** Ordinary and Extraordinary General Meetings shall only be considered legally installed and constituted if more than half of the active members are present at the first summons. In the case of the second summons, the Assembly shall be held with the active members in attendance.

Resolutions in the General Meetings shall be adopted by the absolute majority of the attending members, except in those cases in which the law or the by-laws have established a special majority.

**Article Nineteen:** Voting at the General Assembly shall be governed by the following rules:

- a) The right to vote shall be exercised by whoever appears, in the records of the School, as the proxy of the student or students belonging to the school;
- b) The proxy may delegate the exercise of their right to vote, which must be done in writing, by means of a simple power of attorney, with an express indication of the date and time of execution of the respective instrument and the name and surname of the person to whom the power of attorney is conferred.
- c) Proxies shall be sent to the representative of the corresponding level at least one working day prior to the voting date. The level delegate shall immediately forward the proxies to the Secretary of the Board of Directors. If two or more proxies have been granted, the newer proxy shall prevail. The Secretary of the Board of Directors shall have the power to qualify the proxies, and shall prepare a list of the valid proxies validly granted to participate in the respective voting, which shall be forwarded to the voting tables.

**Article Twenty:** The deliberations and resolutions adopted at the General Meetings shall be recorded in a special book of Minutes or Register that ensures their accuracy, which shall be kept by the Secretary. These Minutes shall be an extract of what took place at the meeting and shall be signed by the President and the Secretary or by those acting in their stead.

In said Minutes, the attendees may make any claims they deem convenient to their rights due to possible procedural defects or those related to the summons, constitution and operation of the Assembly.

Furthermore, the Association shall keep permanently updated records of its members, directors and other authorities provided for in the bylaws.

**Article Twenty-One:** The General Meetings shall be presided over by the President of the Association, or in their absence, by one of the members of the Board of Directors. The Secretary of the Board of Directors, or the person acting in their stead, shall act as Secretary of the Assembly.

#### **TITLE IV**

#### **The Board of Directors**

**Article Twenty-Two:** The Association shall be managed and administered by a Board of Directors composed of thirteen members.



The offices of the Board of Directors shall be as follows:

(i) President, (ii) Secretary, (iii) Treasurer, (iv) Highschool Vice President, (v) Middle School Vice President, (vi) Elementary School Vice President, (vii) Early Year School Vice President, (viii) Events Coordinator, (ix) Marketing Coordinator (x) Transition Coordinator, (xi) Volunteer Coordinator, (xii) Store Coordinator and (xiii) Booster Club Coordinator.

The directors shall hold office free of charge, but shall have the right to be reimbursed for expenses, authorized by the Board of Directors, which they justify having incurred in the exercise of their duties.

**Article Twenty-Three:** The Board of Directors, the Audit Committee and the Ethics Committee shall be elected at an Ordinary General Assembly, in accordance with the following rules:

- a. The elections of members of the Board of Directors shall be held every year, in the terms indicated in letter b) below, and the elections of the Accounts Review Commission and the Ethics Commission shall be held every four years.
- b. With specific reference to the elections of the Board of Directors:
  1. Each year, at the Ordinary General Assembly, the following levels shall vote to elect their respective directors: Early Year School, Elementary School, Middle School and High School. For each of these levels, a director will be elected, who must be a parent or guardian who has children or wards in the level for which they are running.
  2. At the same time as indicated in number 1 above, the President, Secretary, Treasurer (if applicable) and Events Coordinator, Transition Coordinator, Volunteer Coordinator, Store Coordinator, Marketing Coordinator and Booster Club Coordinator shall also be elected.
  3. No director may serve more than two consecutive terms in the same office, but may serve an unlimited number of terms in different offices if elected.
  4. The President, Secretary and Treasurer shall serve two-year terms; all other directors shall serve one-year terms;
  5. The Board of Directors shall, at least 20 days prior to the date of the Assembly in which directors are to be elected, notify parents and guardians of the opening of a process to receive nominations. The aforementioned process shall be concluded within 10 days of the sending of the aforementioned communication.

