

# AMERICAN INTERNATIONAL SCHOOL OF MOZAMBIQUE ASSOCIATION

## BY-LAWS

*As of June 1, 2020*

# Table of Contents

**SECTION I: SCOPE AND PURPOSES OF THE AMERICAN INTERNATIONAL SCHOOL OF MOZAMBIQUE ASSOCIATION 3**

**SECTION II: BOARD OF DIRECTORS 3**

**SECTION III: TERM OF OFFICE – ELECTED MEMBERS 3**

**SECTION IV: NOMINATION OF ELECTED MEMBERS 4**

**SECTION V: ELECTION OF BOARD MEMBERS 4**

**SECTION VI: VACANCIES 4**

**SECTION VII: REMOVAL 4**

**SECTION VIII: POWERS AND DUTIES OF THE BOARD OF DIRECTORS 5**

**SECTION IX: DUTIES OF THE OFFICERS 6**

**SECTION X: AMENDMENT OF THE BY-LAWS 6**

## Section I: Scope and Purposes of the American International School of Mozambique Association

In accordance with Article XI of the Articles of Association, the American International School of Mozambique Association hereby established the following By-Laws for the regulation of the Association's activities. These By-Laws are in furtherance of the purposes and objectives stated in the Articles of Association.

## Section II: Board of Directors

- A. There shall be seven members of the Board of Directors. A simple majority of the voting members must be United States citizens (*Amended May 20, 2006*).
- B. An elected member of the Board shall be a member of the Association as defined in Article IV of the Articles of Association.
- C. The Ambassador of the U.S. Embassy or his/her designee shall serve as a member of the Board. (*Amended June 1, 2020*).
- D. An employee of the School and/or the spouse of such employee shall not be eligible to become a member of the Board.
- E. No salary or other compensation shall be paid for services as a member of the Board, except reimbursement may be made for reasonable expenses incurred in connection with such service.
- F. Each member of the Board of Directors shall have one vote when the Board takes a decision by vote. There shall be no proxies.
- G. The Director of the School shall serve on the Board of Directors, but shall have no vote.
- H. The Board may, by invitation, name honorary members to the Board of Directors. Such honorary members shall be interested persons with expertise who are willing to serve as a resource; honorary members shall have no vote. (*Amended May 23, 2017*)

## Section III: Term of Office – Elected Members

- A. Upon the creation of new board seats, the initial term of office for half of the newly created seats shall be one year. For the other newly created board seats, the initial term shall be two years. Nominees receiving the highest number of votes for the newly created seats shall serve for two years. Nominees for newly created seats receiving the next highest number of votes shall serve for one year. (*Amended May 20, 2006*)
- B. The term of office for all existing board seats shall be two years. (*Amended June 1, 2020*).
- C. Members of the Board of Directors shall be elected for a term of two years. At times, and if the matters the Board is dealing with merit such action, the Board may authorize board members to extend their term by one year to ensure stability and continuity of the Board. After the extended one year of service, such board members will either leave the Board or stand for re-election. (*Amended 25 March 2014*)
- D. Board members shall be eligible for re-election.

## Section IV: Nomination of Elected Members

- A. All candidates for election to the Board shall be nominated by two parents of students in attendance at the School.
- B. Nominees shall be parents of full or partial fee-paying students.
- C. Applications shall be submitted to the Secretary of the Board in writing at least three weeks in advance of the date for the election.
- D. All nominations, to be valid, shall be supported by a signed statement from the candidate that he/she is willing to stand for election.
- E. The secretary, in notifying the parents of the election meeting, shall include with the agenda the list of candidates along with a brief statement of biographical data.  
*(Amended May 23, 2017)*

## Section V: Election of Board Members

- A. Election of board members shall take place in May via a method that is accessible to all members of the Association which maintains the integrity of a secret ballot. The results of the election shall be announced at the Annual General Meeting in May. *(Amended September 30, 2019)*
- B. The election shall be under the direction of an election committee appointed by the Chairperson of the Board of Directors.
- C. Each Association member shall cast one ballot indicating a selection of candidates for the number of vacancies to be filled.
- D. Ballots indicating a selection of candidates more than the number of vacancies to be filled shall be declared void. *(Amended October 6, 2015)*
- E. Candidates receiving the largest number of votes shall be deemed elected. In case of a tie vote, a runoff election shall be held at a special Association meeting within two weeks. *(Amended October 6, 2015)*

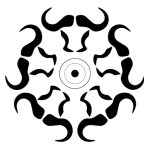
## Section VI: Vacancies

A vacancy occurring on the Board during a term may be filled by the Board and the person selected shall fill the vacancy for the unexpired term of the Member leaving the Board. *(Amended May 23, 2017)*

