

Board of Governors Statutes

April 2018

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 Statutes of Association; which were subsequently amended on October 1, 1969, October 1, 1971, January 31, 1979, November 5, 1979, October 6, 1994, April 20, 2006 and November 22, 2011 and November 18, 2015.

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 Mauritania, 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"), providing the best possible educational facilities and English-language instructional programs for children of the international community residing in Addis Ababa and throughout Ethiopia and, to the extent feasible, to provide the same for Ethiopian children in accordance with the requirements set in the Ministry of Education Regulations on the Establishment and Issuance of Licenses to Schools Run by Foreign Communities and Organizations of September 5, 1996; to demonstrate high standards of educational practice based upon an educational philosophy which emphasizes the total intellectual, social and physical development of the child, and which places emphasis upon international understanding and cooperation in general and upon an understanding of Africa and Ethiopia, its cultures in particular.

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.

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ARTICLE VIII. MEMBERSHIP IN THE ASSOCIATION

All parents or guardians whose children are registered to attend the School shall be members of the Association. 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.

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.

ARTICLE X. BOARD OF GOVERNORS

1. The Association shall be managed and directed 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 members, the Board of Governors shall also include an appointed representative of the Chief of the U.S. Diplomatic Mission to Ethiopia;
2. The terms, rules and authority of the Board of Governors shall be set forth in the Bylaws;
3. Except as provided in Article XII of these Statutes, all powers of the Association are vested in the Board of Governors, other than those expressly reserved by law, the Statutes or Bylaws to the Chief of the U.S. Diplomatic Mission to Ethiopia or by the membership of the Association;
4. The agents of the Association are the Head of School and such other persons as may from time to time be designated by the Board of Governors or the Head of School to act on behalf of the Association,
5. The Head of School, acting as the representative of the School/ Association:
 - a. Administers the School in accordance with its annual budget as approved by the Board; and
 - b. Executes contractual and financial instruments, including selling and buying any property of the school, except the premises of the school in parts or in whole.

ARTICLE XI. AMENDMENT OF THE STATUTES

1. These Statutes of the Association may be amended by a two-thirds (2/3) vote of a meeting of the Association; provided, however, that in view of the United States Government's financing of the fixed assets of the school, Articles IX, X, XI, XIII and XIV shall not be amended without the prior written approval of the Chief of the U.S. Diplomatic Mission to Ethiopia;
2. The text of any proposed amendment to these Statutes shall be submitted in writing to the Board of Governors at least twenty (20) days before the Association meeting at which it is proposed to consider the amendment. The Board shall cause the text of the proposed amendment to be sent to each member of the Association at least fifteen (15) days before said meeting.

ARTICLE XII. BYLAWS 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.

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ARTICLE XIII. DISSOLUTION

1. The Association may be dissolved as provided by law or by a two-thirds (2/3) vote of Association. Votes may be notarized statements in lieu of attendance at the meeting;
2. A resolution by any member of the Association that the Association be dissolved shall be submitted in writing to the Board of Governors at least twenty (20) days before the meeting at which it is proposed to consider the resolution. The Board shall cause the text of the resolution to be sent to each member of the Association and to the Chief of the U.S. Diplomatic Mission to Ethiopia before said meeting.

ARTICLE XIV. 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 XV. FINANCIAL REPORT

At the Fall Association meeting, the Board Treasurer shall present to the membership of the Association 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.

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Bylaws of the International Community School Association of Addis Ababa.

