

# The American International School · Vienna

## By-laws (March 17, 2014)

(Pages 8 - 10) By-Laws relating to Election Nomination Committee and Potential Candidates

### Article 9

#### **The Executive Board**

#### Article 9.1

##### **Executive Board Composition**

1. The Executive Board shall consist of 10 (ten) members as outlined below:
  - a. **8 (eight) voting members elected by the General Assembly for terms of 2 (two) years;**
  - b. 1 (one) additional voting member who will be the bi-lateral United States Ambassador to Austria or his/her designee.
  - c. The Director of the school shall be an ex-officio (advisory and non-voting) member of the Executive Board.
2. Not more than 3 (three) of the members of the Executive Board, may be associate or honorary members of the Association/Verein.
3. **The majority of the voting Executive Board members shall, at any given time be United States citizens.**
4. The Faculty Liaison to the Executive Board will be a current faculty member elected by the employees of AIS, and will serve in a non-voting and advisory capacity to the Executive Board.

#### Article 9.2

##### **Executive Board Members Eligibility**

1. **No person employed by the school on an on-going basis, nor the spouse of such an employee of the American International School may be elected or appointed to the Executive Board.**
2. Elected Board members must reside in Austria, yet do not necessarily have to be able to complete the full 2 year term.
3. US Ambassador to Austria or designee
  - a. The bi-lateral United States Ambassador to Austria may serve on the Executive Board or may designate a representative who is an Association member attached to the US Embassy in Austria, or the US Mission to the Organization for Security and Cooperation in Europe (OSCE) or the US Mission to the United Nations system (UNVIE).
  - b. This member shall be a full voting member.
  - c. The Ambassador or the designee will be subject to the same restrictions and limitations as any other elected Executive Board member as set forth in the By-Laws.

d. In addition to the normal Executive Board duties, this member will serve as the official liaison between the Association/Verein and the Austrian government or authorities.

e. No person who is an employee of the American International School may be the Ambassador's representative.

#### 4. AIS School Director

a. The Director of the school shall be an ex-officio (advisory and non-voting) member of the Executive Board.

b. The Director of the school will be subject to the same restrictions and limitations (except for the provision about on-going employment by the American International School) as an elected Executive Board member, as set forth in the By-Laws.

#### 5. Faculty Liaison to the Executive Board

a. The employees of AIS, in a manner of their own choosing, may select/recall 1(one) member of the Faculty to serve as the Faculty Liaison to the Executive Board.

b. The faculty member shall serve in an advisory and non-voting capacity to the Executive Board.

### Article 9.3

#### **Terms of Office of Executive Board Members**

Executive Board member terms **commence on 01 July and end on 30 June**. Current Executive Board members stay on as members of the Executive Board until the fiscal year has ended on 30 June, even if their last child has left the school before the end of the fiscal year.

#### 1. Elected Executive Board Members

a. **The 8 (eight) elected members of the Executive Board serve for terms of 2 years and may be re-elected.**

#### 2. US Ambassador to Austria or designee

a. If the US Ambassador to Austria selects a designee, this appointment shall be made on a **biennial basis**, concurrent with the spring elections.

b. The Ambassador's designee **may be re-appointed**.

#### 3. Faculty Liaison to the Executive Board

a. This selection will be made on a **biennial basis**, concurrent with the spring elections.

b. The faculty/staff selectee **may be re-selected**.

### Article 9.4

#### **Resignations / Vacancies on the Executive Board**

1. Members of the Executive Board may resign in writing at any time. The resignation is to be addressed to the Executive Board, and in the event of the joint resignation of the entire Executive Board, to the General Assembly.

2. In the event of the resignation or protracted incapacity of an elected member of the Executive Board, the Executive Board may appoint a provisional member to the Executive Board who shall serve until 30 June.

3. In the event of the resignation or incapacity of the faculty/staff member, the employees may select a successor to complete the unexpired term in accordance with the provisions of Article 9.3.3. Notification of the new appointment will be promptly made by the Executive Board to members of the Association/Verein.