6. Once the process for receiving nominations has concluded, the Board of Directors shall communicate to the proxies the list of candidates for directors.
  7. For each of the levels, two ballots shall be prepared, one ballot "A" with the candidates for Vice President of the level and one ballot "B" with the list of candidates who have nominated for the other positions.
  8. Each proxy shall be entitled to vote for the Representative of the level in which one of their children is attending school.
  9. As many ballots "A" will be given according to the different levels their children are attending.
  10. Regarding the manner of voting, the provisions of letters b), c), d), e) and f) of article nineteen of these by-laws shall apply in all other respects.
  11. Voting shall be by secret ballot, and the Board of Directors shall have the necessary measures to ensure this and, in general, to ensure the transparency of the election process.
  12. The same person may not be a director or stand as a candidate for director at two or more levels.
  13. The office of director shall be incompatible with that of member of the Audit Committee and/or with that of member of the Ethics Committee.
  14. The candidate who has obtained the highest majority shall be proclaimed elected.
  15. The ballot may be electronic or physical.
- c. The following special rules shall be observed for the election of the members of the Audit Committee and the Ethics Committee:
1. The Board of Directors shall, at least 20 days prior to the date of the Assembly to elect the Audit Committee and the Ethics Committee, inform the active members of the opening of a process to receive candidacies. This process shall be concluded within 10 days from the date of the aforementioned communication.
  2. Once the process for receiving nominations has been completed, the Board of Directors shall notify the active members of the list of candidates running for election as members of the Audit Committee and the Ethics Committee.
  3. Voting shall be by secret ballot, and the Board of Directors shall take the necessary measures to ensure this and to ensure, in general, the transparency of the election process.
  4. With respect to the method of voting, the provisions of letters a), b), c), d), e) and f) of article nineteen of these bylaws shall apply.

- d. The candidates resulting in the election with the highest number of votes shall be proclaimed elected, up to the number of members of the Board of Directors, the Auditing Commission and the Ethics Commission to be elected.
- e. If the necessary number of directors, members of the Statutory Audit Committee or the Ethics Committee is not completed, as many elections as necessary shall be held, which shall be governed by the provisions of this article twenty-three. In the event of a tie vote, the election shall be decided by lot.
- f. The counting of votes shall be public.
- g. The elected directors shall assume their functions at the beginning of the school year, without prejudice to the rendering of accounts and the delivery of documents that must be made later, for which purpose a date shall be set at that time.

**Article Twenty-Four:** In the event of death, absence, resignation, dismissal or inability of a Director to perform their duties, the Board of Directors shall appoint a replacement who shall serve only for the time remaining to complete the term of the Director replaced.

Any member of the Board of Directors who, without justification, misses four consecutive meetings, or six meetings within a period of one year, shall be removed from office. Dismissal shall be ordered by the Ethics Committee and shall be subject to the infraction procedure set forth in these bylaws.

The absence or inability of a Director to perform their duties shall be understood to be the absence from meetings for a period of more than 6 consecutive months.

A member of the Board of Directors shall also cease to be a member of the Board if they loses their active membership.

**Article Twenty-Five:** The President of the Board of Directors shall also be the President of the Association, shall represent it judicially and extra-judicially and shall have the other powers set forth in the Bylaws.

If for any reason the elections of the Board of Directors are not held at the time established in Article Twenty-three, the Board of Directors shall continue in office, with all its obligations and powers, until it is replaced in the manner prescribed by the Bylaws.

**Article Twenty-Six:** In order to be elected member of the Board of Directors it is required to: (i) to be an active member, with one year or more of membership in the Association; (ii) except for the Vice President of Early Year School, to have served, for at least one year, as a course

delegate, level representative, room parent or other representative position within a national or international school; (iii) not have been suspended from their rights, per the provisions of Article Twelve, letter c) of these Bylaws; (iv) not have been sentenced to an afflictive penalty; (v) speak, write, or be able to understand, at a level that allows them to properly perform their duties, the English and Spanish languages.

The Director who during the performance of their office is convicted of a crime or simple offense, or incurs in any other impediment or cause of inability or incompatibility established by law or the bylaws, shall cease to hold office, and the Board of Directors shall appoint a replacement who shall hold office for the time remaining to complete the term of the Director replaced.

