

Whereas, at a duly convened meeting of the Association held on March 17, 1966, at which a quorum was present throughout, the members of the Association present and voting unanimously agreed to the adoption of the Statutes and Bylaws; which were subsequently amended on October 1, 1969; October 1, 1971; January 31, 1979; November 5, 1979; October 6, 1994; April 20, 2006; November 22, 2011; November 18, 2015 and November 8, 2019.

## **ARTICLE I. NAME OF THE ASSOCIATION**

The name of the Association shall be the "INTERNATIONAL COMMUNITY SCHOOL ASSOCIATION OF ADDIS ABABA" (Adopted on January 31, 1979).

## **ARTICLE II. PRINCIPAL LOCATION AND ADDRESS**

The principal office of the Association shall be in Addis Ababa, Ethiopia. Its address shall be: The International Community School Association of Addis Ababa, P.O. Box 70282, Old Airport Road Branch Post Office, Addis Ababa, Ethiopia.

## **ARTICLE III. PURPOSE OF THE ASSOCIATION**

The purpose of the Association shall be to operate a school in Addis Ababa, Ethiopia, which shall be known as the "International Community School of Addis Ababa" (hereinafter "the School") for children of the international community residing in Addis Ababa and throughout Ethiopia and for Ethiopian children, to the extent feasible, in accordance with Ethiopian law, which:

- provides the best possible educational facilities and English-language instructional programs, and
- demonstrates high standards of educational practice consistent with the School's mission and vision.

## **ARTICLE IV. STATEMENT OF NON-PROFIT CHARACTER**

The Association shall be a non-profit organization. No part of its assets or earnings shall be paid or distributed to any person, including its members, except as compensation for services actually rendered.

## **ARTICLE V. STATEMENT OF NON-POLITICAL CHARACTER**

In all respects, the activities of the Association shall be completely non-political. Through its educational programs, the Association shall attempt to promote international understanding and cooperation. None of its activities shall include making propaganda or participating in or attempting to influence, alter or change the political process in Ethiopia.

## **ARTICLE VI. STATEMENT OF NON-DISCRIMINATION**

The Association shall not, as an organization, discriminate against any of its members on the basis of religion, race, nationality, gender, age, sexual orientation or physical disability. Membership in the Association shall be open to people of every race, nationality, religious affiliation, gender, age, physical disability and sexual orientation.

## **ARTICLE VII. DURATION OF EXISTENCE**

The Association shall have perpetual existence.

## **ARTICLE VIII. MEMBERSHIP IN THE ASSOCIATION**

1. All parents or guardians whose children are enrolled in the School shall be members of the Association. At the time that a parent or guardian no longer has a child or children enrolled in the School, membership in the Association is automatically terminated.
2. In addition, the person or persons responsible for the Administration of the School and all employees responsible for teaching and learning—all members of staff on an annual professional contract or on a permanent teaching assistant contract—shall be members of the Association. At the time that such members no longer are employed in this capacity by the School, membership in the Association is automatically terminated.

## **ARTICLE IX. PROPERTY AND FINANCE**

The Association may perform any of the following acts if appropriate and convenient for the accomplishment of its purposes:

1. collect and borrow money and control its expenditures and investments,
2. purchase, hire, sell, pledge or lease movable property,
3. build, modify, mortgage, or sell immovable property, provided prior written authorization is given by the Chief of the U.S. Diplomatic Mission to Ethiopia,
4. accept donations, endowments, and gifts of any kind and from whatever source provided such donations, endowments and gifts do not impose conditions contrary to these Statutes and Bylaws,
5. pay wages, salaries, gratuities, and contributions toward provident funds or other sums in recognition of services,
6. devote all or a part of the income and any or all of the principal of any property and/or asset, to the furtherance and support of projects which support and are consistent with the purpose and non-profit status as defined in these Statutes.

## **ARTICLE X. FISCAL YEAR**

The Fiscal Year of the Association shall commence on July 1 and end on June 30 of each calendar year.

## **ARTICLE XI. BOARD OF GOVERNORS**

The Association shall be governed by a Board of Governors, the membership of which shall be formed in a manner set forth in the Bylaws of the Association. In addition to elected and appointed members, the Board of Governors shall also include one (1) member appointed by the Chief of the U.S. Diplomatic Mission to Ethiopia.