#### Article 9.5

#### **Officers of the Executive Board**

1. Officers of the Executive Board shall include a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.

2. Officers shall be elected by the Executive Board and shall serve one-year terms from their election.

3. The election shall be at a re-organization meeting conducted at the conclusion of the regular June meeting of the Executive Board. The incumbent Chairperson of the Executive Board or another incumbent Executive Board member designated by the Chairperson shall preside at the re-organization meeting until the new Chairperson is elected.

4. The Executive Board may elect other officers and/ or deputies as necessary.

#### Article 9.7

#### **Duties of the Executive Board**

**The Executive Board is responsible for governing the Association/Verein in accordance with the applicable laws, the By-Laws of the Association/Verein and the decisions of the General Assembly.** In particular, the Board:

1. Supervises the operation of the American International School, it being understood that the major executive and management responsibility is delegated to the Director;

2. Appoints and discharges of the Director of the school;

3. Develops long range plans to protect the viability of the school;

4. Administers the financial assets, real estate, property and buildings of the Verein (Verein statute) and Association;

5. Reviews and presents the annual budget, the annual report and the financial statements to the General Assembly;

6. Prepares the agenda and other preparatory work for the General Assembly;

7. Calls the ordinary and extraordinary meetings of the General Assembly;

8. Ensures the implementation of the decisions of the General Assembly;
9. Elects associate members of the Association/Verein, and terminates associate memberships;
10. Develops and approves “The American International School's Policy Guide” which shall amplify and interpret the By-Laws as necessary and codify, for easy reference, the policy decisions of the Executive Board.
11. Conducts all business that is not reserved to the General Assembly according to the By-Laws.

Article 9.8  
**Conflict of Interest**

Any Executive Board member is expected to recuse himself/herself from discussion and voting on any issue in which he/she has a real or perceived conflict of interest.

Article 9.9  
**Financial Liability of Executive Board Members**

For obligations of the Association/Verein, the Association/Verein is liable with all its property. Executive organs (“Organwalter”) such as Executive Board members and (other) members of the Association/Verein are not personally liable unless statutory provisions state differently or the liability of the respective Executive organ is based on its personal legal relations to the creditor.

Article 10  
**Nominations and Removal from Office**

1. The Executive Board shall appoint each year a Nominations Committee consisting of at least 1 (one) member of the Board, who shall act as Chairperson, and at least 1 (one) member from the Association/Verein at large, for the purpose of preparing nomination procedures for the Executive Board and the Auditing Committee and presenting nominations to the General Assembly.
2. The nominations to be presented will be communicated by sending Association/Verein members a written notice by email at least 3 (three) weeks prior to the General Assembly.
3. Further nominations may be placed before the General Assembly by written notice to the Executive Board, signed by 15 (fifteen) ordinary members of the Association/Verein at least 2 (two) weeks prior to the meeting.
4. Petitions for removal of an Executive Board member must be submitted to the Executive Board, signed by 10% (ten percent) of the ordinary members of the Association/Verein, at least 4 (four) weeks in advance of the General Assembly. The petition will be communicated by written notice by email, to all members of the Association/Verein at least 3 (three) weeks prior to the meeting of the General Assembly.

## Policy Manual Part A: General Policy (Dec 14, 2015)

(Pages 4 - 7) Policies relating to Election Nomination Committee and Potential Candidates

### Policy 1.5 Executive Board

**The Executive Board is responsible for governing the Association/Verein in accordance with the applicable laws, the By-laws of the Association/Verein and the decisions of the General Assembly.**

#### Policy 1.5.1 Roles and Responsibilities

The Executive Board shall:

1. Recruit, appoint and, if necessary, discharge the Director of the school
2. Supervise the Director to whom is fully delegated the management of the operation of the American International School Vienna
3. Approve long range plans to protect the viability of the school and ensure the educational integrity of the school
4. Administer the financial assets, real estate, property and buildings of the Verein (Verein statute) and Association
5. Adequate cash reserves (25% minimum of the operational budget) shall be funded and maintained. The release of reserve funds shall be approved by the Executive Board. The optimum total level of reserves (operational reserve plus restricted reserve) is 50% of the annual Operational Budget.
6. Review and present the annual budget, the annual report and the financial statements to the General Assembly
7. Prepare the agenda and other preparatory work for the General Assembly
8. Call the ordinary and extraordinary meetings of the General Assembly
9. Ensure the implementation of the decisions of the General Assembly
10. Elect associate members of the Association/Verein, and terminate associate memberships
11. Develop and approve "The American International School's Policy Guide" which shall amplify and interpret the By-Laws as necessary and codify, for easy reference, the policy decisions of the Executive Board
12. Conduct all business that is not reserved to the General Assembly according to the By-Laws

### **Policy 1.5.2 Member Orientation, Development, and Termination**

The Executive Board shall establish a mechanism that manages the **recruitment, induction and training of new members**, and **ensures that the duties of the Board are carried out to a consistently high standard**.

