



## **I. Name and address**

The association shall be known as “Nanjing International School” herein called NIS. The location of NIS is in Nanjing, PRC, and its physical address is: Xian Lin College and University City Town, Nanjing 210023, PRC

## **II. Mission**

Nanjing International School – an Inclusive Learning Community  
Inspiring International Mindedness, Personal Excellence, Creative Thinking

## **III. Objectives**

1. To operate as a non-profit association of parents.
2. To challenge students to develop intellectually, physically, and emotionally to their fullest individual potential.
3. To be authorized and accredited by the IBO so that the education is internationally transferable.
4. To provide a supportive learning atmosphere underpinned by personal attention and state-of-the art facilities.
5. To serve as a bridge between the international community and the host community of Nanjing, as well as a resource for facilitating a family’s transition to China.

## **IV. Members of the association**

1. Members of the association are parents or legal guardians of children currently enrolled at NIS and members of the board during their tenure.
2. Membership in the association terminates upon:
  - a. The withdrawal or departure of a student whose parent or legal guardian is a member;
  - b. The resignation or death of a member;
  - c. The failure of a member to pay tuition and other fees;
  - d. Expulsion by a decision of the board. The board may expel a member only with serious cause and must provide opportunity for the member to appeal such a decision.
3. Membership fees are not levied.



## **V. The annual general meeting**

1. The annual general meeting of the association takes place no later than October 1st of each school year.
2. Each association member has one vote at the annual general meeting. Votes may not be transferred by proxy to other members.
3. The chair of the board shall call the annual general meeting, informing association members in writing of the time and place of the meeting no less than one week in advance.
4. Topics that require a voting decision need to be communicated through the agenda of the annual general meeting at least one week in advance of the meeting.
5. Decisions require a 2/3 majority vote of all the association members present at the annual general meeting.
6. Mandatory agenda items at the annual general meeting are:
  - a. The introduction of members of the board.
  - b. Approval of an annual report about the previous school year, including a financial statement;
  - c. Approval of the auditor's report;
  - d. A presentation of planned activities and a projected budget for the current school year;
  - e. Approval of the appointment of an auditor for the coming school year;

## **VI. Extraordinary general meetings**

1. An extraordinary general meeting of the association shall be held whenever there is sufficient reason, in the judgment of the board, or a request is made in writing to the board by no less than 10% members of the association who are from different families and fully and accurately state the items they wish to address.
2. The board shall respond to members' request to hold an extraordinary general meeting within one month from the date of receipt.
  - a. If the board does not comply with this requirement, members shall have the right to convene an extraordinary general meeting independently of the board.
3. The extraordinary general meeting shall be convened and conducted in a manner similar to that for the annual general meeting. In the absence of the board chair or the chair's representative, members of the association may elect a chair for the meeting by a simple majority vote.
4. Documentation of the extraordinary general meeting shall be made in a manner similar to that for the annual general meeting. In the absence of a representative of the board, members of the association may elect a secretary, who shall record and distribute minutes for approval by association members.



## **VII. The board and its duties**

1. The board is the governing body of the school and is accountable to the association and its members. The Annual General Meeting is responsible for the supervision of the NIS Board.
2. The board authorizes and approves all major legal and financial business conducted by the school in achieving its educational objectives. The board is responsible for ensuring the efficient governance of the school within the parameters of Chinese law.
3. Specific responsibilities of the board are:
  - a. To determine and revise the general mission of the school;
  - b. To determine the general policies guiding the operation of the school;
  - c. To hire, supervise, and terminate the school director;
  - d. To determine the budget, tuition levels, and finances of the school;
  - e. To approve the school curriculum;
  - f. To create a plan for present and future school facilities and programmes;
  - g. To handle other matters as needed to ensure the quality of education and secure the continuation of the school;
  - h. To approve the school calendar;
  - i. To grant scholarships;
  - j. To evaluate its performance as a body, and that of its members as individuals, annually;
  - k. To take any decision concerning the school not reserved to the association membership under these Bylaws.
4. Individual board members have no authority on their own and may not act or speak on behalf of the board without prior board authorisation.
5. Board members have no individual responsibility for the legal or financial affairs of the school and are not individually liable for Board actions.
  - a. Individual board members acting bona-fide in the interests of the school shall be indemnified out of association assets against any liability incurred in any legal proceedings, at the discretion of the board.

## **VIII. Board composition**

1. The board shall consist of nine members.
  - a. Seven board members shall have voting rights, of which at least four are parents or legal guardians of children enrolled at NIS.
  - b. Two staff members of the board shall be non-voting.
2. The two staff members of the board shall be the director and a member of school staff.
  - a. The director shall not take part in board discussions or decisions relating to his or her contract or matters in which there is a real or potential conflict of interest.



