

**CONSTITUTION
OF THE AMERICAN
INTERNATIONAL SCHOOL OF CONAKRY ASSOCIATION**

ARTICLE I: NAME AND LOCATION OF THE ASSOCIATION

The American International School of Conakry Association, herein after called the Association, owns and governs The American International School of Conakry (AISC), an educational and non-profit institution without political or religious aims located in Conakry in the Republic of Guinea.

ARTICLE II: PURPOSE OF THE ASSOCIATION

The Association shall provide:

- A. An international education and facilities for children and/or wards of:
 - 1. United States Government employees;
 - 2. Employees of other government missions and international organizations;
 - 3. Foreign persons residing in Guinea who seek an English medium international education;
 - 4. Guinean children who have obtained permission from the Guinea Ministry of Education before enrolling in the school in accordance with local practice.
- B. An international education program directed by qualified administrators and teachers employing the philosophy and methods of instruction consistent with the principles of international education.
- C. A program for acquainting the pupils of the school with an understanding of the people and culture of Guinea.
- D. A program for promoting multicultural and international understanding among the pupils of the school.

ARTICLE III: BY-LAWS

The Association shall adapt supplementary rules called By-Laws to facilitate the operation of the Association.

ARTICLE IV: MEMBERSHIP AND GOVERNING BODY

- A. The Association shall be composed of:
 - 1. Parents and guardians of children enrolled in the school.
- B. Membership shall cease when a member:
 - 1. No longer has a child or ward enrolled in the school.
- C. The Association shall have at least two general membership meetings each school year. A simple majority of members present and voting shall decide matters brought before them; provided that an amendment to the Constitution shall only be made by two-thirds votes of members present and voting at an Association meeting.
- D. The Association shall be governed by a school Board elected by the members of the Association in accordance with the By-Laws.
- E. All employees of AISC are encouraged to attend all meetings of the AISC Association.

ARTICLE V: FINANCE AND PROPERTY

The Association shall:

- A. Collect funds and control their expenditure and investment.
- B. Acquire and maintain any necessary interest in movable and immovable property.

ARTICLE VI: AMENDMENT OF THE CONSTITUTION

- A. The Constitution may be amended at a general membership meeting of the Association or at a meeting specially called for this purpose.
- B. The Constitution or any of its articles may be amended provided that Articles I and VII shall not be amended as to impair or alter the non-profit character of the Association.
- C. The text of the proposed amendment shall be furnished by the school Board at least twenty (20) days before the meeting at which it is to be considered.
- D. The Board shall then send the said text to each member of the Association at least fifteen (15) days before the meeting proposed to consider the amendments.
- E. The votes of two-thirds of the members of the Association, present and voting at such a meeting, shall be required to effect an amendment.

ARTICLE VII: DURATION AND DISSOLUTION

- A. The Association shall exist as long as there is a need for an English language international educational program in the community.
- B. In the event of the dissolution of the Association, the school Board shall take the necessary steps to honor outstanding financial obligations, provided that the private property of members of the Association shall not be subject to attachment for honoring such financial obligations.
- C. Whatever assets remain thereafter may be donated to other educational institutions.

**BY-LAWS
OF THE
AMERICAN INTERNATIONAL SCHOOL OF CONAKRY ASSOCIATION**

In accordance with Article IV of its Constitution, the AISC Association hereby adopts the following supplementary rules, hereinafter called By-Laws.

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SECTION I: MEETINGS OF THE ASSOCIATION

- A. The membership of the Association shall meet between the last week of September and the first week of October and the last Tuesday in May.
- B. Additional Association meetings may be held when:
 - 1. The school Board resolves that an Association meeting be convened; and/or
 - 2. The school Board receives a written petition endorsed by 25% of the members of the Association. The meeting shall be convened within six weeks of the receipt of the request.
- C. Notification of an Association meeting shall be distributed at least 1 week before the meeting.
- D. Members may submit items to be included in the agenda of the meeting. Such items must be submitted in writing at least three days before the meeting to the office of the school Director.
- E. The agenda shall be distributed to all members at least one day before the meeting.
- F. No quorum shall be required to conduct the business of the Association.
- G. Voting shall be by show of hands. However, for the election of Board members or at the request of an Association member, voting shall be by written ballot.

SECTION II: SCHOOL BOARD

- A. Powers and duties of the Board:
 - 1. All executive powers of the Association shall reside in the Board except as delegated by it.
 - 2. The Board shall make such policies and regulations for the running of the school as it considers necessary and it shall make these available to members of the Association at the school.
 - 3. The Board may execute its authority only in public meetings. The Board may, however, meet in executive session only for the purpose of receiving reports and deliberating on subjects it believes are in the best interest of the school not to be made public. Minutes of such meetings shall be kept in a confidential file and available to Board members only.
 - 4. The Board shall create and implement policies of the Association and establish its program and budget and shall submit a report on Board actions and school finances at Association meetings
 - 5. The Board shall designate banks and trust companies with which the funds of the Association shall be deposited and shall provide for the manner in which the funds may be withdrawn.
 - 6. The Board shall approve the fee schedule for the school including tuition, registration, and other fees.