The Executive Board may elect to take to the General Assembly the recommended termination of a member. The member remains bound to strict confidentiality of Board proceedings after termination, with no time limit.

### **Policy 1.5.3 Member Code of Conduct**

Executive Board members will conduct themselves lawfully, with integrity and high ethical standards in order to model the behaviors expected of staff and students and to build confidence and credibility.

When performing Executive Board responsibilities:

**1. The Executive Board's greatest concern is the education and welfare of all students.**

**2. Members will represent the interests of students and the Association.** This accountability to the Association supersedes:

- a. Any conflicting loyalty a member may have to other advocacy or interest groups;
- b. Loyalty based upon membership on other Boards or staffs;
- c. Conflicts based upon personal interest of any member;
- d. Conflicts based upon being a relative of, or having a social relationship with, an employee of the School.

3. A member of the Board may represent himself or herself as speaking or acting for the Board – implicitly or explicitly, only when the Board authorizes a particular statement or action.

- a. **Members will not assume personal responsibility for resolving operational problems or complaints;**
- b. **Members will not give personal direction to any part of the operational organization;**
- c. **Members interaction with the public, press, or other entities must recognize the inability of any member to speak for the Board except to repeat explicitly stated Board decisions;**

**4. To build trust among members and to ensure an environment conducive to effective governance, Members will:**

- a. Focus on issues rather than personalities;
- b. Respect and support decisions of the full Board;
- c. Exercise honesty, by means of full and unbiased communication, in all written and interpersonal interaction, never intentionally misleading or misinforming each other;
- d. Make every reasonable effort to protect the integrity and promote the positive image of the school and one another;
- e. Deal effectively with conflict and differences of opinion in a direct, professional and timely manner.

5. Members will exercise personal discipline in the performance of their duties, including proper use of authority and appropriate decorum when acting as Board members.

6. Members shall respect the confidentiality of information that is privileged under applicable law and shall maintain confidentiality appropriate to sensitive issues and information that otherwise may tend to compromise the integrity or legal standing of the Board, especially in those matters discussed in Executive Sessions.

7. Board members will recognize that Board business may be legally transacted only in a meeting with a quorum of the Board.

#### **Policy 1.5.5 Committees and Task Forces**

The Executive Board shall create committees (standing) to which it may assign specific tasks. Such committees report and are responsible to the Executive Board.

The Executive Board may create Task Forces (temporary) to which it would assign specific tasks. Such Task Forces will report and are responsible to a Committee and/or to the Executive Board.

#### **The Executive Board shall have standing Finance, Policy and Governance Committees.**

The purpose of committees and task forces is to discuss and analyze proposals, assemble pertinent supporting data, to inform the Executive Board on various facets of issue and to make recommendations for Executive Board decisions.

Committees and task forces shall have no authority in their own right, except where specifically authorized by the Executive Board.

Committee and task force membership is the prerogative of the Committee Chair, who will notify the Executive Board of membership. The Committee Chair may seek members from the Executive Board, administration, faculty and community. The Faculty Liaison to the Executive Board may serve on the governance and policy committee, however due to its mandate shall not serve on the Finance Committee.

**Each Executive Board member shall serve on at least one committee.** The chair of each committee shall be a voting Executive Board member. No Executive Board member shall chair more than one committee.

The Director and Chair of the Executive Board are ex-officio members of all Executive Board committees. Committee meetings are normally open only to committee members. The committee chair may also invite outside advisors to attend.

The Executive Board will institute two meetings with the Finance Committee each year (one in autumn, prior to the budgeting process), and a second meeting in the spring which all Board members and the Faculty Liaison may attend and ask questions.

**Recommendations to the Executive Board shall be based on a consensus of the committee.** If a consensus cannot be reached, opposing views shall be presented to the Executive Board for discussion.

