

CIS By-Laws

Revised January 2017

Article I: Name

- a) The name of the corporation shall be "Council of International Schools, Inc." (hereinafter referred to as the Council).
- b) The seal of the corporation shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the year of its organisation and the words "Corporate Seal, Delaware".

Article II: Domicile

The Council shall have its domicile in the State of Delaware, but may establish branch offices in other locations within or outside of Delaware.

Article III: Purpose

The Council of International Schools is a not-for-profit association of schools and post-secondary institutions working collaboratively for the continuous improvement of international education.

The Council shall have as its purposes:

- a) to offer services to enable Members to provide excellent educational programmes;
- b) to promote international and intercultural understanding, collaboration and support through the activities of Members;
- c) to provide a professional forum for educators of Members;
- d) to co-operate with other organisations and individuals pursuing objectives similar to those of the Council.

Article IV: Statement of Not-for-Profit, Non-Political, and Non-Sectarian Character

- a) The Council shall be exclusively educational, charitable, and scientific in character; it shall be a not-for-profit corporation, with no part of its net income to benefit any private shareholders. The Council is organized for non-profit purposes within the meaning of Section 501 of the US Internal Revenue Code of 1986. Notwithstanding any other provision of these By-laws, the Council shall not carry on any activities not permitted to be carried on by an organisation exempt from Federal income tax under Section 501 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code. Should there be any accounting surpluses, they may be used only for the reduction of any operating deficit, for the payment of loans, for the depreciation of fixed assets, for additions to or improvements in equipment and facilities, for building up reserves for specified purposes, and for creating a social security system for the benefit of employees of the Council.



- b) The Council shall, in its objectives and activities, be politically neutral and non-sectarian.
- c) It is the intention of the Council that it shall continue in perpetuity as set forth herein.

Article V: Membership

- a) The Council shall have the following classes of membership:
 - (i) **SCHOOL MEMBERSHIP** – open to any school which:
 - a. is internationally-minded, promoting international awareness in its students, and
 - b. rigorously applies the CIS Code of Ethics, and
 - c. is willing to commence the CIS evaluation/international accreditation process within 2 years of becoming a member, if no external quality assurance process is in place, and
 - d. complies with the CIS Membership Standards.
 - (ii) **ASSOCIATE MEMBERSHIP** - open to institutions of post-secondary education which support the objectives and activities of the Council provided that in all instances such institutions have appropriate accreditation and/or recognition by local or national authorities.
 - (iii) **SUPPORTING MEMBERSHIP** - open to educational organisations whose purposes are compatible with the objectives and activities of the Council and who wish to support its objectives and activities.
 - (iv) **HONORARY MEMBERSHIP** – people elected by the Board of Trustees as a mark of esteem.
 - (v) Other categories of membership may be established by the Board of Trustees in conformity with these by-laws.
- b) Membership in all categories shall be approved by the Executive Director.
- c) Annual fees for categories of membership shall be fixed by the Board of Trustees.
- d) The rights and privileges of membership in each category shall be determined by the Board of Trustees, subject to the following provisions:
 - (i) Each type of Member shall have one Official Representative to the Council, who shall be the point of contact for communications between the Council and the Member for and through which the rights and privileges of Membership exercised. In the case of School Members, the Official representative shall be the chief education officer of the school. In the case of Higher Education Members, the Official Representative shall be a senior member of the institution’s leadership team.
 - (ii) Only School Members shall have the right to take the floor at General Meetings and to vote through their Official representatives of the Council.
 - (iii) Only the Official Representatives of School and Higher Education Members shall be eligible to serve on the Board of Trustees of the Council.
- e) Membership shall cease only under the following three circumstances:
 - (i) voluntary resignation;



(ii) failure to pay membership fees within a reasonable time, as previously specified by the Board of Trustees;

(iii) a decision by the Board of Trustees after fulfilment of the following conditions:

That notice of intent to take such a decision, accompanied by an explanation, shall have been given at least two months in advance; and that a hearing shall be granted if request for one is made within one month, the notice of the time and place of such a hearing to be given at least one month in advance.

