

# **BY-LAWS OF THE ASSOCIATION INTERNATIONAL SCHOOL OF BEIJING-SHUNYI ASSOCIATION OF PARENTS**

**Approved: May 29, 2003  
Last Revised: April 21, 2008**



北京顺义国际学校  
INTERNATIONAL SCHOOL OF BEIJING

## **BYLAW I**

### **IDENTITY**

#### **Section One: The Foundation**

The School, initially sponsored by the International School of Beijing Educational Foundation (ISBEF Limited) with donated funds and funds provided by the parents of students, is now financed by school fees paid by the parents of students, and other sources of income available to the School.

#### **Section Two: The Association**

The name of the Association will be the International School of Beijing-Shunyi Association of Parents, in English, and Beijing-Shunyi Guoji Xuexiao Jiazhanghui, in Mandarin pinyin, and hereinafter referred to as the Association.

The Association is controlled and operated as set forth in these Bylaws and Board policy.

#### **Section Three: The School**

The School is known as the International School of Beijing-Shunyi, in English, and Beijing-Shunyi Guoji Xuexiao, in Mandarin pinyin, and herein referred to as the School.

The School is controlled and operated as set forth in the Articles of Association, these Bylaws and Board policy.

## **BYLAW II**

### **MISSION**

As a world leader in international education, it is the mission of ISB, in partnership with parents, to educate and inspire our students to reach their unique potential and contribute positively to society by providing a world class education that is enriched by our diversity and the Chinese culture in which we live.

### **PURPOSE**

The School is a co-educational day school that enrolls students from the international community who can benefit from our rigorous, early childhood through university preparatory program and whose parents and/or legal guardians reside in Beijing. The medium of instruction is English. Our curriculum is drawn from the best of English language curriculum models and offers the International Baccalaureate Diploma Program.

## **BYLAW III**

### **PHILOSOPHY AND VALUES**

The primary focus of the School is the education of the students. Enriched by its cultural diversity, the School will empower and inspire each student to acquire the knowledge, skills and attributes necessary to strive for personal excellence and become a responsible contributor to the global community.

The School will also provide each student, each day, an exciting and rigorous educational experience designed to help each student grow to become a caring thoughtful, principled, personally and socially well-balanced human being. Each student will have opportunities to become technologically literate, to learn to communicate effectively, to build teams, and to take risks in a supportive environment. The School will inspire each student to become a lifelong seeker of knowledge and excellence.

## **BYLAW IV**

### **MEMBERSHIP**

The parents and legal guardians of children in attendance at the School will constitute the membership of the Association. Membership for any parent or guardian will cease when he or she no longer has a child in attendance at the School.

## **BYLAW V**

### **NON-PROFIT, APOLITICAL CHARACTER**

#### **Section One: Non-Profit Character**

The Association and the School will be exclusively educational and non-profit.

#### **Section Two: Apolitical Character**

The Association and the School will not engage in outside political activities, nor promote political or sectarian aims.

## **BYLAW VI**

### **PERPETUITY**

It is the intention of the Association that the School continues in perpetuity as set forth herein.

# **BYLAW VII**

## **GOVERNING BODY**

The School and the Association will be governed by a Board of Trustees, hereinafter referred to as the Board. The Board will be the highest authority of the School and will make decisions regarding all important matters of the School. The authority, composition, terms, and rules are set forth as follows.

### **Section One: Authority**

1. The Board is empowered by the Association to undertake any actions necessary to carry out these Bylaws and to implement Board policy. It will have all the powers and perform all of the acts, which the Association and the School may legally exercise and perform.
2. The Board provides policy direction to the School; hires a School Head (Director) to manage the School; evaluates the performance of the School Head (Director); consults on the appointment of the other administrators; sets tuition and other fees; and approves salary schedules and the budget for the School.
3. Individual Board members have no authority to act except in meetings of the Board as a whole or by specific designation of the Board.
4. Simple majority will decide all Board votes except as otherwise specified in these Bylaws.

### **Section Two: Board Composition**

1. There will be twelve (12) members of the Board.
2. All twelve (12) members of the Board will be elected by the Association, as noted in Bylaw VIII.

