

**STATUTES  
AMERICAN EDUCATIONAL ASSOCIATION  
APRIL, 2002**

**ARTICLE 1- ESTABLISHMENT, DOMICILE, TERM**

The American Educational Association founded on March 29, 1959, and legally domiciled in La Paz, Bolivia, is a legal entity # \_\_\_\_\_ approved by the Prefectura of the Department of La Paz.

It is a private, financially autonomous non-profit educational entity of perpetual duration established in adherence to the norms of the Civil Code and the dispositions of Ministerial Resolution No. 906 issued by the Ministry of Education on November 12, 1958.

**ARTICLE 2 - OBJECTIVES**

The objectives of the Association are:

- a) to provide appropriate educational facilities;
- b) to provide instructional programs in the English language for children of parents or guardians who desire a quality education based on United States of America educational standards, practices and democratic principles;
- c) to provide a program that prepares students to enter post-secondary education;
- d) to provide the students the opportunity to graduate with the Bolivian Bachillerato;
- e) to promote a spirit of international understanding of cultural diversity and fellowship through instructional, recreational and cultural activities which will seek to maximize the benefits to be derived from association within an international community;
- f) to abide by the standards for accreditation prescribed by the Southern Association of Colleges and Schools;
- g) to use the Association's Mission Statement and the above objectives to direct and guide all aspects of the Association's educational program.

**ARTICLE 3 - LIABILITY**

The American Educational Association does not and will not seek any personal gain for its members. Any and all earnings and contributions will be invested in the educational institution.

The liability of the Association is limited to its net assets with no personal liability for its members.

No member of the Association shall be personally liable for any bills or obligations of the School past or present except for payment of such subscriptions or other dues or fees as are prescribed by the Board or by resolution of the Membership.

Failure to comply with or pay subscriptions or other dues or fees in a timely manner as prescribed by the Board or by resolution of the Membership may be subject to penalties set by the Board.

#### **ARTICLE 4 - LIMITATIONS**

The School is non-denominational and a-political. The school shall not engage in any activity to promote or show bias for or against any religious or political preference.

#### **ARTICLE 5 - ASSETS**

The assets of the American Educational Association comprise all movable goods and/or real property owned or acquired by the Association under any title, and the object thereof shall be to organize, foster, promote and motivate education in adherence to the objectives in Article Two of these Statutes.

The Association's assets Comprise the following:

- a) The American Educational Association's real properties with their corresponding installations are registered at the Real Estate Office in the city of La Paz under computerized entries No. \_\_\_\_\_, registered \_\_\_\_\_, located on \_\_\_\_\_;
- b) The movable goods that are currently located inside the real property described in Article 5 point a;
- c) The movable goods and real property acquired through purchase or in any other way for the Association's benefit;
- d) The contributions made by the students' parents;
- e) Tuition payments made to cover the educational facility's operating expenses;
- f) Any legacies, donations, gifts or subsidies;
- g) The ordinary contributions made by each associate, which amount shall be set by the Board (These contributions are indivisible and nontransferable. Likewise, the amount corresponding to tuition payments shall be set every year);
- h) The donations, legacies, subsidies and other economic resources that are obtained by the Association and the financial resources from external and internal credits.

The resources obtained by the Association in any of the aforementioned manners shall be destined exclusively to the development and implementation of its activities and none of its members may claim for himself/herself total or partial ownership of the Association.

All the assets or goods obtained by the Association under any title shall be subject to the legal dispositions in effect in the country with respect to their conservation and disposition. Goods with a value of more than \$2,000.00 may be transferred or sold only with the unanimous vote of the Board. Said transfer or sale must be recorded in the financial report.

It is clearly established that the revenues earned by the Association, whether ordinary or extra-ordinary, shall be destined exclusively to stimulate education, educational programs, foreign and domestic teaching staff and to cover all the expenses necessary to maintain the educational facility. The aforementioned revenues may not be distributed directly or indirectly among the members of the Association.

If the American Educational Association is liquidated, the aforementioned assets will be distributed among other entities with a similar objective, or donated to public institutions.

## **ARTICLE 6 - MEMBERSHIP**

Membership of the Association shall consist of:

- a) Each parent or legal guardian of a student enrolled in the school; with said parent or legal guardian resident in Bolivia who is current in all financial obligations with current being defined as through the end of the previous quarter;
- b) Full-time members of the certified staff of the school with certified being defined as licensed to teach in the United States, Bolivia, Canada or in another country;
- c) Under no circumstances will the School accept as members of the Association any person involved in drug trafficking activities, terrorism or other unlawful activities.
- d) Membership status may be reviewed by the Board at any time.

