

# MODEL

## American International School Bylaws

UPDATED JULY 2024

### ***Bylaw I Purpose***

The purposes for which the Association is formed are as set forth in the American International School Association Articles of Association.

### ***Bylaw II Board Function***

A. The Board of Trustees (the "Board") shall exercise full control and direction of the business and affairs of the Association and of the School. It shall have all the powers and perform all the acts which the Association and the School may legally exercise and perform as guided by law, the Articles of Association, and these Bylaws.

B. The primary functions of the Board of Trustees are providing fiduciary oversight and strategic direction, rather than executing policy or managing operations. The Board shall grant the Head of School (the "Director") authority to and hold him/her responsible for managing the School in accordance with its Policies.

C. Board Trustees have authority only when acting as a part of the Board legally in session or as a result of specific instructions by the Board. The Board shall not be bound in any way by any action taken or statements made by individual Board members, except when such action taken or statement is made during a regular Board meeting, or as a result of specific instructions by the Board.

### ***Bylaw III Board Responsibilities***

A. Articulate and ensure fulfillment of the School's mission.

B. Employ, collaborate with, and evaluate the performance of the Director of the school.

C. Adopt and ensure implementation of policies and recommend bylaws that sustain an effective school. Policies may be adopted or amended by a simple majority vote of those Trustees present at a Board meeting where a quorum is obtained. These policies shall be published in the Board Policy Manual, which shall be made available to staff and parents.

D. Monitor and strengthen the school's programs and set strategic direction and priorities to enhance the quality of the school.

E. Secure funds through tuition, registration fees and other appropriate fees, grants, and fundraising that will adequately finance the operation of an effective educational

program. Also to oversee such fund raising efforts as may be required from time to time for specific purposes.

F. Approve annual operational and capital budgets and ensure fiscal sustainability while fulfilling the mission of the School and achieving strategic objectives.

G. Exercise fiduciary oversight to ensure legal and ethical integrity in the governance and operations of the School.

H. Provide for and ensure maintenance of educationally effective and safe School premises.

I. Ensure compliance with the Board Code of Conduct

J. Ensure good governance practices through annual Board goal-setting and self-evaluation.

#### ***Bylaw IV Board Membership***

A. The Board of Trustees shall consist of three (3) elected members, three (3) Board-appointed Trustees, and one Trustee appointed by the U.S. Ambassador.

##### **B. Elected Trustees**

1. Elected Trustees shall be members of the Association. They shall be elected for two-year terms. Newly-elected Trustees assume, and retiring Trustees relinquish, their duties at the next Board meeting following the election. Trustees can be re-elected, provided they meet the eligibility criteria, for no more than two consecutive terms

2. The elections will take place at the Annual General Meeting (“AGM”) annually.

3. Candidates shall be nominated by two Association members and shall meet the criteria stated in Section A above and participate in a Board Candidate orientation.

4. Candidate applications shall be submitted to the Secretary of the Board in writing at least one month in advance of the date for the election. All nominations to be valid shall be supported by a signed statement from the candidate that he/she is willing to stand for election and has participated in a Board Candidate orientation.

5. Those candidates receiving the highest number of votes shall be deemed elected. In case of a tie vote a runoff election shall be held immediately.

##### **C. Appointed members**

1. The Board itself shall appoint three (3) Board Trustees for two-year terms. Appointed Trustees can be re-appointed for any number of terms. Criteria for selection of Board-appointed Trustees are determined by the Board.

2. The US Ambassador shall appoint one (1) Board Trustee.

3. All appointed Trustees are voting members of the Board.

D. Eligibility for Board membership

1. Elected Trustees shall be Association Members. Appointed Trustees may or may not be Association Members.
2. No Trustees shall be an employee or a direct family member of an employee of the school.
3. No Trustee shall serve simultaneously as a Board member of the Parent Teacher Association (PTA).
4. No Trustee shall be a recipient of any form of tuition assistance for his/her children.

E. Non-Voting Board membership

The School's Director shall be a non-voting ex-officio member of the Board and all Board Committees

F. Removal of Board Trustees

1. Trustees shall be automatically removed from the Board if they do not attend three consecutive regularly scheduled Board meetings or any combination of five regularly scheduled and special Board meetings within a school year. The Board may grant an exception of one additional missed meeting only in the case of compelling medical, bereavement, or personal reasons. This may be used only once by any given Board member.
2. Elected Trustees may be removed by the Association by vote of two-thirds (2/3) of the members present at the AGM or a Special Meeting.
3. Elected or Appointed Trustees may also be removed by the Board of Trustees by a super majority vote of five (5) Trustees. The Trustee subject to removal shall be recused from voting, as a conflict of interest.

G. Filling Vacancies

Vacancies occurring after the AGM may be filled by appointment by the Board of Trustees, to extend for the length of the term of the position being vacated.

***Bylaw V Board Officers***

A. There shall be four Board officers: Chair, Vice-Chair, Treasurer, and Secretary. The Chair of the Board shall be a United States citizen.

B. All officers shall be selected by the Board by a simple majority. The term of office shall be one school year, renewable.