7. The Board shall periodically review the admissions practices of the school.
 8. The Board shall employ a Director who shall be the Chief Executive Officer of the school. His/Her term of appointment and salary shall be determined by the Board.
 9. The Board shall employ the Director who in turn will be responsible for the employment of personnel for the school in line with salary scales and benefits packages approved by the Board.
 10. The Board shall ensure that the books are audited annually by competent persons.
- B. Membership of the Board:
1. The school Board shall be composed of 7 voting members and a number of non-voting members.
 - a) Voting members:
 - 1) For voting, members of the Board must be members of the Association as defined in Article III of the Constitution. One member shall be appointed by the Ambassador of the U.S. Embassy (or in his absence the Charge d'Affairs).
 - 2) Employees of the school shall not be eligible to become members of the Board. However, spouses of employees may become Board members if they meet the requirements for Board membership. Spouses of employees will abstain from voting on issues which would create a conflict of interest between the Board and the individual as determined by the Board Chairperson.
 - b) Non-voting members:
 - 1) The AISC Director
 - 2) A representative of the faculty of the school
 - 3) A representative of the PTO
 2. Compensation: No salaries or other compensation shall be paid for services as a Board member except that reimbursement may be made for reasonable expenses incurred in connection with such services
- C. Election to the Board:
1. Term of Board members:
 - a) Six Board members shall be elected at the general meeting of the Association in September/October.
 - b) Newly elected Board members shall begin their terms immediately.
 - c) There is no limit to the number of times a member may be re-elected.
 - d) All terms are for one year.
 2. Replacement of resigning Board members:
 - a) In the event of a Board member being unable to complete his/her term of office, the Chairperson of the Board, with the advice and consent of the other members of the Board including the Director, shall appoint a replacement to serve the remaining period of that term. Such new members immediately become voting members of the Board.
 3. Nomination and voting procedures:
 - a) All candidates for election to the Board shall be parents of full or partial fee paying pupils of the school.
 - b) 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 serve at least one full term.
 - c) The Secretary in notifying the Association members of the election meeting shall include a list of candidates with a brief statement of biographical data on each candidate.
 - d) Elections shall be by written ballot.
 - e) In the case of a tie vote for the last remaining vacancy, a run-off election shall be held immediately.
- D. Officers of the Board:
1. A Chairperson, Vice-Chairperson, Secretary, and Treasurer of the Board shall be elected by the Board for a period on one year.
 2. Duties
 - a) The Chairperson shall:
 - 1) Chair all the meetings of the Association;
 - 2) Chair all meetings of the Board.
 - b) The Vice-Chairperson shall:
 - 1) Assume the duties of the Chairperson in the event of the Chairperson's absence;
 - 2) Be responsible for the revision of the Constitution, By-Laws, Board Policies and Procedures.
 - c) The Secretary shall:
 - 1) Prepare minutes of all Board and Association meetings;

- 2) Conduct all correspondence and documents relating to the operation of the Association;
- 3) Maintain a record of all correspondence and documents relating to the operation of the Association.
- d) The Treasurer shall:
 - 1) Prepare monthly and annual financial reports to the Board;
 - 2) Make recommendations concerning financial matters to the Board;
 - 3) Assist the Director in the preparation of the annual budget and subsequent revisions.

E. Meetings of the Board:

- 1. The Board shall meet on the date agreed upon at the previous meeting during each month of the school year.
- 2. The monthly meetings of the Board shall be open to all members of the Association.
- 3. Special meetings of the Board shall be called by the Chairperson or any two voting members of the Board. A special meeting shall be limited to the specific items for which it was called. The Chairperson shall inform the Director at least three days before the meetings and the information shall be made public.
- 4. The agenda of the meeting shall be prepared by the Director with the advice of other members of the Board and shall be made public at least two days before the scheduled meeting.
- 5. Any member of the Association may request that a subject be placed on the agenda of a Board meeting by submitting the request in writing to the Director's office at least three days before the meeting.
- 6. Four voting members shall constitute a quorum for the transaction of the Board's business.
- 7. Decisions by the Board shall be by a simple majority of votes.
- 8. Voting by proxy will be permitted only after a quorum has been established and the meeting called to order. This vote shall be submitted in writing to the Board Chairperson or his/her designee for the meeting.
- 9. Order of business:
 - a) Call to order
 - b) Minutes of the previous meeting
 - c) Treasurer's report
 - d) Chairperson's report
 - e) Director's report
 - f) Teacher's representative's report
 - g) Old business
 - h) New business
 - i) Comments from members of the Association
 - k) Adjournment

SECTION III: AUDITING OF THE ASSOCIATION

- A. The school Board shall designate a fully competent person(s) to perform an annual audit of the financial and related records of the Association in accordance with the grant requirements.
- B. The Association's fiscal year shall begin August 1 and end on July 31.

SECTION IV: MODIFICATION OF THE BY-LAWS

- A. These By-Laws may be modified at a general Association meeting by a majority vote of those present and voting.
- B. Modification may be proposed by:
 - 1) The Board;
 - 2) 25% or more of the members of the Association, who shall submit the text of the proposed modification, in writing, to the Board at least three weeks before an Association meeting;
- C. The Board shall send the proposed text to all members of the Association at least one week before the meeting at which the text would be considered.
- D. The Board under special circumstances can bring modifications to an Association meeting without any advance notice.

Modified at the Association meeting, May 28, 2009