Article VI: Financial Means

The financial means shall consist of:

- a) a Capital Fund and the yield thereon;
- b) membership fees;
- c) donations;
- d) other sources of income.

Article VII: Organisation

- a) the General Meeting;
- b) the Board of Trustees;
- c) the Executive Director;
- d) the Auditors.

Article VIII: General Meetings and Decisions

- a) The Council shall hold an Annual General Meeting during each calendar year, at a time and place to be determined by the Board of Trustees. Special General Meetings may be called as required by the Board of Trustees, or may be demanded by written request to the Board of Trustees made by at least one-fifth of the School Members, stating the reasons therefore and defining the agenda. In the latter case, the Special General Meeting shall take place within two months from receipt of the request, at a place to be determined by the Board of Trustees.
- b) Notice of all General Meetings must be sent out by the Board of Trustees at least one month in advance of the meeting. The notice shall designate the time and place of the meeting which may be held outside of Delaware, and shall be accompanied by the agenda and a list of the motions put forth for decision by the Official Representatives of the School Members. A motion not set forth in the agenda may be proposed in writing at a General Meeting provided that at least five Official Representatives of School Members are present in person and give approval.
- c) Motions put forth for decision will require participation by at least one-fifth of the Official Representatives of the School Members.



- d) Motions and elections will be decided by a majority vote, conducted by confidential electronic ballot, except the resolution to dissolve which will require a two-thirds majority vote of the School Members.
- e) Whenever the vote of School Members is required or permitted to be taken in connection with any corporate action by any provision of the statutes of Delaware, the certificate of incorporation, or these By-laws, the vote of the School Members must meet the minimum percentage of the total membership vote required by statute for the proposed corporate action and provided that prompt notice be given to all School Members of the taking of such corporate action without a meeting and by less than unanimous consent.
- f) The following items shall fall within the competence of the General Meeting:
 - (i) approval of the business report and annual accounts, and of the Auditor's report for the fiscal year past, discharging the executive bodies from responsibility;
 - (ii) election and removal of Trustees;
 - (iii) election and removal of Auditors;
 - (iv) approval of amendments to the By-laws;
 - (v) a decision to dissolve the Council.
- g) The chair at all General Meetings shall be taken by the Chair of the Board of Trustees; or, in his/her absence, by the Vice-Chair; or, if neither shall be present, by a person elected by those members of the Board who shall be present. Motions and decisions shall be recorded in minutes.

Article IX: Board of Trustees

- a) The Board of Trustees of the Council shall consist of not fewer than five and no more than nine elected and appointed Official Representatives of School and Higher Education Members.
- b) Appointed Board Members shall be representative of the diversity of the Council's membership including location (country), type of institution (public/private), ethnicity and gender.
- c) The duration of office for elected and appointed members of the Board shall extend until the end of the third CIS fiscal year after their election; but this notwithstanding, the period of office shall not end before successors are elected or appointed. Resignation during the period of office shall be permissible. In the event that a member of the Board ceases to be the Official Representative of a School Member, his/her membership on the Board shall automatically terminate.
- d) A Trustee may serve a maximum of two consecutive full terms or six consecutive years, after which he/she may not stand for re-election or be reappointed until after the academic year following that during which the second term or sixth consecutive year has expired.
- e) In the event of vacancies occurring because of resignation or for other extraordinary reasons, the Board may co-opt Trustees to fill such vacancies for the remaining term. These co-opted appointments are subject to confirmation in line with clauses (a) and (b) either at the next regularly scheduled election (for elected Board Members) or at the Board meeting closest to the end of the term (for Appointed Board Members). A period of less than twelve months served by Trustees co-opted by the Board shall not be considered with respect to eligibility for re-election under clause (d) above.



