



American International School of Zagreb

Accredited by the Middle States Association of Colleges and Schools
Authorized by the International Baccalaureate

AISZ Board By-Laws

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Vision Statement & Mission Statement, Learning Principles

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Vision Statement

Experiencing the Future, Today.

Mission Statement

We develop skills and character for futures rich with promise.

Learning Principles:

We subscribe to the following learning principles:

1. *We can all learn and have a right to do so.*
2. *Learning is a personal and social, as well as an emotional and cognitive activity.*
3. *Learning environments have a significant impact on our learning.*
4. *Transfer of learning happens best in rich and relevant contexts.*
5. *Common learning cultures need to construct common meaning through a common learning language.*

As part of this growing professional network, we feel it is necessary to define learning first and, as such, believe ***learning is a process that leads to a sustained and demonstrable consolidation or extension of conceptual understanding, competencies, and character.***



Charter

American International School of Zagreb Zagreb, Croatia

Article I Name of the Organization

The name of the school shall be the American International School of Zagreb.

Article II Purpose and Legal Status of the Organization

The purpose of the American International School of Zagreb shall be to provide a full-time educational program with instruction in the English language. The school shall be international in character and shall be based on American educational philosophy and methods. The school shall be a non-profit, private day school serving the needs of the children of the Zagreb community who would benefit from such an institution.

The American International School of Zagreb operates under the legal status of the Bi-Lateral Agreement between the governments of the United States of American and the Republic of Croatia, signed in 2001 in Zagreb, Croatia.

Article III Location of the School

The school shall be located within the environs of the city of Zagreb, Croatia.

Article IV Governance

The governance of the school shall be exercised by a School Board. The School Board shall establish such policies and procedures as needed to enable the school to function effectively and efficiently.

Article V The School Board

The School Board shall have full authority and responsibility for all matters connected with the governance of the American International School of Zagreb. The Director shall be responsible for the efficient operation of the school. In implementing its governing function, the School Board shall establish such policies and bylaws as may be required for the proper and efficient operation of the school.



Article VI Finances

Fees shall be set from time to time by the School Board, in consultation with the Director. The School shall set fees at a level consistent with sound business management, sufficient to cover the expenses of the school and to allow for emergency contingencies.

Article VII Curriculum

Standard American educational curricula shall be used, with such adaptations as necessary to meet the needs of the multi-national background of the student body.

Article VIII Dissolution

In the event of the school being abolished and after all obligations are satisfied, the remaining assets shall be distributed or made available by the School Board to appropriate non-profit organizations.

Article IX Amendment of the Charter

This charter may only be amended by action of the School Board and that action must be carried by a two-thirds majority of the full School Board.



By-Laws

American International School of Zagreb Zagreb, Croatia

Section I

School Board Governance

The School Board of the American International School of Zagreb (the “Board”) shall oversee the governance of the American International School of Zagreb (“AISZ” or the “School”). The Board shall establish policies and procedures as needed to enable the School to function effectively and efficiently. The Board shall have full authority and responsibility for all matters connected with the governance of AISZ. The Director shall be responsible for the efficient operation of the School.

Section II

Legal Authority of the Board

Members of the Board have authority only when acting as a part of the Board legally in session. The Board shall not be bound in any way by any action taken or statement made by any individual Board member, except when such action is taken or statement is made during a Board meeting or as otherwise specifically empowered by the Board.

Section III

Board Responsibilities

The Board shall be responsible for:

1. Ensuring the long-term stability and success of AISZ;
2. The fiscal policy of AISZ;
3. Establishing and communicating priorities and policies to provide leadership and overall direction for AISZ;
4. The hiring and evaluating of the Director;
5. Serving as an advocate of AISZ and its mission;
6. Monitoring the implementation of AISZ policies;
7. Evaluating AISZ's effectiveness in achieving its mission;
8. Evaluating the effectiveness of the Board itself.



BOARD MEMBER CODE OF CONDUCT

Members of the Board agree to abide by the following Code of Conduct and must annually sign the Board Member Code of Conduct at their first Board meeting of the school year:

- Respect the confidentiality of privileged information, which comes before the Board and not discuss confidential matters of the Board outside meetings of the Board or Board committees;
- Respect the authority of the Director of AISZ to implement the policies of the Board;
- Consider all viewpoints and listen to the opinions of other Board members and other parties before making final decisions;
- Communicate honestly and share with other Board members information relating to matters with which the Board is or should be concerned;
- Treat other Board members with respect and consideration;
- Avoid any conflict of interest;
- Avoid raising individual concerns or matters unless Board policy implications are involved;
- Endeavor to attend all Board meetings;
- Strive to make all decisions by consensus and support all decisions, recognizing that the Board is one unit;
- Facilitate efficient Board actions and deliberations by devoting due time, thought and study to the duties and responsibilities of the position; and
- Understand and act in accordance with the roles and guiding principles of the Board.

