



# AASCA

ASSOCIATION OF AMERICAN SCHOOLS  
OF CENTRAL AMERICA

*AASCA will be a model association that develops  
democratic leadership for today and tomorrow.*

## **BY-LAWS OF THE ASSOCIATION OF AMERICAN SCHOOL IN CENTRAL AMERICA**

### **Article I**

#### **Purposes**

1. Purposes of the organization shall be as set out in the Certificate of Incorporation.
2. The Organization shall at all times maintain its non-profit character, and shall under no circumstances permit any part of its net earnings or capital to inure to the benefit of any member or private individual or person.
3. It shall be the objective of the Organization to assist and to support the activities of United States oriented schools located in Central America by strengthening their capacity to serve as demonstration schools for United States ideas, teaching methods and purposes, all in the direction of excellence in education patterned upon United States concepts, curriculum, educational standards and requirements.

### **Article II**

#### **Membership**

1. Voting membership shall be as specified in the Articles of Incorporation. Members in good standing shall be the Directors or Chief Administrative Officers of schools which qualify as membership, which through their duly authorized representatives have applied for membership and have been admitted there to by the members of the Association, and which are not delinquent in payment of annual or other membership fees or dues which are from time to time assessed.
2. The Association may take in non-voting associate members if the membership believes these schools can benefit from AASCA and enhance its goals. These associate members would derive all benefits from AASCA and would pay regular dues.
3. New members may be considered, providing they meet the objectives listed in Article I and submit a written application. Upon receipt of such application, the President shall appointment a committee of members to study and recommend action on the applicant's status. The committee shall consist, insofar as possible; of one member from the applicant's country one officer and one other member. A written support shall be submitted to the membership stating why the committee feels membership is desirable or undesirable. At the next meeting, the recommendation shall be voted upon. To be admitted, a candidate must obtain a two thirds approval by those present and voting.



# AASCA

ASSOCIATION OF AMERICAN SCHOOLS  
OF CENTRAL AMERICA

*AASCA will be a model association that develops  
democratic leadership for today and tomorrow.*

## **Article III Meetings of the Membership**

1. The annual meeting of members of the Organization shall be held in early May at a location determined by the members.
2. The Organization shall be represented at the meeting by the directors of the school or chief administrative officers or by a representative appointed by the director and approved by the president of the school's governing board. In such cases, both the director and board president shall both sign a letter of authorization. In a case where the director or chief administrative officer has resigned, the president of the school's governing board may appoint a representative who must present written authorization from the governing board's president.
3. Special meetings of the membership may be called upon with ten days written notice, at any time by a majority of the membership, or by the President of the Organization and two members. Notice of such special meetings may be waived by unanimous consent of the members.
4. All meetings of the membership shall be presided over by the President of the Organization, or in the absence of the President, by the Vice-President.
5. At all meetings of the members, a majority of the membership shall constitute a quorum for the transaction of business. Members may not vote by proxy.
6. All meeting of the membership shall be conducted in accordance with Robert's Rule of Order, expecting that said rules may be suspended in whole or by a majority of the members present or represented.
7. The agenda of the annual meeting of the members shall include:
  - a. A report by the President upon the financial status and condition of the Organization, and upon the activities and plans of the Organization.
  - b. The election of officers.
  - c. The agenda of events for the coming school year.
  - d. Any matter pertaining to business, policies, plans, and activities of the Organization which any member requests, in writing, no later than two days prior to the meeting. Such other matters as the membership and/or the President determines are appropriate for consideration.



# AASCA

ASSOCIATION OF AMERICAN SCHOOLS  
OF CENTRAL AMERICA

*AASCA will be a model association that develops  
democratic leadership for today and tomorrow.*