**Article Twenty-Seven:** The following shall be the duties and powers of the Board of Directors:

- a. To direct the Association and ensure compliance with its Bylaws and the purposes pursued by it;
- b. To administer the assets of the Association and invest its resources;
- c. Approve the projects and programs that are in accordance with the objectives of the Association and the College;
- d. To call a General Assembly, both Ordinary and Extraordinary, in the manner and at the times indicated in these by-laws;
- e. To create all kinds of branches, offices and departments deemed necessary for the better functioning of the Association;
- f. To draw up the necessary regulations for the Association, the branches and organizations that may be created for the fulfillment of its purposes and submit said regulations to the approval of the next General Assembly, being able to apply them provisionally in the meantime, as well as to carry out all those matters and business that it deems necessary;
- g. To comply with the resolutions of the General Assemblies;
- h. To render an account at the annual Ordinary General Assembly, both of the Association's progress and of the investment of its funds during the period in which it exercises its functions, by means of a report, balance sheet and inventory, which on that occasion shall be submitted for the approval of its members;
- i. Represent the Association before the school administration, the school community and other external organizations and agents with which the Association must be linked;
- j. Qualify the absence and impossibility of its members to perform the duties referred to in article twenty-four;
- k. To resolve doubts and controversies arising from the application of its bylaws and regulations;

- l. To meet at least six times a year; and
- m. The other attributions indicated in these by-laws and the legislation in force.

**Article Twenty-Eight:** As administrator of the assets of the Association, the Board of Directors shall be empowered to: Buy, acquire, sell, exchange, give and take in lease and administration, assign and transfer all kinds of movable property and securities; give and take in lease real estate for a period not exceeding 3 years; pledge and establish prohibitions on movable property, grant cancellations, receipts and settlements; enter into employment contracts, fix their conditions and terminate them; enter into loan agreements and current accounts, open and close current, deposit, savings and credit accounts, draw and overdraw on them; withdraw checkbooks and approve balances; draw, accept, take, guarantee, endorse, discount, collect, cancel, extend and protest bills of exchange, promissory notes, checks and other negotiable documents or bills of exchange; execute all types of banking or mercantile operations; collect and collect all that corresponds to the Association; contract, raise and postpone pledges, constitute, modify, extend, dissolve and liquidate companies and communities; attend meetings with the right to speak and vote; confer special mandates, revoke them and compromise; accept all kinds of inheritances, legacies and donations; contract insurance, pay premiums, approve claims settlements and collect the value of the policies, sign, endorse and cancel policies; import and export; delegate to the President, to one or more Directors, or to one or more partners, or to third parties, only the powers necessary to execute the economic measures agreed upon and those required by the internal administrative organization of the Institution; stipulate in each contract it enters into the prices, terms and conditions it deems convenient; annul, rescind, resolve, revoke and terminate such contracts; terminate current contracts by resolution, eviction or any other form; operate in the stock market; buy and sell foreign currency without restriction; contract credits and execute all those acts that tend to the good administration of the Association. Only by agreement of an Extraordinary General Assembly may it purchase, sell, mortgage, exchange, assign and transfer real estate, constitute easements and prohibitions to encumber and alienate and lease real estate for a term of more than three years.

In the exercise of their functions, the directors shall be jointly and severally liable for the damages caused to the Association, even for slight negligence.

**Article Twenty-Nine:** If the Board of Directors or the General Assembly agrees to any act related to the powers indicated in the preceding article, it shall be carried out by the President or whoever substitutes him in the position. The foregoing is understood without prejudice that, in a specific case, it may be agreed that the President shall act jointly with another Director, or with the Executive Secretary, or that a special power of attorney may be granted to a third

party. The President or the person or persons appointed shall faithfully abide by the terms of the resolution of the Assembly or of the Board of Directors, as the case may be, and shall be jointly and severally liable to the Association in the event of contravention thereof. However, it shall not be necessary for third parties contracting with the Association to know the terms of the respective agreement, which shall not be enforceable against them.

**Article Thirty:** The Board of Directors shall meet with the majority of its members and its resolutions shall be adopted by the majority of the directors in attendance, except in those cases where these same bylaws indicate a different quorum. In the event of a tie, the presiding director shall have the casting vote. The Board of Directors shall meet at least six times a year, on the date agreed upon by its members.