Section IV

Board Membership

A) Board Members

The Board shall:

- 1) Consist of seven (7) voting members;
- 2) Be composed of appointed members, of whom three (3) shall be appointed by the US Ambassador and two (2) shall be appointed by the Board directly from the Parent body;
- 3) Two (2) further members shall be appointed by 5 above mentioned Board members and need not have children at the school

B) Terms of Members Appointed by the US Ambassador

- 1) The US Ambassador shall appoint members to the Board for a minimum period of 12 months.



- 2) In the event that an appointee cannot complete the term of his/her appointment, the US Ambassador will expeditiously appoint a replacement.

C) Terms of Members Appointed by the Board

- 1) Any Board member may propose a candidate for appointment to the Board.
- 2) Selection of appointed Board members shall be by secret ballot and made by a simple majority of Board members;
 - (a) Before the May meeting, with respect to appointed positions the term of which expires at the conclusion of the June meeting, provided there are candidates for the post,
 - (b) At the first meeting after the post becomes available, or
 - (c) If necessary, after a candidate for such a post is proposed.
- 3) The term of each appointed Board member shall be three (3) years from the date of appointment.
- 4) Members may be reappointed for an additional two terms for a total of nine years,
- 5) In the event of an appointed member leaving prior to the completion of his/her term, the vacancy shall be filled as specified above.

D) Eligibility for Board membership. To be eligible for Board membership, Board members must meet the following criteria:

- 1) Appointed Parent members must be AISZ parents and have at least one (1) child enrolled in the School.
- 2) Other Appointed members need not have children enrolled in the School.
- 3) No Board member shall be an employee or a direct family member of an employee of the School.
- 4) Board members must be in good financial standing with the school.
- 5) Board members may not be recipients of financial aid.
- 6) The Director shall be an ex officio member of the Board.

Section V

Selection of Board Officers

A) Board Officers. There shall be three Board officers: Chair, Treasurer and Secretary.

B) Appointment of Chair. The US Ambassador shall appoint the school Board Chair.

C) Appointment of Treasurer. The Treasurer shall be appointed by a majority of all members of the Board at the September Board meeting. The term of office shall be one year and shall be renewable.



D) Acting Chair. In the absence of the Chair at a Board meeting, an Acting Chair will then be selected by a majority of present members.

E) Absence of the Treasurer. The Chair will appoint a replacement for the Treasurer or Secretary for the period of the Officer's absence.

F) Board Secretary. The Director's Professional Assistant will act as the secretary to the Board and take minutes of all meetings, maintain communication links between Director and the Board and curate all files and records in an accessible digital format for Board use.

Removal of Board Appointed Members:

The Board reserves the right to remove a member of the Board when there is just cause. Just cause will be interpreted as any action or association of a Board member, that places the integrity, and well-being of the school, the faculty, the students, the Board, or individual Board members at risk.

Just cause for removal of a Board member includes, but is not limited to the following;

- a) An undeclared conflict of interest;
- b) Gross breach of Board Code of Conduct;
- c) Failure to attend meetings on a regular basis; i.e. if a Board member has unexplained absences for three meetings, they should consider resigning or four unexplained absences during one academic year, said member's term should automatically be ended unless the Board chooses to make an exception due to extenuating circumstances.
- d) Unexplained failure to meet the responsibilities of individual Board members described in AISZ Board Policy Manual, item no. 2.31 and ascertained through Board Self-Evaluation.

An example of a procedure to remove a member

Should a Board Member's conduct be in violation of Policy, the Board's Code of Ethics, or Board Operating Agreements, the following protocol shall guide Board action:

a) The chair speaks privately with the subject board member, looking for acknowledgment of error and a promise to never do so again. If this doesn't work or because of the particular situation (unapproachable board member, s/he denies doing anything wrong, s/he simply doesn't care!),

Then...

b) The whole board addresses the behavior in Executive Session, again, seeking an apology and commitment to abide by the Code of Ethics. If this doesn't work/isn't appropriate,

c) Try step (a) again, this time the Chair tells the board member the board wants him to resign. This is more powerful if that request has the full backing of the rest of the board.



