

4/20/12

HARARE INTERNATIONAL SCHOOL

BYLAWS

2.0 Bylaws of the Association

In accordance with Article XI of the Articles of the Association, the School Association hereby establishes the following bylaws for the regulation of Association activities. These bylaws are in furtherance of the purposes and objectives stated in the Articles of the Association.

2.1 Board of Governors

- A. There shall be a minimum of **seven (7)** and up to **nine (9)** members of the Board. Only **one (1)** spouse/parent of a family may serve on the Board at any given time.
- B. **Five (5)** Board members shall be elected. An elected member of the Board shall be a member of the Association as defined in Article IV of the Articles of the Association.
- C. **Two (2)** members of the Board shall be appointed by the Ambassador of the U.S. Embassy. At least one appointee will be a U.S. Embassy Foreign Service employee and the other shall be a U.S. Embassy direct hire or spouse of a direct hire. At least one of the two appointees will have a child registered at the School. The appointees shall serve the same term as the other Board members and be subject to the same rules and procedures as the other Board members.
- D. Up to **two (2)** members of the Board may be appointed by a unanimous vote of the other Board members. Board-appointed members will be full members of the Board and do not need to be members of the Association.
- E. An employee of the School and/or the spouse of such employee shall not be eligible to become a member of the board.
- F. No salary or other compensation shall be paid for services as a member of the Board.
- G. The Director shall attend all general board meetings as a non-voting member. The Director may be excused from any discussion of her/his performance.

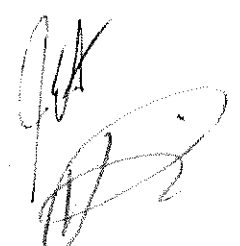
2.2 Term of Office - Board Members

- A. Members of the Association shall be elected for a **two (2)** year term of office to the Board.
- B. The term of office of elected members begins at the final regular board meeting of the election year.
- C. Board-appointed members shall serve a one-year term.

2.3 Powers and Duties of the Board

2.3.1 Legal Authority and Responsibility

- A. The Board shall be responsible for the financial oversight and long-term strategic direction of the School. The Board shall at all times act in the long-term best interest of



the School. The Board shall govern the school in a manner that keeps the Association informed and encourages the participation of the Association in decision-making when appropriate.

- B. The Board appoints the Director and may terminate that appointment. The Director is responsible for the day-to-day operations of the school. The Director appoints teachers and other employees as deemed necessary and may terminate such appointments. The Director shall provide all information necessary for the Board to fulfill its legal responsibility, including any information requested by the Board.
- C. The Board sets the tuition fees, levies and other relevant fees for the School.
- D. The Board appoints from their own number, as officers, a Chair, a Vice-Chair, a Treasurer, and a Secretary. All officers shall hold office for a term of **twelve (12)** months or until their successors shall be appointed.
- E. The Board adopts policies for the governance of the School and shall make these policies available to Association members.
- F. The Board ensures an annual external audit is conducted of School's accounts. A summary of this audit shall be presented to Association members at the Annual General Meeting.
- G. The fiscal year of the Association shall be July 1 - June 30.

2.3.2 Limitation of Authority

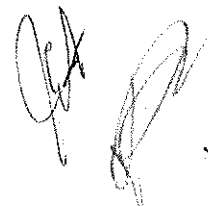
Individual Board members have no authority to act on behalf of the Board except by specific designation by the Board. Board authority exists only in the Board acting as a whole.

2.3.3 Decision-making

- A. A majority of board members shall constitute a quorum.
- B. There shall be no voting by proxy.
- C. A motion shall pass by a majority of those voting.
- D. Voting on board motions may take place at a meeting or by any other process the Board approves.
- E. In the event of an emergency, the Director has the authority to carry out the purpose and objectives of the Association as defined and established in the Articles of Association, bylaws, and board policies. Any actions taken shall be reported to the Board and the Association as soon as possible.

2.3.4 Meetings

- A. The Board will hold general board meetings on a regular basis. General board meetings may have open sessions with attendees invited by the Board and closed sessions to discuss confidential matters.
- B. The Board shall hold community meetings open to the Association, including an Annual General Meeting in accordance with Article VIII.

Two handwritten signatures in black ink, one appearing to be 'J. H.' and the other a more stylized signature.

2.4 Dissolution of the Association

- A. In the event that the School is closed on a long-term basis, there is an established procedure for handling funds of U.S. Government-sponsored schools overseas. If the School reopens within five (5) years, the funds revert to the School accounts for the resumption of its operation.
- B. In the event the School cannot reopen, the funds in trust and the interest accruing will be disbursed by the Office of Overseas Schools for purposes consistent with programs supporting overseas education in the region.

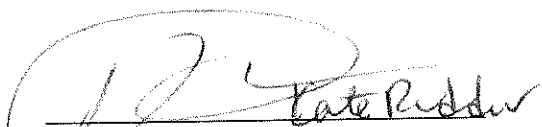
2.5 Amendment of the Bylaws

These bylaws may be amended only upon a majority vote of a quorum (25%) of the Association provided that:

- A. The Board provides details of the proposed amendments to the Association with no less than two weeks notice;
- B. the Board provides an opportunity for public comment; and
- C. the proposed changes do not conflict with the Articles of the Association.

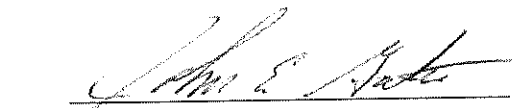
Voting on amendments to the bylaws can be conducted in person, by absentee ballot, or by other means available. The Board will close the voting period and announce the results at a scheduled community meeting.

Adoption: These Bylaws of the School were duly approved as revised by the membership of the Association at a Community Meeting held in Harare on 8 March 2018.



HIS Board Chair

15 March 2018
Date



HIS Director

March 15 2018
Date