## **Article IV Officers of the Organization**

1. The officers of the Organization shall be as specified in the Articles of Incorporation.
2. Elections to the office will be made at the regular annual spring meeting of the membership for a term of two years.
3. In addition to members, the membership may appoint, from time to time, such agents of the Organization as it shall deem necessary and appropriate.
4. The President shall preside at all times over the meetings. He/She shall have general supervision of the affairs of the Organization, shall keep the membership fully informed and shall freely consult with them concerning activities of the Organization. Also, the President shall have authority to sign atone, unless the membership shall specifically require an additional signature, in the name of the Organization, all contracts authorized either generally or specifically by the membership and shall perform such other duties as shall from time to time be assigned by the membership.
5. The Vice-President/Treasurer shall be the chief financial officer of the Organization and as such shall be responsible for the depositing of all monies collected by the Organization, paying all bills and maintaining all accounts. All financial reports must be available for examination by all members of the Organization.
6. The Vice-President/Treasurer shall have such powers and duties as may be assigned by the President or membership at any duly called meeting. In the absence of the President, the Vice-President/Treasurer shall perform the duties of the President. In the event of the resignation of the President in the middle of his/her term, the Vice-President/Treasurer shall become President for the remainder of the outgoing President's term.
7. In the event that the President has served his/her two year term and the Vice-President/Treasurer has served his/her two year term, the Vice-President/Treasurer, if willing, shall automatically ascend to the Presidency. In any other case, at the end of the President's two year term, elections shall be held for the office of President.
8. The Secretary act as secretary of all meetings and shall keep the minutes of all meetings and disburse them to the General Directors of all the member schools and the Tri - Conference executive Director. The Secretary shall perform all the duties customarily incident to the office of Secretary, subject to the control of the membership. The Secretary shall be authorized, to certify, by signature, copies of resolutions duly adopted by the members.
9. Other officer appointed in conformity with these by-laws or the Articles of Incorporation shall perform their duties under the general supervision of, and as determined by, the President.
10. Officers and employees of the Organization may be entitled to reasonable compensation, as, from time to time, determined by the membership, for services rendered to the Organization.



# AASCA

ASSOCIATION OF AMERICAN SCHOOLS  
OF CENTRAL AMERICA

*AASCA will be a model association that develops  
democratic leadership for today and tomorrow.*

## **Article V**

### **Special Responsibilities of the Membership**

1. The membership shall assure that the business affairs of the Organization, including its dissolution, if any, are in strict accordance with the laws of the jurisdiction in which the Organization conducts its business, that the non-profit character of the Organization is strictly adhered to, and that no part of the revenues, savings, or capital of the Organization inure to the benefit of any individual or private person except as permitted by law.
2. Securing or obtaining funds or resources for the Organization, and approval of the provision by the Organization of funds, contributions and other assistance to grantees or others for the purposes set out in the Articles of Incorporation and these By-Laws, shall be within the exclusive authority of the membership. In the exercise of these authorities, the membership shall have the authority to solicit or secure the rendering of assistance only permitted to organizations upon which tax-exempt status has been conferred pursuant to Internal Revenue Code S501 (as amended, or as may be amended or substituted). The membership shall review all requests for funds from other organizations, shall require such request specify the use to which the funds will be put, and only then, if appropriate, approve the request. Further, the membership shall require the donees or grantees furnish periodic accounting to show that donated or granted funds were expended for the purpose for which the grant or donation was made.

## **Article VI**

### **Contracts, Checks, Bank Accounts, Investments, etc**

1. The membership is authorized to select such depositories as it shall deem proper for the funds of the Organization and shall determine who shall be authorized in the Organization's behalf to sign bills, notes, receipts, acceptances, laws, endorsements, checks, releases, contracts and documents.
2. The funds of the Organization may be retained in whole or in part in banks, or be invested or reinvested from time to time in such property (real, personal or otherwise), or stocks, bonds or other securities, as the membership in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments; provided, however, that the membership shall not invest the property of this Organization in such a manner as to violate Section 504(a) (3) of the Internal Revenue Code of 1954 as now in force or afterwards amended.



**AASCA**

ASSOCIATION OF AMERICAN SCHOOLS  
OF CENTRAL AMERICA

*AASCA will be a model association that develops  
democratic leadership for today and tomorrow.*

## **Article VII Corporate Seal**

The seal of the Organization shall be circular in form and shall bear the name of the Organization.  
(This needs to be rewritten as the logo change.)

## **Articles VIII Dues**

Membership dues shall be as determined annually by the membership.

## **Articles IX Amendments**

These By-Laws may be amended, added to or repealed by a vote of the majority of the membership, provided notice of intention to amend the By-Laws shall be communicated to each member at least ten (10) days before the meeting. These By-Laws may also be amended, added to, or repealed by the members at any meeting of said members by a vote of those present at such meeting called for that purpose.