- d) If a board appointee, then the board should be able to simply remove her/him from the board and appoint someone else. This does have political ramifications (the community must be informed), but may be the best course of action.
- e) If an Embassy/organization appointee, the Ambassador/organization is requested to recall him/her

Section VI

Duties of the Board Officers

- A) Duties of the Chair. The Chair shall:
 - 1) Preside over all meetings of the Board, enforce the rules governing meetings, and provide for the efficient conduct of business;
 - 2) Appoint special committees with the suggestions of the other Board members;
 - 3) Ensure that elections for and within the Board are conducted on a timely and proper basis;
- B) Duties of the Treasurer. The Treasurer shall:
 - 1) Chair the Board's Finance Committee;
 - 2) Make sure an accurate and full account of all finances of the School is kept in accordance with applicable accepted accounting practices;
 - 3) Give monthly reports to the Board, in consultation with the Business Manager, as to the School's financial situation;
 - 4) Work with the Director in the preparation of the Annual Operating Budget;
 - 5) Monitor the annual School audit and report to the Board the outcome of the audit;
- C) Duties of the Secretary. The Secretary shall:
 - 1) Be responsible for the accurate recording and dissemination of the minutes of Board meetings during executive sessions;
 - 2) Maintain the confidentiality of the minutes of the board working or executive sessions.
 - 3) Draft and disseminate the formal correspondence of the Board as directed by the Board;
 - 4) Shall ensure that the Board's historical records are maintained in a shared file accessible by Board, Director and the Director's administrative officer appointee.

Section VII

Duties of Board Members

Each member of the Board shall:



- 1) Attend all scheduled meetings of the Board and be prepared for each meeting to address the agenda issues before the Board;
- 2) Serve as required on Board committee(s) and substitute as a committee chair when required;
- 3) Maintain the confidentiality of (a) information discussed in Working or Executive Sessions of the Board, (b) privileged information which comes before the Board or any committee of the Board, and (c) information discussed on Board committees;
- 4) Avoid any conflict of interest, disclose any potential conflicts of interest and refrain from voting on matters that involve conflicts of interest.

Section VIII

Board Committees

- A) Committees of the Board. There shall be two (2) standing Board Committees: Finance and Governance. The Board may create other committees and terminate such committees as needed at its discretion.
- B) Committee Members. Each committee shall be composed of at least one Board member who shall act as chair. In addition, the Board may, at its discretion, co-opt additional members to committees to provide specific expertise or assist the committees in their work. A simple majority of committee members shall constitute a quorum. One member of each committee shall be designated secretary and will keep meeting minutes for the official record.
- C) Committee Chairs. Each committee chair shall:
 - 1) Exercise supervision over the activities of the committee which he/she chairs;
 - 2) Call meetings of the committee and, if present, preside at all such meetings of the committee;
 - 3) Present committee reports to the Board.

Section IX

Board Meetings

- A) School-year Meetings. The Board will meet once per month while School is in session from September - June. Notwithstanding the foregoing, the Chair may, at his/her discretion, cancel any scheduled meeting with at least ten (10) days prior notice to the members of the Board; notice of the canceled Board meeting shall also be communicated to the School community.



- B) Special Board Meetings. Special Board meetings may be called by the Chair at any time as the need arises or when requested by a majority of Board members.
- C) Minutes of the Meetings. All Board minutes will be transcribed by a recorder who is not a member of the Board. The Finance Committee minutes will be circulated to the FinCom members within one week of the meetings and edited via email. The Governance Committee minutes and the Board minutes shall be approved at the next meeting. The approved minutes will be made available to all School community members upon request. The Board Secretary will ensure that minutes of any Executive session are properly taken and those minutes can be reviewed by Board members. Executive session minutes are not made available to the community except as determined by the Board. No confidential personnel data shall be shared without Board authorization (see Section VII.C.).
- D) Quorum; Participation by Phone, etc. Four (4) members of the Board shall constitute a quorum necessary for the Board to be in session. Except as otherwise provided in these By-laws, the Board shall act by a simple majority of those present. In extraordinary circumstances, as determined by the Chair or, in his/her absence, the Acting Chair, members can participate in Board meetings by phone, video conference or other verifiable form and a member participating by such means shall be included in deciding whether or not quorum has been reached.
- E) Conducting Board Business Via Email. The Board reserves the option of conducting formal business via email. This process will be reserved for editing and approval of meeting minutes and on issues where the timing of a decision is critical and the Board is not able to hold a special or extraordinary meeting. The Director will be included in all email correspondence.
- F) Rules for Meetings. The Board shall, from time-to-time, adopt such rules for the conduct of its meetings as it shall deem appropriate.

Section X

Amendment of the By-laws

- A) Amendment of By-laws. Any part of the By-laws may be amended by a two-thirds majority of the full Board. Amendments approved by the Board will be posted on the website and communicated to the School community following the Board meeting at which the By-Laws were amended.



- B) Effective Date of Amendments. Unless specifically stated otherwise, revised By-laws shall take effect immediately upon adoption.

- C) Amendment Changing Status of Board Member. If the acceptance of amended By-laws causes a change in the status of any Board member (i.e., change in eligibility or end of term), the member shall continue in his/her position until the next election or appointment.