The deliberations and resolutions of the Board of Directors shall be recorded in a special book of minutes, signed by all the directors attending the meeting.

Any Director wishing to save their liability for any act or resolution shall demand that their opposition be recorded in the minutes, which shall be reported at the next Meeting.

The Board of Directors may hold extraordinary meetings and for such purpose the Chairman shall summon its members. In these sessions, only the matters that are the object of the summons may be dealt with, and the same formalities of constitution and operation established for ordinary sessions in this article shall apply.

The Chairman shall be obliged to issue the summons in writing, if so required by two or more directors.

## **TITLE V**

### **The President**

**Article Thirty-One:** The President of the Association has the following special responsibilities

- a. To represent it judicially and extra-judicially;
- b. To preside over the meetings of the Board of Directors and the General Assemblies;
- c. To execute the resolutions of the Board of Directors, without prejudice to the functions entrusted by the bylaws to the Secretary, Treasurer, or other members designated by the Board of Directors;
- d. Organize the work of the Board of Directors and propose the general plan of activities of the Institution;

- e. To organize the work of the Board of Directors and propose the general plan of activities of the Institution; e. To appoint the Working Commissions it deems convenient;
- f. Sign the documents pertaining to their office and those in which he must represent the Association;
- g. Sign jointly with the Treasurer or with the Director appointed by the Board of Directors, checks, money orders, bills of exchange, balance sheets and, in general, all documents related to the movement of funds of the Association;
- h. To report annually at the Ordinary General Assembly, on behalf of the Board of Directors, on the progress of the Association and its financial status;
- i. Resolve any urgent matter that may arise and request at the next Board of Directors' meeting, its ratification;
- j. To ensure compliance with the by-laws, regulations and agreements of the Association;
- k. The other attributions determined by these bylaws and the regulations.

The acts of the Association's representative are acts of the Association, insofar as they do not exceed the limits of the ministry entrusted to them. In everything that exceeds these limits, they only bind the representative personally.

**Article Thirty-Two:** In the event of illness, leave of absence, absence or temporary inability, the President shall be substituted by the director designated by the Board of Directors, who shall have all the powers corresponding to the President. In the event of the Chairman's death, resignation or definitive inability, the Director appointed to replace him shall exercise their functions until the end of the respective term.

## **TITLE VI**

### **The Secretary and the Treasurer**

**Article Thirty-Three:** The duties of the Secretary shall be the following:

- a. Keep the Minutes Book of the Board of Directors, the Members' Meeting and the Association's Members' Record Book;
- b. Send out the summons to the ordinary and extraordinary Assemblies. All summons and communications that, by provision of these bylaws, must be made to active members, shall be made by means of e-mail sent to the addresses registered with the Association and/or to which the Association usually sends its communications, or also by means of a notice published on the Association's web page;
- c. Draw up the schedule of meetings of the Board of Directors and the General Assemblies, in agreement with the President;

- d. Draw up and dispatch with their signature and that of the President the correspondence and documentation of the Association, with the exception of that which corresponds exclusively to the President, and to receive and dispatch correspondence in general.
- e. To personally answer the correspondence of mere formality;
- f. To oversee and coordinate that both the directors and the members comply with the functions and commissions that correspond to them according to the statutes and regulations or that are entrusted to them for the better functioning of the Association;
- g. To sign the minutes as Minister of Faith of the Association and provide a copy of them duly authorized with his signature, when requested by any member of the Association;
- h. Qualify the proxies prior to elections;
- i. In general, to fulfill all the tasks entrusted to them.

The Secretary, in case of absence or temporary impossibility, shall be substituted by the director appointed by the Board of Directors. In the event of resignation or death, it shall also be the Board of Directors who shall appoint a replacement, who shall remain in office only for the period of time remaining before the replacement is appointed.

**Article Thirty-Four:** The duties of the Treasurer shall be as follows;

- a. To collect or collect the ordinary, extraordinary and incorporation dues, issuing receipts for the corresponding amounts;
- b. Deposit the funds of the Association in the checking or savings accounts opened or maintained by the Association and sign jointly with the President, or with whomever the Board of Directors may designate, the checks or withdrawals of money drawn against said accounts;
- c. To keep the accounting records of the Institution;
- d. To prepare the balance sheet that the Board of Directors shall propose annually to the General Assembly;
- e. Maintain an up-to-date inventory of all the assets of the Institution;
- f. In general, to fulfill all the tasks entrusted to them.