- f) Of the membership of the Board elected by the membership, the candidate(s) receiving the highest number of votes shall be elected for an initial three-year term.
- g) The Board shall, at its first meeting of any school year, elect a Chair, a Vice-Chair, a Treasurer, a Recording Secretary (who need not be a member of the Board) and other such officers as it may decide. In the event of vacancies in these offices occurring between Board meetings, the election of officers may be conducted by mail ballot, provided at least one half of the members of the Board participate in the election. Any officer elected or appointed by the Board of Trustees may be removed at any time by a two-thirds majority of the full Board of Trustees.
- h) The Board shall be empowered to appoint an Executive Director to carry out the functions of the organisation. The length of this appointment shall be determined by the Board.
- i) The Board shall meet at least twice a year, with a period of no more than eight months between meetings.
- j) The Council shall reimburse travel expenses incurred by a member of the Board for the purpose of attending a Board meeting upon request.
- k) Notice of all Board meetings shall be sent by the Executive Director in consultation with the Chair, or in the event of his/her incapacity the Vice-Chair or another member of the Board, at least two weeks before the meeting. The notice shall designate the time and place of the meeting.
- l) A quorum shall consist of at least one-half of the sitting members of the Board.
- m) Decisions shall be effected by at least one-half of the Trustees present, but in no case by less than three Trustees. In case of a tie, the Chair of the meeting shall cast the deciding vote.
- n) The Chair of the Board of Trustees shall preside at all meetings of the Trustees and the membership, and shall have such other duties as may be assigned to him/her from time to time by the Board of Trustees. In the absence of the Chair, his/her responsibilities will be assumed by the Vice-Chair or another Board member elected by the Board members present.
- o) Minutes of the decisions of the Board will be taken by the Recording Secretary.
- p) The Executive Director shall attend all meetings of the Board in an advisory capacity, unless the Board decides to go into executive session. Other persons may be invited at the discretion of the Board.
- q) Members of the Board of Trustees, or any committee designated by such Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications; and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- r) Unless otherwise restricted by the certificate of incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if written (email) consent thereto is signed by all members of the Board or of such Committee as the case may be and such written consent is filed with the minutes of proceedings of the Board or Committee.
- s) The Board authorises such people as shall have the right to bind CIS by signature and the manner in which they shall sign. Such persons need not necessarily be members of the Board.
- t) Within the exclusive competence of the Board of Trustees falls:
 - (i) the constitution of all committees and appointments to membership on them;



- (ii) the appointment and dismissal of the Executive Director, the determination of his/her salary, the definition of his/her duties and the setting of policy for their performance;
- (iii) the making of all policy for the Council, the general planning and approval of its activities, and the taking of decisions in respect of all important matters or questions of principle affecting the Council, after hearing the recommendations of the Executive Director;
- (iv) approval of applications for membership; election of Honorary Members of the Council; and action to terminate membership of the Council;
- (v) determination of membership fees and assessments, and of the rights and privileges of membership in each category, consistent with the provisions of these By-laws;
- (vi) determination of the right of signature for the Board of Trustees and the Executive Director;
- (vii) the receiving, holding, purchase, sale or lease of real estate or other property, the arrangement of financial credits;
- (viii) the decision as to the taking or defending of lawsuits, or to the refraining from so doing, or to settlements out of court; the control of the financial means; the preparation of the Annual Report;
- (ix) the appointment of a Nominating Committee to present a slate of candidates for election or appointment to the Board of Trustees;
- (x) such other matters as are not expressly reserved to another body of the Council.