1. All powers of the Association are vested in the Board of Governors, other than those expressly reserved by law, or granted to the Chief of the U.S. Diplomatic Mission to Ethiopia or to the membership of the Association by the Statutes or Bylaws.
2. The terms, rules and authority of the Board of Governors shall be set forth in the Bylaws.

## **ARTICLE XII. MEETINGS OF THE ASSOCIATION**

1. There shall be two (2) regular meetings of the Association during each school year, one to be held within three (3) months of the beginning of the school year and another to be held no later than one (1) month prior to the end of the school year. Additional meetings of the Association may be called by the Board of Governors when needed.

2. The Board of Governors shall be required to call a meeting whenever requested to do so in writing by at least twenty percent (20%) of the members of the Association. In such cases, the Association members requesting the meeting are required to provide written notice to the Board of the purpose of the meeting, including the text of any proposed resolution(s) and/or amendment(s) to the Statutes and Bylaws. At the time such a request is submitted to the Board with the appropriate accompanying documentation, the Board will be required to hold the special meeting within twenty (20) school days. Such meetings can be called only during the school year.
3. All convened meetings shall be held in Addis Ababa during the school year unless emergency circumstances dictate otherwise.
4. Except in cases of extreme urgency, notice of meetings including the proposed agenda for the meeting and, when applicable, text of proposed resolution(s), amendment(s) to the Statutes and Bylaws, and/or election slates shall be sent to all members of the Association at least fifteen (15) school days before the meeting. In cases of extreme urgency, notification will be given as early as possible.
5. The Board shall be responsible for defining the purpose and agenda of all Association meetings which may include: presentation of the annual report of the Board, election of new Board members, proposed resolution(s) and/or amendment(s) to the Statutes and Bylaws and any other business which the Board wishes to bring before the Association.
6. The Chair of the Board shall serve as Chair of all Association meetings. If the Chair is unavailable, he/she will appoint another officer of the Board to serve as Chair.

### **ARTICLE XIII. VOTING BY THE ASSOCIATION**

1. In lieu of, or in addition to, convening a real or physical meeting of the Association, the Board of Governors may request that Association members vote electronically on any matter to be put forward to the Association including but not limited to Board elections, proposed resolution(s) and/or amendment(s) to the Statutes and Bylaws. Except as otherwise specified in these Statutes and Bylaws or by Ethiopian law, electronic votes shall be subject to the same regulations as defined in these Statutes for votes taken at a convened meeting of the Association.
2. Except in cases of extreme urgency, notice of electronic votes including the dates of the voting period, text of proposed resolution(s) and/or amendment(s) to the Statutes and Bylaws, and election slates shall be sent to all members of the Association at least fifteen (15) school days prior to the commencement of the voting period.
3. The electronic voting period will be defined by the Board of Governors and, except in cases of extreme urgency, shall be a minimum of ten (10) school days.
4. Except as otherwise specifically provided in these Statutes and Bylaws, or by Ethiopian law, a total of ten percent (10%) of members of the Association shall constitute a quorum for voting purposes. Votes cast by members present at a convened meeting, by absentee ballot and electronic ballot shall be included in determining whether the quorum requirement is satisfied.
5. Each member of the Association shall have one (1) vote. Votes shall be recorded for those members casting a ballot at a convened meeting, an absentee ballot and electronic ballot. An Association member may cast a vote using only one method.
6. For those Association members unable to attend a convened Association meeting or vote



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electronically, absentee ballots will be available at the School ten (10) school days prior to the meeting at which the vote will be taken or during the voting period if there will be no convened meeting. Absentee voting is available only on school grounds.

7. Proxy voting shall not be authorized.
8. Except as otherwise specifically provided in these Statutes and Bylaws, or by Ethiopian law, all decisions of the Association shall be by majority vote.

### **ARTICLE XIV. AMENDMENT OF THE STATUTES**

These Statutes of the Association may be amended by a two-thirds (2/3) vote of the Association; provided, however, that in view of the United States Government's financing of the fixed assets of the school, Articles IX, XI, XIV, XVI and XVII shall not be amended without the prior written approval of the Chief of the U.S. Diplomatic Mission to Ethiopia.

