



**ASSOCIATION OF AMERICAN SCHOOLS
IN
SOUTH AMERICA**

THE CONSTITUTION

ARTICLE I: TITLE AND DEFINITIONS:

Section I - Title: The name of this Association shall be the Association of American Schools in South America, hereafter referred to as AASSA.

Section II - Definitions: An American sponsored and/or international school is an elementary and/or secondary school whose primary language of instruction is English, which has a Chief Administrator, is accredited by an organization recognized and approved by AASSA, has governance characteristics similar to those described in U.S. regional association governance standards, and adheres to the principles, purposes and objectives of the Association.

ARTICLE II: OBJECTIVES AND AUTHORITY

Section I - Objectives: The objectives and purposes of the Association shall be, exclusively, educational and scientific within the meaning of Sections 501(c)(3), (4) and (7) of the United States Internal Revenue Code of 1954, as the same may be amended. To this end, the exclusive purposes for which the Association is formed are; to discover and develop ways and means for improving understanding through international education; to improve upon the quality of teaching and learning in Association schools; to facilitate communication and cooperative action between and among all Association schools; and to facilitate cooperative action with national, state, local or non-governmental agencies in the field of international education.

Section II - Authority: The Association is organized and shall be operated exclusively for educational purposes. It shall not have authority to issue capital stock. It shall not be conducted or operated for profit, and no part of the net earnings of the Association shall accrue to the benefit of

any member or individual, nor shall any of such net earnings or any of the profits or assets of the Association be used other than for the objects and purposes of the Association. The Association shall not directly or indirectly participate or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

In the event of liquidation or dissolution of the Association, whether voluntary or involuntary or as a consequence of law, the property or other assets of the Association, or any proceeds thereof, shall be distributed to such non-profit organizations, which shall have received notice of exemption from federal income taxes under Section 501 (c)(3) of the Internal Revenue Code or such corresponding section or sections as may be from time to time in force, as the members of the Association, by majority vote thereof, shall determine and none of such property, assets or proceeds shall be distributed to, or divided among, any of the members of the Association.

ARTICLE III: MEMBERSHIP

Section I - Types of AASSA Memberships:

1. Membership types are established by the Board of Trustees.

Section II – Dues and Terms of Membership:

1. Membership dues are established by the Board of Trustees.

Section III – Other Fees: The Board may authorize any fees for services it deems necessary and appropriate as a normal part of the ongoing budget approval process. Conference registration fees are not included in any membership dues.

Section IV – Term of Membership:

1. The term of membership shall be on an annual basis for each academic year.

Section V – Delegates and Voting Rights:

Member schools shall be represented by their chief administrator, or his/her designated representative. Each member school shall have one vote. Non-school members have no vote.

ARTICLE IV: OFFICERS AND TRUSTEES

Section I - Board: The Board of Trustees shall have all the powers and duties necessary or appropriate for setting the overall direction of AASSA. The officers and Trustees of this

Association shall be chief administrators of the member schools in good standing, defined as those schools which are up-to-date with their annual member dues and any AASSA purchasing or other service accounts.

Section II - Officers: The officers of the Association shall be a President, a Vice-President, Secretary, and Treasurer. The President, Vice-President, Secretary, and Treasurer shall be elected annually by the Board of Trustees. An individual may serve up to a maximum of three years in any one office.

Section III - Trustees: The Board of Trustees shall consist of the President, Vice President, Secretary and Treasurer, four Trustees-at-Large, and the Immediate Past-President, for a term of one year as an ex-officio member if the immediate past-president is available to serve. Each Board member shall be elected for and serve a three-year term. A Board member may serve for a maximum of six consecutive years, at which time he/she must stand down for at least 2 years before being eligible for election again.

Section IV - Compensation: No compensation shall be paid to the Trustees for their service to AASSA as members of the Board of Trustees for their service to AASSA as members of the Board of Trustees. Trustees may be reimbursed for actual expenses incurred in the performance of special duties as approved by the Board.

Section V - Extreme Situations: In the event of major economic, political, social or other events which prevent the Annual General Meeting of the Association, the terms of the Trustees shall be extended until the Board is again able to meet. Furthermore, the Trustees are authorized to replace their membership by majority vote of those able to meet in person or by email, mail, or fax for such purpose. In this event, the Board of Trustees shall act in all matters on behalf of the Association regardless of normal constitutional restrictions.