### **Section Three: Term of Office**

The term of office for Elected Board members is two (2) years with an option to extend the term by one (1) year with agreement from two-thirds (2/3) of the Board, excluding the member who is requesting extension. Should an elected Board Member's child/children graduate or otherwise leave the School prior to the expiration of his/her term of office that Board Member may finish out the unexpired term of office.

## **Section Four: Election of Board Members**

1. Election of Board members will take place annually. The election, by written, absentee or electronic ballot, will be held under the direction of the Board Chair or an Election Committee appointed by the Board. Every member of the Association is entitled to one vote.
2. In order for a ballot to be valid, the number of votes on the ballot cannot be more than, but may be less than, the number of Board seats up for election. Candidates receiving the largest number of votes will be deemed elected. In case of a tie vote, a run-off election will be held. Election results will be made public in a timely manner
3. The Board may fill any elected vacancy occurring on the Board by selecting a qualified member of the Association. The person selected by the Board will fill that position until the next election.
4. Every candidate seeking election to the Board must be a member of the Association.
5. A paid employee of the School, or an immediate family member of a paid employee, is not eligible for membership on the Board. Spouses of Board members are also not eligible for membership on the Board.
6. Candidates seeking election to the Board will require nomination by two (2) members of the Association. Applications must be submitted in writing, at least two (2) weeks prior to the date of the election, to the Board or its designated Election Committee. The names of the nominees will be included in the AGM notice as discussed in Bylaw VIII.
7. Association members may be elected to the Board for a maximum of six (6) consecutive years, i.e. three consecutive two year terms or 2 consecutive 2+1 year terms. After a break of two years, these members are again eligible for election.
8. The newly elected Board will take office after the last regularly scheduled Board meeting of the School year in which they are elected.

## **Section Five: Removal of Board Members**

1. The Association may remove any elected Board Member at any General Meeting. Notification for the meeting, in accordance with Bylaw VII, must include the proposed removal of the Board Member, by name, as an agenda item. Such removal requires agreement of two-thirds (2/3) of all votes received. Association members may vote by written, absentee, or electronic voting.
2. The Board may remove any Board Member who misses three (3) consecutive, regularly scheduled, Board meetings.

## **Section Six: Board Meetings and Committees**

1. The Board will meet regularly during the school year and on call of the Chair or four (4) Members of the Board. Meetings of the Board, other than executive sessions, will be open to all Association members and other persons with an interest in Board deliberations.
2. Seven (7) members of the Board constitute a quorum.
3. The Board may hold executive sessions to consider personnel matters or other such sensitive issues, as deemed advisable by the Chair or a majority of the Board.
4. The Board may organize standing committees or ad-hoc committees to deal with specific issues. Committees may include non-Board members, but must have at least one (1) Board Member who acts as Chair. A Board Committee may make no decision binding on the School or Association unless empowered by the Board for that specific purpose.
5. Meetings of the Board, and its committees, will be conducted according to Robert's Rules of Order, unless otherwise provided for in these Bylaws.

## **Section Seven: Accountability and Indemnity**

1. The Board will:
  - a) Uphold and implement these Bylaws and Board policy;
  - b) Make a report of the Board's activities and the financial standing of the School at the Annual General Meeting (AGM);
  - c) Keep minutes of all meetings and make all minutes, except for executive session minutes, available for review by members of the Association.
2. Any Board Member with a financial interest in any matter requiring Board action must recuse him/herself from any related decisions/votes. A failure to recuse oneself in the event of a conflict of interest may result in removal from the Board.
3. Members of the Board will receive no financial payment or compensation for their service on the Board, but may be compensated for reasonable expenses incurred in the performance of Board duties.
4. The Association and the School will defend, indemnify, and hold harmless Members of the Board, individually and as a Board, for any demands, claims, or actions brought against them while acting in good faith in their capacity as Board Members.

# **BYLAW VIII**

## **MEETINGS OF THE ASSOCIATION**

### **Section One: General Meetings**

1. General Meetings of the Association to conduct Association business may be held at such times as the Board directs, or upon call of the Board at the request of 20% (twenty percent) of the Association membership. No General Meeting will be held during a time when school is not in session.
2. Written notice of all General Meetings, together with a proposed agenda, will be posted on the School's website and in the School Bulletin beginning at least two (2) weeks prior to the meeting date.
3. All General Meetings will be chaired by the Board Chair or authorized designate. Meetings of the Association will be conducted by Robert's Rules of Order, unless otherwise provided for in these Bylaws.
4. The number of Association members attending a General Meeting will constitute a quorum.