## **The purposes of the standing committees shall include the following:**

### **Finance Committee**

- To ensure the school's financial integrity
- To monitor income and expenses, and address the outstanding and potential liabilities
- To review a recommendation for an efficient and competitive annual budget and follow-on year projection, in cooperation with the Director and other Executive Board Committees
- To review, and as necessary, revise, AISV financial policies and ensure compliance with them
- To review monetary investments to achieve AISV goals
- To receive and discuss the external auditors' report, and make recommendations to the Board and Director, as appropriate
- To make a recommendation regarding the investment policy for short and long term financial holdings

### **Policy Committee**

- To review Executive Board policies on an on-going basis and to recommend additions or changes when needed
- To review School By-laws and to recommend additions or changes when needed
- To oversee compliance with Executive Board policies relating to all areas of the school operation
- To review and make changes to policies, recommend their adoption by the Executive Board and ensure policies are properly documented and communicated to the community

### **Governance Committee**

- To review, develop and oversee Executive Board governance
- To plan, conduct and review an annual Executive Board evaluation
- To organize and review Executive Board training
- To plan, conduct and review an annual Director evaluation
- To recommend members for the Nominating Committee
- To develop and maintain a recruitment process for appointing new Executive Board and Auditing Committee members
- To plan and prepare for General Assembly meetings

# The American International School · Vienna

Procedure Manual Part A (June 5, 2015)

(Page 3 - 4) Procedures relating to Election Nomination Committee and Potential Candidates

## 1.5.2P AIS Executive Board Nominating Procedures

1. The Executive Board will nominate at its December meeting at least one of its members who is not running for re-election to Chair the Nominating Committee.
2. One member of the Association will be named as a Committee member. The opening will be advertised in Scoops for at least two weeks in February. **The Association representative will be nominated by the Chair and approved by the Board.**
3. Requests for volunteers to run for the Executive Board will be advertised in Scoops for all of March and April.
4. At least 3 weeks before the General Assembly, the list of nominations will be sent to the Association by email followed by a hard copy.
5. Further nominations may be made up to 2 weeks before the General Assembly, if received in writing and supported by 15 Association members. The final nomination list will be provided to the Association one week prior to the General Assembly.
6. Petitions to remove Board members must be received 4 weeks in advance of the General Assembly and be accompanied by at least 10% of the Association member's signatures.
7. Ballots will be accepted via electronic vote prior to the end of the General Assembly, or by written ballot at the General Assembly.
8. Electronic and written ballots will be collected and counted by the two members of the Nominating Committee, plus the Board Chair.
9. A tabulation of votes for each candidate will be shared with the Executive Board via email.
10. The new Board members will be announced in Scoops.

## 1.5.3P Member Code of Conduct

Each Board member is morally bound to keep the exchange of all information of a confidential nature and discussion thereof within the confines of the Board or Committee meeting. He is further obliged to restrict himself in these meetings to divulge confidential data on a need-to-know basis only.

Individuals or groups often confront a single Board member with issues which should be handled by the Director of the school. In those cases of apparent exception, it is incumbent upon the Board member to withhold commitment and/or opinion until the matter has been presented to the whole Board in a constituted session. It is often wise for a Board member to postpone the formulation of his own opinion until he has the benefit of hearing the issue discussed by the Board where all aspects of the problems are aired. A Board member is not able to obligate other members of the Board by predicting how they will vote.

In carrying out the policy for the handling of complaints, the Board will, therefore, observe the following procedure:

Neither the Board as a whole, nor any individual, will entertain or consider communications or complaints from staff, parents or others until they have first been referred to the Director. Only in those cases where satisfactory adjustment cannot be made by the Director shall communications and complaints be referred to the Board.

In such event, after hearing evidence submitted by the Director, the Board will, if it seems advisable, grant a hearing to the parties interested. Such hearing shall be during an Executive Session of the Board. A further appeal can be addressed to the Arbitration Board by any aggrieved parties. The procedures of the Arbitration Board are to be found in the By-Laws, Article 14.

With respect to any item where a Board member has a conflict of interest, he/she shall abstain from voting on such item. In cases of contention, the Board would decide whether or not a conflict of interest is deemed to exist.