Section VI - Removal of Trustees: At any annual or duly called meeting of the Board, any Trustee may be removed with just cause by a majority vote of the Board of Trustees of record. A determination of just cause shall involve either two consecutive unjustified absences from regular meetings, acting in a manner deemed detrimental to the Board or Association, acting in an unethical manner, or no longer complying with the provisions of Article II, Section I of the Constitution. A successive Trustee may then and there be elected to fill the vacancy thus created. Any Trustee whose removal has been proposed shall be given at least 30 days' notice of the intent to take such action and an opportunity to be heard at this meeting. If so decided by the Board, the Trustee's removal will be with immediate effect. Upon reconsideration by the Board, however, such member may be reinstated.

ARTICLE V: NOMINATIONS AND ELECTIONS:

Section I - Elections: A slate of candidates proposed by the Nominating Committee shall be presented at the Annual General Meeting of the Association, and each member school in good standing shall have one vote. For schools unable to attend the Annual General Meeting, voting may be done by absentee ballot in accordance with guidelines established by the nominating committee. Election to vacant positions shall be by secret ballot and determined by the candidates

receiving the highest number of votes cast. In the event of a tie, there will be an immediate secret ballot election. Should a Board member leave office before his/her term expires, the Board of Trustees may either (a) appoint a replacement for the remainder of the departing board member's term, (b) elect a replacement for either the remainder of the term or a full three-year term at the next Annual general meeting, or (c) leave the position open until the next general election.

ARTICLE VI: COMMITTEES:

Section I - Nominating Committee: The Nominating Committee shall consist of three members of the Association, all of whom shall be appointed by the President with the consent of the Board of Trustees no later than September 30th of each year. The Nominating Committee shall solicit interest in serving on the Board from the heads of member schools. The committee will recommend a slate at the Annual General Meeting. When proposing the slate, the Nominating Committee will consider the composition of the full Board, including the positions open with respect to:

1. Representation of schools of various levels of school enrollment (small, medium, and large schools);
2. Representation of schools from the northern, central and southern regions of the Association;
3. The likelihood that the candidate(s) will be able to fulfill the full term to which he/she may be elected;
4. Ability of the candidate(s) to attend Board meetings as scheduled throughout the year.

Section II - Other Committees: Other Committees as needed from time to time shall be appointed by the President with the approval of the Board of Trustees. The President shall be an ex-officio member of all committees.

ARTICLE VII: EXISTENCE OF THE ASSOCIATION

Section I - Existence: The existence of the Association shall be perpetual unless or until such time as the Association is dissolved under the procedures established in Article II, Section II, of the Constitution.

ARTICLE VIII: LIABILITY

Section I - Liability of Members: The private property of the members, officers and Trustees of the Association and their representatives shall not be subject to the payment of Association debts to any extent whatsoever.

Section II - Liability of Organizations: No organization affiliated with or engaged in business with AASSA shall have any obligation in respect to the liabilities of the Association or its member schools.

ARTICLE IX: AMENDMENTS

Section I - These articles may be amended or altered by a majority vote of the delegates present and voting at the Annual General Meeting of the Association. Each proposed amendment shall be made available to regular members at least thirty days prior to the meeting.

Section II - Article II may not be amended in such a manner as to impair or alter the non-profit, nonpolitical basis of the Association.

ASSOCIATION OF AMERICAN SCHOOLS IN SOUTH AMERICA

THE BY-LAWS

I. ADDRESS

The address of the Association shall be the address of the Executive Director, or the Association's business office.

II. MEETINGS

The Annual General Meeting shall be held during December unless otherwise specified by the Board of Trustees and upon its giving member schools 30 days' notice in writing. Special meetings may be called at the discretion of the Board of Trustees upon 30 days notice.

III. QUORUM

1. Board of Trustees' Meetings: A quorum will consist of four of the Trustees.
2. Association Meetings: No quorum is required for any meeting convened in accordance with the requirements established in the Constitution and By- Laws of the Association. Business will be conducted by a majority of members present and voting.

IV. PROCEDURES

The governing practices of the Association shall be set forth in a Policy Manual approved by the Board of Trustees.