### **Section Two: Annual General Meeting (AGM)**

There will be an Annual General Meeting (AGM) of the Association during last quarter of the school year on a date fixed by the Board. This meeting is to elect Board Members and to receive the Board's annual report of its activities and of the financial standing of the School.

### **Section Three: Voting**

1. Only Association members may vote. Each Association member is entitled to one (1) and only one (1) vote.
2. Voting on any or all matters will be at the direction of the Chair, or at the request of an Association member, and carried by majority vote. All questions at General Meetings will be decided by majority vote of those present, unless otherwise provided for in these Bylaws. Voting, except for election of Board Members, may be by show of hands or by written ballot.

## **BYLAW IX**

### **FINANCE AND PROPERTY**

#### **Section One: Income and Gifts**

Under the direction of the Board:

The School is authorized to receive and accept donations, endowments, and gifts of money, real property, or financial instruments, provided these do not carry provisions contrary to the Articles of Association, these Bylaws, or Board policy.

#### **Section Two: Expenditures and Debts**

Under the direction of the Board:

1. The School is authorized to purchase or contract for goods and services necessary for the proper and successful functioning of the School.
2. The School or Association is authorized to purchase lands (or land-use rights), buildings, or other facilities for the School, or to enlist loans or lines of credit to finance such capital expenditures.
3. Any expenditure or disbursement of funds must be consistent with the Articles of Association, these Bylaws, and Board policy.

## **BYLAW X**

### **AMENDMENT OF THE BYLAWS**

1. These Bylaws may be amended at any annual or General Meeting of the Association, by written, absentee, or electronic voting. A Bylaws amendment will require a two-thirds majority of all votes received. A separate vote will be taken for each proposed amendment.
2. Written notice of any proposed amendment to the Bylaws will be submitted to the Board at the Board meeting two (2) months prior to any General Meeting of the Association.
3. The Board Chair will appoint an ad-hoc committee to study the proposed amendment and its impact on the Association. The committee will report its findings at the following Board meeting. The findings of the ad-hoc committee will be published as part of the Board meeting's minutes.
4. Written notice of the proposed amendments will then be published on the School's website and in the School Bulletin at least two (2) weeks prior to the General Meeting at which it will be considered.
5. If the amendment is passed, the amendment will take effect at the close of the General Meeting.

## **BYLAW XI**

### **BOARD POLICY**

The Board will adopt such policy as is necessary for the proper and efficient operation of the School.

Board policy may be established or amended by a simple majority vote of the Board. Any proposed additions or changes must be published to the Association prior to the Board meeting at which the action is taken. Any Association member, or other affected party, so desiring, will be given the opportunity to comment on a policy change before a vote is taken. Should any Board policy be in contradiction with these Bylaws, the Bylaws will take precedence.

## **BYLAW XII**

### **DISSOLUTION**

#### **Section One: Procedure**

1. The School will continue operation until being terminated and dissolved pursuant to the decision of the Board. The Association may be dissolved and its activities terminated only if approved by three-fourths ( $\frac{3}{4}$ ) of all Association members present at a General Meeting, provided that written notice of the proposed dissolution has been given to all members, at their last record address with the School, at least two (2) weeks prior to the Meeting at which dissolution is to be considered.
2. Should three-fourths of all Association members present at the above-described meeting vote to dissolve the Association, the Board must unanimously approve the dissolution of the Association and the School.
3. In the event that the Board unanimously authorizes the dissolution of the School, the Board will have the power in the name of the School and on behalf of the School to present a petition to the relevant PRC authorities for the School to be liquidated and to appoint a liquidation committee to represent the School during the process of liquidation.

#### **Section Two: Limitations**

In the event of dissolution the proceeds of the liquidation will be distributed as decreed by the Board, and no part of such proceeds will accrue to the benefit of any Board Member, Director of the School, or any other individual, except to meet authorized obligations which arose from operations and/or financing of the School. In addition, any corporation or organization, which benefits from the dissolution of the Association, must be one set up for the same purpose as this Association.