Article X: Officers of the Board of Trustees

- a) The Board of Trustees shall have responsibility to establish and review compensation of all employees of the corporation. It may authorise any officer upon whom the power of selecting employees may have been conferred, to establish and review the compensation of such employees. The Vice-Chair shall perform such duties as may be assigned to him/her from time to time by the Board of Trustees, or the Executive Committee.
- b) The Vice-Chair shall perform such duties as may be assigned to him/her from time to time by the Board of Trustees, or the Executive Committee.
- c) The Treasurer shall have the responsibility of ensuring that all decisions of the Board regarding finance and budget are duly carried out. S/he shall have the care and custody of all the funds and securities of the Council which may come into her/his hands as Treasurer. S/he may sign all receipts and vouchers for the payment made to the Council. S/he shall render an account of her/his transactions to the Board of Trustees or to the Executive Committee as often as the Board or the Committee shall require same. S/he shall enter regularly in the books to be kept by her/him for that purpose full and adequate account of all monies received and paid by her/him on account of the Council. S/he shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Trustees and of the Executive Committee. S/he may delegate the performance of the above functions to another person with the approval of the Board, but shall in any case retain responsibility for the faithful performance thereof. S/he shall when requested, pursuant to vote of the Board of Trustees or Executive Committee, give a bond to the corporation conditioned for the faithful performance of her/his duties, the expenses of which bond shall be borne by the Council.



- d) The Recording Secretary shall keep the minutes of all meetings of the Board of Trustees and of the Members; s/he shall attend to the giving and serving of all notices of the Council. Except as otherwise ordered by the Board of Trustees or the Executive Committee, s/he shall attest the seal of the Council upon all contracts and instruments executed under such a seal and shall affix the seal of the Council thereto. S/he shall, in general, perform all duties of Secretary, subject to the control of the Board of Trustees, the Executive Committee and the Executive Director.
- e) The Board of Trustees may select such subordinate officers, as it may deem desirable. Each such officer shall hold office for such duties as the Board of Trustees may prescribe. The Board of Trustees may from time to time authorise any officer to appoint and remove subordinate officers and to prescribe the powers and duties thereof.

Article XI: Auditors

- a) The General Meeting shall elect a firm of public auditors as Auditors for each fiscal year.
- b) The Auditors shall report to the Board of Trustees on the financial condition of the Council at least once a year. They shall, in addition, verify inventories, accounts, vouchers, and cash status, and report on the results of their audit to the General Meeting. They shall have unlimited right of inspection of all files and supporting documents.

Article XII: The Accounting Period

The accounting period shall be twelve-month period ending on June 30 of each year.

Article XIII: Liabilities of Members

No member of the Council, of any classification, shall have any obligation in respect of its liabilities.

Article XIV: Indemnification and Exculpation

Reference is hereby made to Section 145 of the General Corporation Law of the State of Delaware (or any successor provision thereto). The Council shall indemnify each person who may be indemnified (the "Indemnities") pursuant to such section, to the full extent permitted thereby. In each and every situation where the Council obligates itself to so indemnify the Indemnities, and in each case, if any, where the Council must make certain investigations in a case-by-case basis prior to indemnification, the Council hereby obligates itself to pursue such investigations diligently, it being the specific intention of these By-laws to obligate the Council to indemnify each person who it may indemnify to the fullest extent permitted by law at any time and from time to time. To the extent not permitted by Section 145 of the General Corporation Law of the State of Delaware (or any other provision of the General Corporation Law of the State of Delaware), the Indemnitees shall not be liable to the Council except for their own individual willful misconduct or actions taken in bad faith.



Article XV: Amendments to By-laws

- a) These By-laws may be amended at a General Meeting of the Council as provided in Article VIII above, except that Articles IV and XV may not be amended in such a manner as to impair or alter the non-profit, non-political and non-sectarian character of the Council.
- b) The text of any proposed amendment will be submitted by the Board of Trustees to the School Members along with the notice of the General Meeting.
- c) An amendment may be proposed by the Board of Trustees or from the floor, at a General Meeting without prior notification in accordance with Article VIII (b). An amendment thus proposed shall be debated and voted upon during the Meeting and, if approved, will then be subject to an electronic vote of all School Members within two months of the date of the General Meeting at which the amendment was proposed, with ballots to be returned within one month of the date of sending.

Article XVI: Dissolution

Upon the dissolution of CIS, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Council, distribute all assets of the Council exclusively for the purpose of the Council in such a manner, or to such organisations operating exclusively for charitable, educational, religious, or, scientific purpose as shall at the time qualify as an organisation described in Section 501 (c)(3) of Internal Revenue Code of 1954, as the Board of Trustees shall determine.