

Exemplary International School Association

BYLAWS

Adopted January 1, 1975

Last Amended June 1, 2018

***Bylaw I* Purpose**

The purposes for which the Association is formed are as set forth in the Exemplary International School Association Articles of Association, adopted January 1, 1975.

***Bylaw II* Board of Trustees**

A. The Board of Trustees 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 Director authority to and hold him/her responsible for managing the school in accordance with its Policies.

C. 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. Individual board members have no authority to act except in meetings of the assembled Board, or by specific designation 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 School 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 and fees, grants, and fundraising as deemed appropriate by the Board to finance the operation of an effective educational program.

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. Ensure compliance with the Board Code of Conduct

Bylaw IV **Board Membership**

A. The Board of Trustees shall consist of seven (7) voting members; four (4) elected Trustees of which two must be US citizens and three (3) appointed Trustees. The Director is a non-voting member of the Board.

B. Elected Trustees

1. Trustees shall be elected for a two-year term at the AGM in May or through electronic voting as provided for in the Articles of Association, to commence their term during the last Board meeting of the school year. Trustees may be re-elected for no more than three (3) consecutive terms.

2. Candidates for elected positions must be members of the Association. Employees of the school or their immediate family members (spouse, child, parent) may not serve on the Board of Trustees.

3. Candidates must be nominated by two (2) Association members and submit to the Board a nomination letter at least one month in advance of the date for the election.

4. The ballots shall list separately US citizens and Non-US citizen candidates.

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 as soon as practical.

C. Appointed Trustees

1. The Board of Trustees shall appoint three Trustees based on its determination of particular skills, dispositions, and expertise needed on the Board.

2. Appointed Trustees need not be members of the Association.

3. Appointed Trustees shall serve two-year terms and may be re-appointed as determined by the Board. There is no limit on number of terms of Appointed Trustees.

D. Removal of Trustees

1. 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.

2. 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

1. Vacancies occurring after the AGM shall be filled by appointment by the Board of Trustees, such term to extend until the next AGM, at which point that Trustee may stand for election if nominated or re-appointment by the Board.

Bylaw V Board Officers

A. There shall be four Board officers: Chair, Vice-Chair, Treasurer, and Secretary. Their duties and responsibilities, in addition to those prescribed in these Bylaws and Policy, include:

The Chair

1. Preside over all Association and Board of Trustee meetings.
2. Recommend for Board approval members and chairs of all committees and task forces, serve as a member of committees and task forces as warranted, and liaise regularly with committee chairs.
3. 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.

The Vice-Chair

1. Assume the duties of the Chair in the absence of the Chair
2. Assume the duties of the Secretary in the absence of the Secretary.

The Treasurer

1. Chair the Board's Finance Committee
2. Ensure an accurate and full account of all finances of the School are kept in accordance with Board Policy and School Finance Protocols.
3. Give monthly reports to the Board of Trustees and annually to the Association regarding the financial situation of the school.
4. Collaborate with the Director in the preparation of the Annual Operating Budget.
5. Monitor the annual school audit and report to the Board the outcome of the audit.

The Secretary

1. Oversee the accurate recording, dissemination, and secure filing of Agendas, background reports and documents, and minutes of Board meetings.
2. As determined by the Chair, oversee the drafting and disseminating the formal correspondence of the Board.

B. All officers shall be elected by a simple majority of the newly constituted Board at the first Board meeting after the AGM. The term of office shall be one school year thereafter, renewable.

C. Officer positions which become vacant shall be filled at the first meeting after confirmation of such vacancy. Newly elected officers shall hold office for the remainder of the unfulfilled term.

D. Officers may be removed from their office by a super majority vote of five (5) Trustees.

Bylaw VI Board Committees

A. The Board may create and make appointments to committees and task forces as it deems appropriate. Such committees and task forces shall have the power and responsibilities designated by the Board, and shall make non-binding recommendations to the Board.

B. The Chair recommends and the Board approves committee and task force members and chairs.

C. The Chair and the Director serve as members of all committees and task forces and participate as they or the task force chair deem warranted.

Bylaw VII Board Meetings

A. The Board will meet as often as is deemed necessary by the Chair, in no case less than four times per year. Special Board meetings may be called by the Chair at any time as the need arises or when requested by three or more Trustees.

B. Board meetings are working meetings, focused on conducting the business of the Association and as such, attendance by members of the Association or community shall be regulated by the Board. The Director shall attend all Board meetings except those dealing with his/her contract or evaluation.

C. Minutes of all meetings shall be taken and filed securely at the school. The Board shall communicate to the community in a timely manner decisions taken at Board meetings either by publishing minutes or otherwise reporting such decisions.

D. No Board meeting shall be deemed to be in session unless there is a quorum (4 of the 7 voting Trustees) present, physically or electronically.

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

F. Except as otherwise stipulated in these Bylaws, Board decisions are carried by vote of a majority of voting members forming the quorum at a Board meeting.

G. 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 VIII 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 IX Amendment of the Bylaws

A. The 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 vote at the AGM, Special Meeting, or through electronic voting.

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