- b. The staff board member shall not take part in board discussions or decisions relating to the director's personal affairs or professional performance.
3. In addition, the Board can appoint one NVBP (Non-Voting Board Participant) to participate in Board and Committee meetings. This NVBP member may not take part in voting on any decision.
4. The terms of elected members of the board shall be up to three years. Tenure begins on August 1<sup>st</sup> of the year of election. There is no limitation on the number of terms a board member may serve.
5. Board members must meet the following criteria:
  - a. Only one individual per family may be a member of the board at any one time.
  - b. Except for the two non-voting members, employees of the school and members of their household may not be members of the board.
  - c. No more than three voting board members may come from the same country.
  - d. A board member may not assume a PTA leadership role during their tenure.
6. Board members serve as volunteers, consistent with the non-profit status of the school, and may not be remunerated for their board service.
  - a. Board members may be reimbursed for expenses incurred through their board service, subject to the approval of the board.

## **IX. Board member selection**

1. The board shall elect its members at a regular board meeting through two thirds majority vote, while striving for consensus decision.
2. The Board should at all time consist of a minimum of five voting members. If a board member vacates a seat on the board before completing their full term, the board shall fill the seat as soon as possible and no later than August 1<sup>st</sup>.
3. Members of the association can at all times approach the Governance chair to communicate their interest in becoming a board member. The board chair, Governance chair and Director shall meet with all candidates individually to take their candidacy into consideration.

## **X. Board member dismissal**

1. The board may, by unanimous decision of the remaining board members, require the resignation of a member who, in the judgment of the board, fails to make an adequate contribution to the work of the board or brings the school into disrepute.
  - a. If a board member misses three board or committee meetings consecutively, the chair may, following consultation with the board member concerned, recommend that the board member be dismissed from the board. The decision is subject to a unanimous vote of the remaining board.



## **XI. Board officers**

1. The board shall elect a chair, a vice chair, and a finance chair from among its members.
  - a. The election of officers shall take place at the first board meeting of the school year.
  - b. No board member shall hold more than one office simultaneously.
2. The main duties of the chair are:
  - a. To serve as the leader of the board;
  - b. To set the agenda of board meetings, in consultation with the director, and to lead board discussion;
  - c. To serve as the board's main liaison with the director;
  - d. To appoint committee chairs and committee members;
  - e. To settle minor policy matters arising between meetings;
  - f. To act on behalf of the board in matters involving the school association, local government officials, and the international community.
3. The main duties of the vice chair are:
  - a. To act in place of the chair in case of the chair's absence;
4. The main duties of the finance chair are:
  - a. To coordinate board oversight of the financial operations of the school;
  - b. To report to and advise the board on matters related to the school's finances;
  - c. To chair the finance committee and lead long-term financial planning.

## **XII. Board meetings**

1. The board shall meet on a regular basis, with a minimum of five meetings in any school year.
2. Special board meetings may be called by the board chair. Such meetings are usually in response to unexpected events requiring a policy decision.
  - a. In the case of special board meetings, normal procedures regarding notification, the agenda, and minutes should be adhered to as closely as possible.
  - b. All board members must be informed of special meetings and be invited to attend.
3. Board members may suggest items for the agenda of any board meeting. Such requests shall be made no less than seven days in advance of the meeting and are subject to approval by the chair.
4. The agenda, along with the meeting information package, shall be distributed to board members at least two days in advance of the meeting.
5. A majority of voting board members are required to be in attendance at a board meeting to form a quorum.



6. All decisions of the board, (with the exception of IX. 1) shall be approved by majority vote.
  - a. In the case of a tie, the board chair shall cast the deciding vote
  - b. Absent board members may not transfer their vote through proxy.
7. Board meetings are not open to the public. The board may invite guests to board meetings to inform discussion. Such guests may not witness or take part in voting on any decision.
8. Minutes of board meetings shall be approved by the board and distributed to the community within seven days of board approval.

### **XIII. Conflict of interest**

1. Conflict of interest is any circumstance in which a board member's decision or perspective may be influenced by an interest other than that of the school. Such an interest may be personal, professional, or commercial; may be involve the board member directly or a family member, friend, or acquaintance; and may be deliberate or unintended.
2. Board members are obliged to disclose real or potential conflicts of interest in writing to the board. The board will decide whether a conflict of interest is substantial and warrants any special measures. Measures may include the recusal of the board member from voting or discussion on a particular matter or the board member's resignation from the board.