## Section VII: Removal

The members of the Association may remove any Board Member at any special meeting of the members or at the Annual General Meeting. Such removal requires two-thirds (2/3) vote of the members present. *(Amended May 23, 2017)*

## Section VIII: Powers and Duties of the Board of Directors



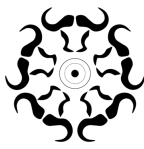
# AIMS

American International School  
of Mozambique

- A. The Board shall exercise full control and direction of the business and affairs of the Association and of the School. It shall have all the powers and perform all the acts which the Association and the School may legally exercise and perform and which are legally required to be exercised and performed, subject to the veto authority of the United States.
- B. Individual board members have no authority to act except in meetings of the assembled Board, or by specific designation by the Board.
- C. The Board is empowered to appoint and fix the compensation for Director(s), teachers, and other employees deemed necessary and is empowered to terminate such appointments.
- D. The Board shall make such regulations as it considers necessary and shall provide the Association members with written copies of these regulations which shall be binding upon those members until formally amended by the Board.
- E. The Board is authorized to set the tuition fees for the School.
- F. The Board shall hold regular meetings, open and/or closed, and special meetings for specific purposes upon the call of the Chairperson and a majority of the board members. General Association Meetings shall be open to all members of the Association and other interested persons.
- G. The Board shall also hold executive sessions to consider personal charges against an employee or other personnel matters, to stay well-informed about Board committee work, discuss pending issues and take decisions accordingly.
- H. Four board members shall constitute a quorum (*Amended May 20, 2006*). I. There shall be no voting by proxy; there is one vote per member.
- I. The order of business shall be:
  1. Call to Order
  2. Minutes of Previous Meeting
  3. Chairperson's Report
  4. Treasurer's Report
  5. Committee Reports
  6. Administration's Report
  7. Other Reports
  8. Comments from Association members (open meetings)
- J. All questions of parliamentary law not specifically provided for in the Articles of Association, By-Laws or Board Policies and Regulations shall be decided upon the principles laid down in "Robert's Rules of Order".
- K. The Board shall have an annual external audit made of the account of the Association. A report of this audit shall be made to the Association members at the next annual general meeting. (*Amended May 23, 2017*)
- L. Minutes of all Board meetings shall be written with sufficient detail to reflect all matters discussed by the Board, as well as all motions made, seconded and voted on. Minutes shall include the number of votes in favor and against. All minutes shall be on file in the office of the School Director, and made available to members of the Association. Minutes of executive sessions are confidential and shall not be made available to members of the Association. (*Amended September 30, 2019*)

## Section IX: Duties of the Officers

- A. Chairperson: It shall be the duty of the Chairperson to preside at all meetings of the



# AIMS

American International School  
of Mozambique

- members of the Association and of the Board, and upon the authorization of the Board, to sign all contracts and other instruments binding to the Association; to appoint the committees of the Association and to have the Secretary call all meetings of the members and of the Board in accordance with the By-Laws.
- B. Vice-Chairperson: It shall be the duty of the Vice-Chairperson to perform the duties of the Chairperson whenever the latter shall be absent or incapacitated, and the acts so performed shall be as valid and binding upon the Association as if performed by the Chairperson in person.
  - C. Treasurer: It shall be the duty of the Treasurer to encourage sound and forward-thinking financial planning; and plan for financial sustainability in sync with the school's growth.
  - D. Secretary: It shall be the duty of the Secretary to have minutes kept of all proceedings of the Board and of all meetings of Association members, and to enter same in his/her book of record. At the direction of the Chairperson, he/she shall give notice of all instruments requiring his/her official signature, and conduct the correspondence of the Association. *(Amended May 23, 2017)*

## Section X:Amendment of the By-Laws

These By-Laws may be amended upon formal proposal addressed to the Board of Directors and discussed at the next immediate Association Meeting by the Association. A vote may be taken at such Association Meeting provided that more than half of the Association Members are present at such meeting and the proposal shall pass should such majority member of the Association vote to approve it. Should more than half of the Member of the Association not be present at such meeting, the Board shall immediately after the meeting call for an electronic vote of the Association to be collected over three days. The required majority to pass such proposal on the basis of an electronic vote shall be the majority of the votes cast. Notice and full text of the proposed amendment shall be included in the notice convening the Association Meeting which shall be issued with a two-week notice. *(Amended September 30, 2019)*

These By-Laws were duly approved by the membership of the Association at a special meeting held the tenth day of December, 1989, in Maputo, Mozambique.