ARTICLE I. MEETINGS OF THE ASSOCIATION

1. Time and Place of Meetings: There shall be two (2) regular meetings of the Association in Addis Ababa during each school year, one in the fall and one in late spring. In addition, meetings of the Association shall be held in Addis Ababa whenever called by the Board of Governors. The Board of Governors shall call a meeting whenever requested to do so in writing by at least twenty percent (20%) of the members of the Association.
2. Voting: Each member of the Association shall have one (1) vote at a meeting of the Association. Except as otherwise specifically provided in the Statutes of the Association, these Bylaws, or by Ethiopian law, all decisions of the Association shall be by majority vote of those who voted in attendance at the meeting, by absentee paper or electronic ballot. A total of ten percent (10%) of members of the Association constitute a quorum for voting purposes. Absentee paper and electronic votes shall be included in determining whether the quorum requirement was reached.
3. Absentee Voting: A member of the Association may vote by absentee ballot. Such ballots will be available at the school one week prior to the election. Members wishing to vote prior to this time must make special arrangements with the School administration. A member of the Association may vote by absentee paper or electronic ballot. All ballots will be available one week prior to the election. Absentee paper ballot voting is available only on school grounds. The voting box will be sealed by the Chair or Acting Chair of the Board prior to the beginning of the absentee voting; Proxy voting will not be authorized.
4. Chair of the Meetings: The Chair of the Board of Governors shall call meetings of the Association to order and act as Chair thereof.
5. Notice of Meetings: Except in case of extreme urgency, notice of meetings, including the proposed agenda for the meeting, shall be sent to all members of the Association at least fifteen (15) days before the meeting, In cases of extreme urgency, notice of meetings, including the proposed agenda for the meeting, shall be given to all members of the Association at least two (2) days before the meeting.

ARTICLE II. BOARD OF GOVERNORS

1. The Board of Governors shall be composed two (2) parent elected members, six (6) board appointed members, and one (1) appointed representative of the Chief of the U.S. Diplomatic Mission to Ethiopia.
2. An elected member of the Board shall be a member of the Association as defined in Article VIII of the Statutes.
3. International community control over the School shall be assured and perpetuated by a requirement that the two (2) parent elected members always be from the international community residing in Addis Ababa. Appointed board members may or may not be an Association Member or reside in Addis Ababa.
4. An employee of the School or the spouse of such employee shall not be eligible to become a member of the Board.
5. Elected members of the Board shall serve up to a (2) year term and appointed board members shall serve up to a (4) year term. An appointed member may serve for a maximum of two (2) terms or eight (8) years.
6. In the event that any member cannot or chooses not to complete his/her term of office, the Board of Governors may or may not temporarily appoint a Board member to fulfill the duties of the position until the end of the current Board year. The temporarily appointed member may or may not be an Association member. At the Association's spring election, the members will vote for candidates to fill all parent elected vacancies. Candidates receiving the most votes will serve two (2) year terms of office.

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7. Nomination of candidates for election shall be made to the Board of Governors and presented to the members at the meeting of the Association called to elect the members. Nominations must be made to the Board of Governors in writing a minimum of one (1) month prior to the election.
8. No salary or other compensation shall be paid to the Board members of the Association for their services.
9. Any board member may be removed with a two-thirds (2/3) vote of the full Board or with a special vote by the Association. Such removal requires a two-thirds (2/3) vote of the total members of the Association in favor of removal.

ARTICLE III. 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 manage and direct the Association. It may delegate its powers, as it considers appropriate.
2. The Board 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.
3. Individual Board members have no authority to act except in meetings of the assembled Board, or by specific designation by the Board.
4. The Head of School is the Board's only link to the School's operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Head of School.
5. The Board shall make such policies as it considers necessary and shall make the Association members written copies of these policies, which shall thereafter be binding upon those members until formally changed.
6. The Board is authorized to set all tuitions and fees for the School.
7. The schedule of Board meetings will be determined by the Board by Aug 31st of every year and published to the Association with the requirement that at least three regular Board meetings be opened to the members of the Association during the school year. The Board may hold executive sessions consisting of Board members only, along with selected members of the School Administration, to consider personal charges against an employee, personnel matters and such other subjects as may be deemed advisable by the Chair of the majority of the Board. When the proposed agenda induces discussion of personal or financial matters relating to an individual member present or the member's family, that individual will be asked to withdraw from the session. The agenda (original and/or modified) for all Board meetings (open or executive) shall be made available to members of the Association.
8. Five (5) Board members shall constitute a quorum for all meetings. No decision shall be taken without the participation of a quorum.
9. All decisions of the Board shall be by majority vote, The Chair of the Board shall have one (1) vote. In addition, in the event of a tie vote, the Chair shall have the deciding vote. There shall be no voting by proxy.
10. Notice of a meeting of the Board shall be given to each member of the Board at least two (2) days in advance of such meetings.
11. The order of business shall be I. Call to Order; II. Comments from Members of the Association; III. Consent Agenda; IV. Action Agenda; V. Adjournment.
12. All questions or parliamentary law not specifically provided for in the Statues of the Association, Bylaws or Board policies and regulations shall be decided upon the principles laid down in "Robert's Rules of Order".