### **ARTICLE XV. BY-LAWS OF THE ASSOCIATION**

The Bylaws of the Association, a signed copy of which is attached to the original hereof, are hereby incorporated into and made part of these Statutes of the Association; provided, however, that nothing in the Bylaws may be inconsistent with the laws of Ethiopia or of the Statutes of the Association.

### **ARTICLE XVI. DISSOLUTION**

1. The Association may be dissolved as provided by law or by a two-thirds (2/3) vote of the Association with a quorum of two-thirds (2/3) of the Association. The Board has the authority to determine the manner in which the dissolution vote will be conducted and method(s) used.
2. Written notice, including the text of the proposed resolution shall be sent to the Chief of the U. S Diplomatic Mission to Ethiopia at least twenty (20) school days in advance of the date of the Association meeting at which the vote will be taken or before the voting period commences if there will be no convened meeting.

### **ARTICLE XVII. DEVOLUTION OF PROPERTY**

In the event of dissolution of the Association, all transferable property and the rights of the Association shall become the property and the rights of the United States Government.



## ARTICLE I. BOARD OF GOVERNORS

1. The Board of Governors shall be composed of two (2) members elected by the Association, up to six (6) members appointed by the Board, and one (1) member appointed by the Chief of the U.S. Diplomatic Mission to Ethiopia.
2. An elected Board member is required to be a member of the Association as defined in Article VIII of the Statutes. The election process and timeline shall be defined by the Board of Governors in Board Policy and/or Procedures.
3. An appointed Board member is not required to be a member of the Association as defined in Article VIII of the Statutes nor required to be a resident of Addis Ababa. The appointment process and timeline shall be defined by the Board of Governors in Board Policy and/or Procedures.
4. Both elected and appointed members will serve for a minimum of two (2) years, and up to a four (4) year term. The maximum term length for any member is eight (8) consecutive years – in any combination of elected and appointed terms. The term lengths for individual Board positions shall be defined by the Board of Governors in Board Policy and/or Procedures.
5. Employees of the School and spouses/partners or immediate family members of employees shall not be eligible to serve as a member of the Board. The Board has the authority to define other eligibility conditions for both elected and appointed members. Such conditions will be defined in the Board Policy and/or Procedures Manual.
6. To assure international community control and a diverse representation on the Board, a majority of the Board's membership (excluding the appointee of the US Diplomatic Mission) shall not be represented by persons from a single nationality.
7. In the event that any member is unable to complete his/her term of office, the Board of Governors may appoint a Board member to fill the vacancy. The appointment process and timeline shall be defined by the Board of Governors in Board Policy and/or Procedures.
8. No salary or other compensation shall be paid to the members of the Board of Governors for their services.
9. Board members are obligated to adhere to the Code of Conduct as defined in Board Policy and/or Procedures. Any member who fails to do so consistently and/or whose behavior is determined to be detrimental to the Board and/or the School may be removed by a two-thirds (2/3rd) vote of the full Board or, if a resolution for removal is put before the Association, by a two-thirds (2/3rd) vote of the Association.

## ARTICLE II. POWERS AND DUTIES OF THE BOARD OF GOVERNORS

1. Except as otherwise expressly provided by Ethiopian law, by the Statutes of the Association, or by these Bylaws, the Board of Governors shall exercise full control and direction of the business and affairs of the Association. It shall have all the powers and perform all the acts, which the Association may legally exercise and perform, and which are legally required to be exercised and performed. The Board may delegate its powers as it considers appropriate.
2. The Board operates as a collective body and individual Board members have no authority to act on behalf of the Board except when so designated to do so by the Board.
3. The Board shall make policies which it determines are essential to ensure the execution of the School's objectives and the long-term sustainability of the School. The Board shall ensure that the Board Policies are available to Association members.



4. The Board shall appoint standing and/or ad hoc committees as stipulated in Board Policy and/or Procedures. Committee membership is at the discretion of the Board and shall not be limited to Board or Association members.
5. The Board is authorized to set all tuition and fees for the School.
6. The Board shall designate financial institutions with which the funds of the Association shall be deposited. The Board shall establish a system for the withdrawal of such funds.
7. The Board shall have an annual external audit made of the accounts of the Association.
8. At the first annual Association meeting, the Board Treasurer shall present a financial report of the previous school year. The report should include key points of the most recent financial audit. The meeting's agenda must allow time for members to ask any questions they have concerning the finances of the school.