C. Officer positions, which become vacant shall be filled as in Bylaw V sub-section B above at the next meeting following the occurrence of the vacancy. Newly elected officers shall hold office for the remainder of the unfulfilled term.

D. Duties of the Board Officers

1. The Chair

- a. Preside over all Association and Board of Trustee meetings.
- b. Recommend for Board approval members and chairs of all committees and task forces, serve as a member of all committees and task forces as warranted, and liaise regularly with committee chairs.
- c. Collaborate with the Director to plan effective and efficient conduct of Board business, including, but not limited to setting the annual Board calendar, developing meeting Agendas, and planning new Trustee orientation and Board development to include but not be limited to providing copies of the Articles of Association and Bylaws, an extract of Robert's Rules of Order, the Board-Policy Manual, and the Board Handbook to all Trustees.

2. The Vice-Chair

- a. Assume the duties of the Chair in the absence of the Chair
- b. Assume the duties of the Secretary in the absence of the Secretary.

3. The Treasurer

- a. Chair the Board's Finance Committee
- b. Ensure an accurate and full account of all finances of the School are kept in accordance with Board Policy and School Finance Protocols.
- c. Give monthly reports to the Board and annually to the Association regarding the financial situation of the School.
- d. Collaborate with the Director in the preparation of the recommended Finance Plan and Annual Operating Budget.
- e. Monitor the annual School audit and report to the Board the outcome of the audit.
- f. Have co-signatory power on School bank accounts.

4. The Secretary

- a. Oversee the accurate recording and dissemination to Trustees of the minutes of Board meetings, approving the draft minutes taken by the appointed staff member who does the actual note taking.
- b. Oversee the accurate recording, dissemination, and secure filing of Agendas, background reports and documents, and summaries of Board meetings proceedings.
- c. As determined by the Chair, oversee the drafting and disseminating the other formal correspondence of the Board.

***Bylaw VI*      **Duties of Board Trustees****

- A. Be willing and able to serve on at least one Board Committee or Task Force.
- B. Regularly attend all Board and assigned Committee/Task Force meetings.
- B. Act as a Committee/Task Force chair when required.
- C. Be prepared for Board and Committee/Task Force meetings.
- D. Act in a manner supportive of the Director, the School and its community.

***Bylaw VII*      **Board Committees and Task Forces****

- A. The Board may create and appoint members to such Committees and Task Forces as they shall deem appropriate. Such Committees and Task Forces shall have the power and duties designated by the Board and shall give advice and make non-binding recommendations to the Board.
- B. Each committee or task force shall normally be composed of at least two (2) Trustees, one of whom will be appointed chair by the Chair of the Board.
- C. The Chair and the Director serve as members of all committees and task forces and participate as they or the Committee or Task Force chair deem warranted.
- D. Committees and Task Forces shall conduct their work as articulated in Board-approved Terms of Reference.

***Bylaw VIII*      **Board Meetings****

- A. The Board will normally meet once per month while School is in session (August-June).
- B. All meetings will be "Working Meetings," attended only by Board members and any specifically invited parties. The Director shall attend all Board meetings except those related to his/her annual evaluation and/or contract.
- C. Minutes of Working Meetings shall be archived after Board approval and summarized and published for the school community.
- D. No Board meeting shall be deemed to be in session unless there is a quorum of members physically or digitally present. A quorum is 50% plus one member.
- E. Special Board meetings may be called by the Chairman at any time as the need arises or when requested by three or more Board members.

F. Meetings of the Board may be held on location or remotely via electronic media as determined by the Chair.

G. Except as otherwise stipulated in these Bylaws, Board decisions are carried by vote of a majority of Trustees forming the quorum at a Board meeting. There shall be no proxy voting.

H. In emergency situations as determined by the Chair that require a Board decision, and a quorum cannot be obtained, physically and/or electronically, all Trustees will be sent an explanation of the situation and a decision may be made based on majority vote of those Trustees who respond.

***Bylaw IX Compensation and Indemnification of Trustees***

A. Trustees shall not be entitled to any form of compensation, however, expenses authorized by the Board may be assumed or reimbursed by the School.

B. Each Trustee, whether or not still serving office, shall be indemnified by the Association against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually or reasonable incurred by him/her, if he/she acted in good faith, consistent with Board policy and decisions, and in a manner he/she believed to be in the best interests of the Association.

***Bylaw X Amendment of the Bylaws***

A. Bylaws may be amended by a majority (50% plus one) of a quorum of Association members at a duly warned Association Meeting, as prescribed in the Articles of Association. The Board may propose amendments to the Bylaws as it sees fit. Additionally, recommendations for Bylaw amendments supported by at least five percent (5%) of Association members may be submitted in writing to the Board of Trustees at least two months prior to the AGM. The Board of Trustees shall bring all such recommendations to a vote at the AGM, Special Meeting, or through electronic voting..

B. Unless specifically stated otherwise, revised Bylaws shall take effect immediately upon passing.

C. If the acceptance of amended Bylaws causes a change in status of any Board member (i.e. change in eligibility, end of term, etc.), the member shall continue in his/her position until the next election.

Date Adopted and Amended: