
BY-LAWS OF THE AMERICAN INTERNATIONAL SCHOOL OF JEDDAH

Section I - Scope and Purposes of the American International School of Jeddah Association

In accordance with Article VII of the Articles of Association, and in accordance with the Foreign Schools Regulations set forth by the Ministry of Education in Saudi Arabia, the American International School of Jeddah hereby establishes the following By-Laws for the regulation of Association activities. These By-Laws are in furtherance of the purposes and objectives stated in the Articles of Association.

Section II - Board of Trustees

- A. The Board of Trustees membership shall be composed of at least 5 elected voting members and 3 appointed non-voting members plus the 3 School signatories as described below:
- A.1** - The 5 Elected Board Members: 5 Trustees shall be chosen by the members of the Association from among their own ranks at the Annual General Meeting of the Association (voting members)
- A.2** - A representative of the United States Consulate, as designated by the Consul General (non-voting member).
- A.3** - A representative from the Executive committee of the American Businessmen of Jeddah (non-voting member).
- A.4** - A representative of the American corporation with the largest contribution to the School to be appointed by the board every board term (non-voting member)
- A.5** - In recognition of the commitment of the three American signatories to the formation of the American International School of Jeddah, lifetime honorary non-voting membership is accorded to Mrs. Susan Boyd, Mr. David Joury, and Mr. David Whitehorn. This does not exclude the above from being elected or appointed to a voting position on the Board providing they meet the necessary requirements to become a voting Member

- B. An employee of the School or their spouse shall not be eligible to become a member of the Board.
- C. No salary or other compensation shall be paid for services as a member of the Board, except that reimbursement which may be made for reasonable expenses incurred in connection with such service.

Section III - Term of Office for Elected Members of the Board

- A. The term of office of all elected and appointed members shall be three years A maximum of two consecutive full terms (6 years) may be served.
- B. Appointed and elected Board members may seek re-election or appointment to the Board after a minimum of one year's absence from the Board.

Section IV - Nomination of Elected Members of the Board

- A. All candidates for election to the Board shall be members of the Association as defined in Article V of the Articles of Association and must meet the requirements set forth by the Saudi Arabian MOE Regulations for the Foreign School.
- B. Applications shall be submitted to the Secretary of the Board in writing at least four weeks in advance of the date for the election.
- C. All nominations, to be valid, shall be supported by a signed statement from the Candidate that to the best of his or her knowledge, he or she will be able to complete the term of office.
- D. The Secretary, in notifying members of the Association of the date of the election meeting, shall include with the agenda the list of candidates in alphabetical order along with a brief statement of biographical data, experience and qualifications, and reasons for running.

Section V- Election of Board Members

- A. Election of Board Members shall take place at the September Association General Meeting every third year as per MOE) and shall be by secret ballot.
- B. The election shall be under the direction of an election committee appointed by the President of the Board of Trustees and under the supervision of the MOE in Saudi Arabia.
- C. Each Association member as defined in Article V of the Articles of Association and who meets the requirements of the Saudi Arabian MOE regulations for Foreign Schools shall cast *one* ballot indicating a selection of candidates equal to 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.

- E. Candidates receiving the largest number of votes constituting a simple majority shall be deemed elected. In case of a tie vote, a runoff election shall be held immediately.
- F. The newly elected Board shall assume office at the first Board meeting following the September Association General Meeting.
- G. The first meeting of the elected board shall be called by the outgoing Board not later than two weeks after the September Association General Meeting.
- H. The first meeting after election of a new board shall be chaired initially by the outgoing Board President who shall report to the new Board on any outstanding matters only and shall preside for the election of the President of the new Board.
- I. The election of the new President, Vice president, and Treasurer as well as committees chairs will take place at the first meeting following the September Association General Meeting.
- J. As soon as the new President is elected, (s)he shall assume charge of the meeting and continue with the remaining Board elections and business. The outgoing Board shall then conduct no substantive business relating to the administration of the School.

Section VI – Vacancies

- A. Vacancies occurring on the Board during its term shall be appointed by the Board not more than two weeks from announcing the vacancy. The vacant position to be filled by the unsuccessful candidate(s) that ran in the previous elections (according to number of votes). If this was not possible then the board shall appoint the new member(s) in accordance with the Regulations of Saudi Arabia MOE which shall be adopted in case of conflict.
- B. That new selected member shall fill the vacancy for the unexpired term of the Trustee leaving the Board.

Section VII - Removal

The members of the Association may remove any elected Trustee at any regular or special general meeting of the members. Such removal requires two-thirds (2/3) vote of the total membership of the Association.

Section VIII - Powers and Duties of the Board of Trustees

- A. The Board shall exercise full control of the direction of the business and affairs of the Association and of the School. It shall have full authority to perform all the acts which the Association and the School may and are required to legally exercise and perform.

- B. Individual Board Members have no authority to act except in meetings of the assembled Board, or by specific designation by the Board. However they will be responsible for their individual committees and will report back to the Board
- C. The Board shall elect from their own number as officers: a President, Vice President, Treasurer, and Secretary. Should an officer position become vacant, the Board shall elect another non-office holder of its members to replace the office-holder. The term of office is 36 months No more than two consecutive three years terms can be served in the same elected office.
- D. The Board is empowered to set the educational philosophy and objectives of the School and to review, alter, and approve the curriculum and educational materials of the School.
- E. The Board is empowered to set the admissions policy of the School and to regulate class size.
- F. The Board is empowered to appoint and fix the compensation for administrators, teachers, and other employees and is empowered to terminate such appointments.
- G. 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.
- H. The Board is authorized to set the tuition and other fees for the School.
- I. The Board is empowered to plan and approve the budget of the School.
- J. The Board shall hold General Meetings (Parent Board Meetings), Operational meetings (Executive Board Meetings), and Special Meetings for specific purposes upon the call of the President or a majority of the Board Members. Such meetings shall be organized in the manner set forth in Article IX of the Articles of Association and in "Attachment I" of the school By-Laws (Board Meetings Policies and Procedures)
- K. Three (3) voting Board Members present at a meeting shall constitute a quorum.
- L. The order of business of all the board meetings shall be formed as set forth in "Attachment II" of the school By-Laws (Board Meetings Agenda). The Board President will design different Board Meetings Agendas within the Agenda framework detailed in attachment II and according to each individual meeting
- M. 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 by the principles laid down in "Robert's Rules of Order."
- N. The Foreign School Regulations set forth by the Saudi Arabian MOE shall be considered as an integrated part of the school By-Laws. In the case of any conflict between the articles of the school By-Laws and the Saudi Arabian MOE regulations for Foreign Schools, the latter shall prevail.

- O. The Board shall have an annual external audit made of the account of the Association and an inventory of School property. A report of this audit and inventory shall be made to the Association members at the next annual general meeting.

Section IX - Duties of the Officers

- A. **President:** It shall be the duty of the President to preside at all meetings of the 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-President:** It shall be the duty of the Vice-President to perform the duties of the President 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 President in person.
- C. **Treasurer:** The Treasurer shall be responsible for overseeing all fiscal and monetary aspects of the Association's finances, and for securing annually an independent accounting of the Association's financial situation and an inventory of its property. He or she also shall (1) have receipts made for and take charge of all monies paid into the Association including tuition fees, (2) safely keep all monies, instruments of value and evidence of property belonging to the Association and (3) make all payments of funds as authorized by the Board.
- 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 the book of record. At the direction of the President, (s)he shall give notice of all instruments requiring official signature, and conduct the correspondence of the Association. He or she shall maintain the membership rolls of the Association and shall be responsible for the safekeeping of all records and documents of the Association. The Secretary shall serve as the parliamentarian of all meetings of the Association and the Board.

Section X- Amendment of the By-Laws

These By-Laws may be amended only upon a two-thirds vote of the Association members present at any meeting, provided that: (1) notice in writing of such proposed amendment shall have been given to the members by the Secretary when notifying them of the date of such meeting, (2) such notice shall have been given to members of the Association at least two weeks prior to the date of the meeting, (3) and further, no change shall be made in the By-Laws which may be in conflict with the Articles of Association.

School By-Laws “ATTACHMENT I”

Policies and Procedures Of the Board Meetings

This attachment shall be considered as integrated part of the School By-Laws

Section I - General Board Meetings

General Board Meeting shall be designated as “The Parents Board Meeting”

Policy

The Board believes that Parent Board Meetings should be held throughout the school year with minimum of Two (2) but up to Four (4) annual meetings and as set forth in Article IX of the article of Association. The Board directs that General meetings of the Board be scheduled and convened in accordance with the following regulations.

Regulations

1. Parent Board Meetings shall be held according to a schedule approved annually by the Board with minimum of Two (2) but up to Four (4) annual meetings and as set forth in Article IX of the article of Association
2. The schedule of Parent Board Meetings shall be provided to:
 - 2.1. All school administration, staff and students
 - 2.2. The Chair of the Parents/Students and Teachers Association (PTSA),
 - 2.3. Members of the Association (Parents) and,
 - 2.4. posted on the school website and/or circulated via email.& direct mail

3. Parent Board Meetings shall be open to the Association (Parents) and shall normally be held after school hours at the day and times decided by the Board President after consultation with other Board members
4. A Public Forum shall be scheduled for the purpose of allowing individuals to address the Board unannounced.
 - 4.1. Each individual shall be required to identify himself/herself.
 - 4.2. Comments shall be limited to a maximum of five (5) minutes and subject to the authority of the President.
 - 4.3. Trustees shall be permitted to ask questions of clarification.
5. Delegations and presentations to the Board shall be allowed.
 - 5.1. Delegations and presentations shall normally be limited to a maximum of fifteen (15) minutes.
6. Minutes in the prescribed form shall be kept for all General meetings of the Board.
7. Board Highlights shall be prepared and circulated for each Parent Board Meetings.

Procedures

1. Robert's Rules of Order shall serve as the official guide to parliamentary procedure.
2. All business shall be brought before the Board by a motion of a member.
 - 2.1 Motions shall require a second
3. Voting shall be by show of hands.
 - 3.1. Except in the case of a unanimous vote, the vote of each trustee shall be recorded in the minutes.
 - 3.2. Except in the case of Board elections, voting shall be by secret ballot
4. Debate on an issue shall normally be limited as follows:
 - 4.1. Each trustee shall be permitted to speak no more than twice and no longer than ten (10) minutes in total.
 - 4.2. The trustee who presents a motion shall be permitted to open and close debate.
 - 4.3 Each trustee will be give EQUAL opportunity to speak and voice his/her opinion
 - 4.4 Other individuals in attendance shall only be permitted to speak upon the invitation of the Board President.
5. Meetings shall be subject to automatic adjournment.
 - 5.1. Regular meetings shall adjourn no later than 10:00 PM.
 - 5.2. Adjournment time for other meetings of the Board shall be set at the commencement of the meeting.
 - 5.3 The Board, by resolution, may extend a meeting beyond its scheduled adjournment time.
6. The Board Secretary shall be responsible for recording the minutes.

Section II - Operational Board Meetings

Operational Board Meeting shall be designated as “Executive Board Meeting”

Policy

The Board believes that Executive meetings should be held throughout the school year and as many as the board decides for operational requirements but minimum of Eight (8) meetings. The Board directs that Executive meetings of the Board be scheduled and convened in accordance with the following regulations:

Regulations

1. Executive meetings shall be held according to a schedule and time agreeable to the Board members. Executive meetings shall be held into three sessions as following:
 - 1.1. Open Session,
 - 1.2. In private Session
 - 1.3. Closed Session
2. Attendance at the “Open Session” of the Executive Meeting shall include:
 - 2.1. School director
 - 2.2. All school principals,
 - 2.3. The Chair of the Parents/Students and Teachers Association (PTSA) upon request,
 - 2.4. Teachers Representative upon request
 - 2.5. Student Representative upon request
 - 2.6. Any member of the Association upon request
 - 2.7. Other individuals whose presence is requested by the School Director and approved by the Board President
 - 2.8. Other individuals whose presence is requested by the Board President
 - 2.9. Other individuals whose presence is requested by a Trustee and approved by the Board President
3. Attendance at the “In private” Session of the Executive Meeting shall include:
 - 3.1. School director and/or
 - 3.2. Other individuals whose presence is requested by the School Director and approved by the Board President and/or
 - 3.3. Other individuals whose presence is requested by the Board President
4. Attendance at the “Closed Session” of the Executive Meeting shall include:
 - 4.1. Board Members Only

5. Board may, by resolution, recess at any time an Open session of executive meeting in progress for the purpose of meeting at “in private.” or “Closed” session
6. Without restricting the right of the Board to meet at “In private” or “Closed” Sessions on any issue, these sessions shall normally be limited to matters related to:
 - 6.1. Individual trustees, employees or students;
 - 6.2. Financial operations of the school;
 - 6.3. Legal actions involving the Board and
 - 6.4. Contract negotiations related to the items such as the sale or purchase of real estate, goods or services.
 - 6.5. Confidential matters pertaining to the school
7. Minutes in the prescribed form shall be kept for all Executive meetings of the Board.

Procedures

1. Robert’s Rules of Order shall serve as the official guide to parliamentary procedure.
2. All business shall be brought before the Board by a motion of a member.
 - 2.1. Motions shall require a second.
3. Voting shall be by show of hands.
 - 3.1. Except in the case of a unanimous vote, the vote of each trustee shall be recorded in the minutes.
4. Debate on an issue shall normally be limited as follows:
 - 4.1. Each trustee shall be permitted to speak no more than twice and no longer than ten (10) minutes in total.
 - 4.2. The trustee who presents a motion shall be permitted to open and close debate.
 - 4.3. Each trustee will be give EQUAL opportunity to speak and voice his/her opinion
 - 4.4. Other individuals in attendance shall only be permitted to speak upon the invitation of the President.
5. Meetings shall be subject to automatic adjournment.
 - 5.1. Regular meetings shall adjourn no later than 10:00 PM.
 - 5.2. Adjournment time for other meetings of the Board shall be set at the commencement of the meeting.
 - 5.3. The Board, by resolution, may extend a meeting beyond its scheduled adjournment time.
6. Agendas shall be prepared and distributed for scheduled Executive Open Session meetings
7. Agendas shall be prepared and distributed for scheduled “In Private Session” or “Closed Session” meetings:
 - 7.1. Agendas and background/briefing information shall be confidential and provided only to Trustees and individuals designated by the President.

8. "In Private Session" or "Closed Session" of the Executive meetings shall be strictly confidential:
 - 8.1 Discussion and debate shall not be repeated outside the meeting.
9. The Board Secretary shall be responsible for recording the minutes of the Executive Meetings
10. Minutes shall be kept for all "In Private" and "Closed" sessions of the Board meetings by the appointed Trustee.

Section II - Special Board Meetings

Policy and Procedures

- 1- Special meetings shall be held as such times as the Board shall direct, or called by the Board at the request of 25% of the total membership.
- 2- Any requests for special meetings must first be presented and discussed at an Executive Board meeting.
- 3- It shall be the objective of both the Board and Association member(s) to try and resolve the matter at hand without the need to call for a special meeting.
- 4- If, however, following such discussion the matter is not resolved to the Association member(s)'s satisfaction, they may proceed with requesting a special meeting as described above.
- 5- Petition for special meetings from the membership shall contain the desired Agenda.
- 6- The forum of such special meeting will be decided by the board according to the projected Agenda.
- 7- Regulations and Procedures of the general meetings shall be applied for these meetings
- 8- An appointed trustee should be able to conduct any meetings within his assigned committee and report progress to the Board.
- 9- The trustee has the right to conduct the meeting with whomever he/she feels are affiliated to the committee's goal as long as No OFFICIAL BOARD DECISIONS ARE MADE.