### **ARTICLE III. BOARD OF GOVERNORS AND HEAD OF SCHOOL**

1. The Board of Governors shall select and hire a Head of School to whom the Board will delegate authority for day-to-day operations and management of the School, except as indicated in the Statutes and Bylaws or in Board Policy and/or Procedures.
2. The Head of School shall direct the operations and management of the School according to Ethiopian law, these Statutes and Bylaws, and the Board Policy and/or Procedures. S/He shall administer the funds of the Association in accordance with the approved budget and execute contractual and financial instruments as authorized by the Board.
3. The Board of Governors shall evaluate the performance of the Head of School on a regular basis and determine the length and terms of the Head of School's contract, including salary and benefits.

### **ARTICLE IV. OFFICERS OF THE BOARD OF GOVERNORS**

1. The Board shall appoint officers from their own membership to include: Chair, Vice-Chair, and Treasurer. Other officer positions may be added at the discretion of the Board.
2. The process and timeline for officer appointment shall be stipulated in Board Policy and/or Procedures.
3. The primary duties of the Board Officers are:
  - Chair: The Chair of the Board shall preside at all meetings of the Board and of the Association. S/he shall upon the authorization of the Board sign contracts and other instruments binding to the Association. The Chair shall be the primary liaison between the Board and the Head of School.
  - Vice-Chair: The Vice-Chair performs the duties of the Chair in his/her absence. The acts so performed shall be as valid and binding upon the Association as if performed by the Chair.
  - Treasurer: The Treasurer shall keep informed regarding budgetary and financial matters of the School and, together with the Head of School or designee, report to the Board with respect to all financial matters.

Further duties of the Board Officers shall be defined in Board Policy and/or Procedures.



## ARTICLE V. MEETINGS OF THE BOARD OF GOVERNORS

1. The schedule of Board meetings will be determined by the Board at the beginning of each school year and published to the Association. Additional Board meetings may be called as needed by the Board Chair or at the request of a majority of the Board.
2. At the recommendation of the Board Chair or a majority of the Board, the Board may hold an executive session, consisting of Board members only, to consider sensitive topics. Non-Board members may be invited to attend an executive session.
3. Notice of a meeting of the Board shall be given to each Board member at least three (3) days in advance of the date of the meeting, unless an emergency requires otherwise.
4. The agenda for Board meetings shall be determined by the Board Chair and Head of School and the framework used shall be defined in Board Policy and/or Procedures.
5. The Head of School shall attend all meetings of the Board and may be invited by the Board to attend executive sessions except when the topic is his/her performance evaluation and/or contract.
6. Individual Board members may be asked to withdraw from any Board meeting by the Board Chair or a majority of Board members present when a conflict of interest, real or perceived, exists with the individual member or his/her family members relative to the topic to be discussed.
7. Unless otherwise indicated in the Statutes and Bylaws, or in Board Policy and Procedures, a majority of Board members shall constitute a quorum. No decision shall be taken without the participation of a quorum. The Head of School and invited guests are not counted in the determination of the quorum.
8. Each member of the Board shall have one (1) vote. The Head of School and invited guests shall not have the authority to vote.
9. There shall be no voting by proxy.
10. Unless otherwise indicated in the Statutes and Bylaws, or in Board Policy and/or Procedures, all decisions of the Board shall be by majority vote.
11. All questions or parliamentary law not specifically provided for in the Statutes and Bylaws, or Board Policy and/or Procedures shall be decided upon the principles laid down in "Robert's Rules of Order".

## ARTICLE VI. AMENDMENTS

These Bylaws of the Association may be amended by a two-thirds (2/3) vote of the Association. Amendments which are in conflict with the Statutes shall not be allowed.

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This version of the Statutes and Bylaws were voted in by the ICS Association on 8 November 2019. The vote met the required quorum and passed by 2/3 majority of the total votes cast.

Authenticated by Patrick Scott, Board Chair