The Board shall require the Executive Director to compile a written administrative operations manual that complies with Board policy. Board approval of administrative policy/procedure shall not be required, but the Board may assure compliance with Board policy through the review of such policy/procedure.

Meetings of the Association will be conducted according to Roberts Rules of Order.

If deemed appropriate by the President, Board decisions may be sought and reached by a simple majority of the Board via email. Such decisions will be confirmed and minuted at the next Board meeting.

V. DUES

Dues and fees will be established in accordance with Article III, Section II of the Constitution.

VI. RESPONSIBILITIES AND AUTHORITY

1. The Board of Trustees shall govern AASSA in accordance with the Constitution, By-laws and majority decisions of its regular membership.

They shall:

- a) Meet at the request of the President or the majority of the Board.
 - b) Establish annual dues and conference registration fees.
 - c) Keep adequate records of all meetings and financial decisions and report these to the membership.
 - d) Review and approve actions of the officers and Trustees.
 - e) Accept, review and act upon applications for membership in AASSA.
 - f) Prepare programs for the Annual General Meeting of the Association.
 - g) Oversee AASSA's finances by approving the annual budget, selecting the auditor and annually reviewing and approving the financial audit, designating financial institutions in which funds of the organization may be deposited, and determine signatory rights for AASSA accounts.
2. President: It shall be the duty of the President to preside, or to arrange for presiding officers, at all meetings, and, in conjunction with the Board of Trustees, to prepare programs for the Annual General Meeting of the Association; and to appoint, with the approval of the Trustees, all committees. He/She shall be chair-and a member of the Board of Trustees, and shall call meetings of this Board whenever he/she deems it necessary, or whenever requested to do so by a majority of the members of the Board. He/she will perform all other duties pertaining to his/her office.
3. Vice-President: The Vice-President, in the absence of the President, shall perform all of the duties pertaining to the office of the President.
4. Secretary: The Secretary shall be responsible for keeping the organization's records, specifically the minutes of meetings and Board correspondence. The Secretary will be deputized as President in the absence of the President and Vice-President.

5. Treasurer: The Treasurer is expected to: (1) periodically review, with the Executive Director, the consistency of management practice with the adopted policies of the Board of Trustees related to financial planning, budgeting, financial conditions and activities, and the protection of assets, reporting to the Board of Trustees according to a schedule and plan adopted by the Board; and (2) advise the Executive Director on issues and questions he/she raises related to the annual budget, providing recommendations and comments on the final draft to the Board of Trustees.
6. Executive Director: The Executive Director shall be the chief executive officer of AASSA, serving as an ex-officio, non-voting member of the Board and reporting directly to the Board. As such, he/she shall be responsible for carrying out the mission and annual goals of the organization; providing professional advice and assistance to the Board; hiring, releasing and delegating work to staff members; acting as an authorized signatory on AASSA's behalf as designated by the Board; and performing other duties as designated in the Board-approved job description.
7. Trustees-at-Large: Trustees shall be appointed solely on the basis of merit without regard to religion, ethnic or national origin, gender or disability._
8. The duties of the Trustees-at-Large shall be as assigned.
9. Conflict of Interest: Board members, as defined in Board policy, must maintain loyalty to the membership and avoid all forms of conflict of interest.
10. Indemnity: AASSA shall indemnify and hold as harmless any Trustee, officer or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to rise out of conduct of such person in her or her capacity as a Trustee, officer or employee except in cases involving willful misconduct and/or gross negligence. Indemnification provided under this section shall comply with and follow the requirements as provided by statute.

VII. VACANCIES

In the event of a vacancy or vacancies among the officers or members of the Board of Trustees, the Board may fill the vacancy or vacancies until the next Annual General Meeting, at which time the position will be filled through the normal nominations/elections procedures.

VIII. AMENDMENTS

These Articles and By-laws may be amended or altered by majority vote of the members present and voting at the Annual General Meeting of the Association providing that proposed changes are circulated to members at least 30 days prior to the meeting at which votes are to be registered.

Date of Adoption of Revision by the Association: December 4, 2007

Updated: December 8, 2008

Updated: December 2, 2014

Updated: December 1, 2016

Updated: December 5, 2018