The Treasurer, in case of absence or temporary impossibility, shall be substituted by the director appointed by the Board of Directors. In case of resignation or death, it shall also be the Board of Directors who shall appoint a replacement, who shall remain in office only for as long as the time remaining to the replaced director.

## **TITLE VII**

### **Of the Vice Presidents**

**Article Thirty-Five:** The functions of the Vice Presidents shall be the following:



- a. To collaborate with the President and replace them in the event of their inability to perform their duties.
- b. To serve as liaison in matters that are of interest to the Association, to coordinate between the authorities of the respective level of the School they represent and the parents of the same level.

## **TITLE VIII**

### **Marketing Coordinator, Event Coordinator, Transition Coordinator, Volunteer Coordinator, Store Coordinator and Booster Club Coordinator**

**Article Thirty-Six:** The duties of the Marketing Coordinator shall be as follows:

- a. To design posts, flyers and any other type of format that has the purpose of communicating any activity or information related to the Association.
- b. To publicize the programs and activities of the Association in both English and Spanish.

**Article Thirty-Seven:** The functions of the Events Coordinator shall be as follows:

- a. Coordinate an annual event for the Recognition of the Association's Staff.
- b. Assist the Vice Presidents and Transition Coordinator with activities that help to integrate parents and guardians.

**Article Thirty-Eight:** The functions of the Transition Coordinator shall be the following:

- a. Facilitate the integration of new families into the Colegio Internacional Nido de Águilas community, especially by providing support to families during the integration process and later to families who leave the school.
- b. Liaise with the Admissions office and school counselors to identify new families and inform the appropriate division Vice President of the Association;
- c. Send information and coordinate welcome events each semester;
- d. Support the Alumni Ambassador programs and,
- e. In collaboration with the Communications Officer, ensure that the web page is updated on a regular basis.

**Article Thirty-Nine:** The functions of the Volunteer Coordinator shall be the following:

- a. To ensure the participation of all members who wish to volunteer and to assist all groups in need of volunteer collaboration.
- b. To recruit volunteers through sign-up events or special needs notices and maintain an updated database of available volunteers;
- c. Maintain a list of volunteers for the store and other events;
- d. Instruct volunteers on how they must comply with volunteer requirements at the College.

**Article Forty:** The functions of the Store Coordinator shall be the following:

- a. Coordinate the opening and closing hours of the Store;
- b. To coordinate the Store's opening and closing hours; b. To send the information regarding sales to the Treasurer in due time and form, so that the latter may keep the Association's accounting up to date;
- c. Ensure that the Store's web page is kept up to date.

**Article Forty-One:** The functions of the Booster Club Coordinator shall be the following:

- a. Organize activities, in conjunction with the School, with the purpose of enthusiastically supporting the students in their extracurricular activities.
- b. Present at the monthly meetings of the Board of Directors of the Association a written report on the activities of the Booster Club.

## **TITLE IX**

### **The Auditing Commission**

**Article Forty-Two:** There shall be an Auditing Commission, composed of three members, elected every four years at the Ordinary General Assembly in the manner and with the requirements established in article twenty three.

The members of said Commission shall serve for four years and may be reelected indefinitely.

The Audit Committee shall have the following duties and powers:

- a. Review on a quarterly basis and whenever the situation so warrants, the accounting books and the receipts and disbursements vouchers that the Treasurer and the Executive Secretary must submit to it, as well as inspect the bank and savings accounts;

- b. To see that the members remain up to date in the payment of their dues and to represent the Treasurer when any member is in arrears so that the Treasurer may investigate the cause and see that the member is brought up to date in the payment of dues;
- c. To report to the Ordinary or Extraordinary Assembly on the progress of the Treasury and the state of the finances and to report any irregularities they may notice;
- d. To submit to the Annual Ordinary Assembly a written report on the finances of the Institution, on the manner in which the Treasury has been managed during the year and on the balance sheet of the fiscal year prepared by the Treasurer, recommending to the Assembly the approval or total or partial rejection of the same; and
- e. To verify the accuracy of the inventory.