School By-Laws “ATTACHMENT II”

Policy and Procedures Of the Board Meetings Agendas

This attachment shall be considered as integrated part of the School By-Laws

A. Policy

The Board believes that agendas should be prepared and distributed in such a way that:

- Agenda items deal with matters which are important to the board and the school,
- Trustees have adequate time to review the agenda package prior to the meeting,
- Opportunity is provided for members of the staff, student body or public to address the Board, and
- Additional items can be placed on the agenda, with the approval of the Board, at the meeting.

The Board directs that agendas for all meetings of the Board be developed and distributed in accordance with the following regulations.

B. Regulations & Procedures

1. The agenda shall be prepared by the President of the Board in consultation with the School Director.
 - 1.1. The printed agenda shall serve as the order paper.
2. Individual trustees have the right to place items on the agenda for General Meetings, Regular meetings or scheduled In Private meetings.
 - 2.1. Items shall be placed on the agenda through the President or the School Director.
 - 2.2. The trustee shall specify the nature of the issue and provide necessary background information.

- 2.3. Deadline for submission shall normally be 12:00 noon on the Tuesday preceding the scheduled meeting.
3. Each item on the agenda shall be supported by
 - 3.1. A background/briefing document and
 - 3.2. A recommendation for action.
4. Agenda packages shall normally be provided to trustees:
 - 4.1. For Regular meetings - on the Saturday preceding the meeting and
 - 4.2. For Special Meetings - at least twenty-four (24) hours prior to the meeting.
5. Agenda packages shall be provided to each school principal and the staff representatives.
 - 5.1. For Regular meetings - at least twenty-four (24) hours prior to the meeting
 - 5.2. For Special Meetings - as soon as practical.
6. Agendas shall be prepared and distributed for scheduled “In Private Session” or “Closed Session” meetings:
 - 6.1. Agendas and background/briefing information shall be confidential and provided only to Trustees and individuals designated by the President.
7. Individuals and delegations may request an appointment with the Board.
 - 7.1. Requests shall be made through the President or the School Director.
 - 7.2. Deadline for requests shall normally be 12:00 noon on the Tuesday preceding the scheduled meeting.
- 7.3. Appointments shall normally be limited to fifteen (15) minutes.
8. A Public Forum session shall be provided for in the agenda of each General Board meeting.
9. The Board President will design deferent Board Meetings Agenda within the Agenda framework detailed in attachment II and according to each individual meeting

C. Agenda Structure

Appointments: (Date and Time)

Location

Agenda:

- 1. CALL TO ORDER**
- 2. ADAPTATION OF AGENDA**
- 3. APPROVAL OF MINUTES**

If there are no errors or omissions in the minutes of the Previous Regular Meeting, it is recommended that the minutes be approved by the Board and signed by President.

- 4. BUSINESS ARISING**
- 5. ACTION ITEMS**
 - 5.1**
 - 5.2**
 - 5.3**
- 6. INFORMATION**
 - 6.1 Committee Chairs Reports**
 - 6.2 Representatives (Teachers/Students/Parents/Other) Reports**
 - 6.3 Board President Report**
 - 6.4 School Director Report**
 - 6.5 Tasks Action List follow-up**
- 7. OTHER BUSINESS**
- 8. ACKNOWLEDGEMENTS**

8.1 Thank-you

8.2 Congratulations:

8. ADJOURNMENT

C. Agenda Attachments

Brief information about different items in the Agenda to be attached to the Agenda

BACKGROUND INFORMATION OF AGENDA Item Number (4.1)

TOPIC:

BACKGROUND: *(Brief background information provided)*

RECOMMENDATION: *(May include a motion or just for the Board to accept as information)*