### **XIV. Board committees**

1. The Board shall establish committees to monitor and prepare board business and activities and make recommendations for decisions by the board.
2. Board committees shall have a minimum of three voting members.
  - a. A majority of committee members shall be voting members of the board.
  - b. Co-opted members from the general public may also be committee members. Co-opted members may not participate in voting on committee recommendations.
  - c. The chair and the director shall be ex-officio members of all committees.
3. All committee chairs shall be voting members of the board.
4. The board shall establish two standing committees: the finance committee and the governance committee.
  - a. The finance committee shall be responsible for advising the board on all matters related to the sound financial operation of the school. In particular, the finance committee shall review monthly financial reports produced by the school administration; propose an auditor; review the annual report before its submission to the annual general meeting; and coordinate long-term financial planning for the school.



- b. The governance committee shall be responsible for the organisation of board affairs. In particular, the governance committee shall oversee board elections and preparations for the annual general meeting; coordinate policy review and development; propose amendments to the Bylaws; arrange for board member education; make recommendations to the board on ethical issues; ensure an annual self-evaluation by the board and oversee strategic planning.
5. The board may establish additional ad hoc committees at its pleasure.

## **XV. The school director**

1. The board delegates responsibility to the director, as chief executive officer, for the day-to-day administration, personnel management, and educational programme of the school. The director holds ultimate legal and financial responsibility for the school.
2. The main duties of the director are:
  - a. To recommend personnel policies and practices, including staffing, salary, and benefit levels;
  - b. To supervise the recruitment, retention, and termination of staff and faculty;
  - c. To oversee all phases of the instructional program;
  - d. To ensure the school is accredited by relevant international accreditation agencies;
  - e. To direct the preparation and implementation of the annual budget;
  - f. To supervise the business activities of the school, including the system of financial accounts;
  - g. To provide for the supervision and leadership of all student activities;
  - h. To analyse and interpret to the board the long-range needs of the school;
  - i. To serve as the public figurehead of the school and as the main liaison with local government authorities;
  - j. To prepare the school calendar for the approval of the board;
  - k. To advise the board on scholarship candidates.
3. The director shall ensure that board policies are implemented in the operation of the school and shall advise the board when current policy is no longer appropriate or a new policy is required.
  - a. If, in the absence of a policy, immediate action is necessary, the director shall consult with the board regarding the course of action to be taken and submit a policy proposal to the board at the earliest opportunity.
  - b. If, in the absence of a policy, immediate action is necessary due to an emergency and the director is unable to consult with the board, the director is given authority to use his or her best judgment to act as necessary. Any such action requires a written summary be presented to the board chair.



4. The director shall receive a written evaluation annually, organised by the board chair and ratified by board decision. The evaluation instrument and process shall be mutually agreed by the board and the director.

## **XVI. Supervisor**

The NIS school lawyer shall act as the Supervisor as required by Chinese law and for NGO registration.

## **XVII. Dissolution of the school**

1. Under any one of the following conditions, the existence of the school shall cease:
  - a. The objectives set out in the Bylaws have been realized
  - b. The school is incapable of continuing the activities in line with the said objectives;
  - c. The school has been split or consolidated;
  - d. The school is dissolved voluntarily;
  - e. Any decision to dissolve the school shall rest exclusively with the members of the Parent Association.
  - f. Approval of the school's dissolution shall require the support of a two-thirds majority of the members of Parent Association present at the annual or general meeting at which the vote is taken. The number of the members of Parent Association present at such meetings shall be more than two-thirds of all the members.
2. The termination of the school shall be reported to the competent business administration for examination and approval within 15 days after adoption of the board of directors by voting.
3. Before handling deregistration procedures, the school shall, under the guidance of the registration administration, business administration and the departments concerned, set up a liquidation group to clear credits and debts, dispose of the residual property and complete the liquidation work.

The residual property shall be disposed of in accordance with the provisions of the relevant laws and regulations. During the liquidation period, no other activities than liquidation procedures shall be carried out.

The school shall handle the deregistration procedures with the registration administration within 15 days from the completion of the liquidation.





4. The school shall terminate since the date when the registration administration has issued the deregistration documents.

## **XVIII. Interpretation of and alterations to the Bylaws**

1. The Board shall be the final arbiter of the interpretation of these Bylaws and in all instances which are not covered by these rules.
2. Any decision to alter these Bylaws shall rest exclusively with the membership of the association.
  - a. Approval of proposed alterations shall require the support of a two-thirds majority of association members present at the annual or general meeting at which the vote is taken.

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