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13. The Board shall have an annual external audit made of the accounts of the Association. A report of this audit shall be made to the Association members at the first general meeting of the following year.
14. The Board may grant honorary, non-voting membership in the Association for a maximum of one year to a limited number of interested persons whose resources would otherwise be lost to the Association.
15. 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.

ARTICLE IV. OFFICERS OF THE BOARD OF GOVERNORS

1. Election: The Board shall appoint a Chair, a Vice-Chair, a Treasurer, a Secretary and other officers as required for terms of one (1) year. A vacancy in any of these offices may be filled by the Board at any of its meetings.
2. General Duties of Officers: The Board, by resolution consistent with these Bylaws, may define the duties of its officers.
3. Duties of the Chair: The Chair of the Board shall preside at meetings of the Board and at meetings of the Association. He/she shall appoint standing or other committees as necessary.
4. Duties of the Treasurer: The Treasurer shall keep informed concerning income and expenditures of the Association; shall report to the Board with respect to all financial matters; and shall prepare annual and quarterly financial reports of the Association for presentation to the Board.
5. Duties of the Vice-Chair: The Vice-Chair performs the duties of the Chair in his or her absence.
6. Duties of the Secretary: The Secretary ensures that the Board's documents are effectively and accurately recorded, maintained and distributed in a timely manner to the appropriate audiences. The Secretary also ensures that accurate minutes of meetings are taken and approved.

ARTICLE V. FISCAL YEAR

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

ARTICLE VI. HEAD OF SCHOOL

1. Appointment: The Head of School shall be appointed by and shall serve at the pleasure of the Board of Governors. The salary and benefits shall be determined by the Board of Governors.
2. Duties: In accordance with the policies of the Association, the Head of School shall direct the management and operations of the School. 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. Preparation of the Budget: The Head of School, in consultation with the Treasurer, shall prepare the preliminary budget of the Association for consideration and approval by the Board.
4. Attendance at Board Meetings: At Board determined times except when his/her employment terms are under consideration, the Head of School shall sit with the Board. However, s/he will not vote at meetings of the Board and shall not be counted in determination of a quorum.

ARTICLE VII. AMENDMENTS

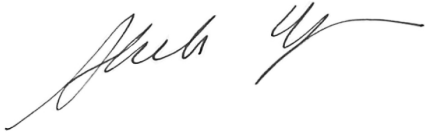
The Bylaws may be amended by a two-thirds (2/3) vote of the Association in attendance at the meeting, combined with any absentee votes on the proposed changes. The text of any proposed amendment to these Bylaws shall be submitted in writing to the Board of Governors at least twenty (20) days before the meeting at which it is proposed to consider the amendment. The Board shall cause the text of the proposed amendment to be sent to each member of the Association at least fifteen (15) days before said meeting.

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ARTICLE VIII. ADOPTION

These amended Bylaws of the International Community School Association of Addis Ababa were duly approved by the Membership of the Association at vote held on February 9, 2018 in Addis Ababa, Ethiopia.



Signature of Board Chair – Alexander Krueger

Date: April 2018