**Article Forty-Three:** The Auditing Commission shall be presided over by the member obtaining the highest number of votes in the respective election and may not intervene in the administrative acts of the Board of Directors. In the event of vacancy in the office of the Chairman, he shall be replaced with all their powers by the member who obtained the vote immediately below him. In the event of the simultaneous vacancy of two or more positions on the Audit Review Commission, new elections shall be called to fill the vacant positions; if the vacancy is only of one member, it shall continue with those in office with all the powers of the Commission. The Commission shall meet with the absolute majority of its members and resolutions shall be adopted by the absolute majority of those in attendance. In the event of a tie, the vote of the presiding member shall decide.

## **TITLE X**

### **Concerning the Ethics Commission**

**Article Forty-Four:** There shall be an Ethics Commission, composed of three members, elected every four years at the Annual Ordinary General Assembly in the manner and with the requirements established in article twenty-three.

The members of said Commission shall serve for four years and may be reelected indefinitely.

**Article Forty-Five:** The Ethics Commission shall be constituted within 30 days following its election, appointing a Chairman and a Secretary from among its members. It shall operate with the absolute majority of its members and its resolutions shall be adopted by the absolute majority of those present. In the event of a tie, the presiding vote shall decide. All resolutions of

the Committee shall be recorded in writing and shall be signed by all the members attending the respective meeting.

**Article Forty-Six:** In the event of absence, death, resignation or impossibility of any of the members of the Ethics Commission to perform their duties, the Board of Directors shall appoint a replacement who shall serve only for the time remaining to complete the term of the replaced member of the Commission, who must be an active member of the Association.

An absence or impossibility shall be deemed to exist if the member of the Commission does not attend for a period of 3 months.

**Article Forty-Seven:** The Ethics Commission, in the fulfillment of its functions, shall apply the disciplinary measures, after investigation of the facts carried out by the Instructor, in accordance with the procedure set forth in article twelve.

## **TITLE XI**

### **Assets and Liabilities**

**Article Forty-Eight:** The patrimony of the Association shall consist of:

- a. The incorporation fees (when applicable).
- b. Ordinary dues.
- c. Extraordinary dues (when applicable).
- d. Assets acquired by the Association in any capacity whatsoever, and
- e. The proceeds of the Association's assets and activities.

**Article Forty-Nine:** The General Assembly may agree to charge an incorporation fee.

**Article Fifty:** The ordinary fee shall be annual and shall have a value of one Unidad de Fomento per family.

The Ordinary General Assembly, at the proposal of the Board of Directors and considering the economic possibilities of the members and the needs of the entity, may fix or modify, as the case may be, the amount of the referred fees.

**Article Fifty-One:** Extraordinary assessments shall be established by the Extraordinary General Meetings in qualified cases and when necessary for the fulfillment of the purposes of the Corporation.

In any case, the funds collected by way of extraordinary assessments may not be used for any purpose other than that for which they were requested, unless a General Assembly called especially for this purpose resolves to allocate them for another purpose.

## **TITLE XII**

### **Room Parents**

**Article Fifty-Two:** In each grade of the School there will be a representative, who will act under the name of Room Parent, who will last one year in the position and may be reelected.

They will be in charge of organizing and guiding the participation of the parents or guardians of their grade, as well as collecting their opinions and proposals, in the fulfillment of the objectives of the Parents' Association.

The Room Parent shall also be responsible for linking their respective classes with the Board of Directors of the Parents and Guardians Association, through the Vice President elected by the corresponding level.

**Article Fifty-Three:** The Room Parents shall be elected no later than the first class meeting held.

## **TITLE XIII**

### **Modification of the By-Laws, Merger and Dissolution of the Association.**

**Article Fifty-Four:** The Association may modify its by-laws only by resolution of an Extraordinary General Assembly adopted by two-thirds of the members present.

**Article Fifty-Five:** The Association may merge or dissolve itself voluntarily by resolution of an Extraordinary General Assembly adopted by two-thirds of the members present.

Once the voluntary dissolution has been agreed upon, or the forced dissolution of the Association has been decreed, its assets shall pass to the Colegio Internacional Nido de Águilas.