## **ARTICLE 7 - MEMBERS' RIGHTS**

The members of the American Educational Association have the following rights:

- a) Members may attend the Association's ordinary and extra-ordinary meetings, being entitled to voice their opinion and vote at said meetings;
- b) Members may attend the open session of every board meeting;
- c) Members may request to review the minutes of board meetings once the minutes have been approved. Members may request and review the Statutes of the Association.
- d) The members (father and mother or legal guardian) are each entitled to cast one vote, disregarding the number of children attending the educational facility. In the event one of

the parents fails to attend a meeting, the parent who is present at said meeting may vote on his or her behalf.

e) Single parent members have the right to one vote.

f) An Association of parents and teachers may be constituted by a majority vote of the General Assembly of the Association. No By-laws or decisions shall conflict with the decisions, policies, or procedures adopted by the Board of Trustees of the American Educational Association. They shall be deemed null and void and the decision of the Board of Trustees of the American Educational Association shall, in all cases, control.

## **ARTICLE 8 - MEMBERS' RESPONSIBILITIES**

The members of the American Educational Association have the following responsibilities:

a) Comply and ensure compliance with dispositions of these Statutes, the Association's Regulations, Student Handbooks and the Policies adopted by the Board or General Assembly;

b) Attend ordinary and extra-ordinary meetings convened by the Board of Trustees or by the members of the Association;

c) Pay on their due date all the contributions and tuition payments mentioned in these Statutes;

d) Make the contribution as described in Article 8 point c in United States Dollars. The amount of said contribution will be set by the Board of the Association and communicated to the membership at the beginning of each academic year. The object of said contribution is to cover all the expenses incurred to acquire materials, books, equipment and technology which are regularly imported from the United States of America and which are necessary to achieve the objectives of the Association;

e) Pay the tuition which shall be set on an annual basis by the Board of the Association, this payment is independent from the contribution set in (d) above;

f) Respect and abide by the decisions adopted by the Board of Trustees and/or the General Assembly.

## **ARTICLE 9 - DISMISSAL AND CAUSES**

A member of the American Educational Association will forfeit his or her membership in the event he or she violates these Statutes, Regulations and Policies.

Prior to the dismissal of a member, the Board of the Association will conduct an investigation to determine if violations have occurred.

The implicated member will be informed of the charges against him/her and be provided the opportunity to defend himself before any decision is taken.

The following may constitute causes for dismissal:

- a) Failure to be current in the contributions and tuition payments according to the established payment policies;
- b) Failure to comply with the Policies of the Association;
- c) Student misconduct or substandard academic performance.
- d) For non-completion of the Registration Contract.

## **ARTICLE 10 - STRUCTURE AND ORGANIZATION**

To comply with its purpose and objectives the American Educational Association adopts the following structure:

- (a) General Assembly
- (b) Board of Trustees
- (c) School Superintendent
- (d) American Educational Association's Staff
- (e) Students

## **ARTICLE 11- MEETINGS OF THE GENERAL ASSEMBLY**

- a) The General Assembly constitutes the highest authority and decision making body of the Association. The General Assembly shall be composed of current members of the Association;
- b) Ordinary General Assembly meetings can be held to discuss education issues, school environment, administrative activities, financial topics and elect Board members;
- c) There shall be no fewer than three meetings of the Association per year of which two will be business and one will be election of the Board of Trustees. The Board shall establish the dates of regular meetings. Notification of the agenda and supporting documentation will be sent to the membership not less than one week prior to the meeting. The first meeting shall be called within 90 days after the opening date of the school and the last, or election meeting, shall be called not later than one week before the scheduled closing date of the school.
- d) The last General Assembly meeting will elect members to the Board of Trustees of the Association;
- e) Extra-ordinary meetings of the General Assembly shall be held whenever necessary to consider urgent or exceptionally important matters. Extra-ordinary meetings may be convened by the Board of Trustees or upon written request of twenty-five percent of the current members of the Association. Notice of extra-ordinary meetings will be sent to the General Membership not less than one week prior to the meeting. Extra-ordinary meetings held at the request of twenty-five percent or more members must be held within ten days of the date in which

the request was received by the Secretary. Extra-ordinary meetings may deal only with the subject appearing in the call thereof;

f) The business of the General Assembly meetings shall be transacted bilingually in Spanish and English.

## **ARTICLE 12 - QUORUM OF THE GENERAL ASSEMBLY**

a) Ordinary General Assembly Meetings shall be validly held no matter the number of attendees;

b) The resolutions and decisions of the General Assembly in an ordinary or extra-ordinary meeting must be approved by half plus one of the entire membership. If the total vote on an issue equals or exceeds half plus one of the total number of current members in favor or against a resolution or decision, this vote will be considered binding, except in the election of members of the Board of Trustees;

If the vote tally of half plus one is not reached either for or against a resolution or decision at the General Assembly, then another vote will be conducted by ballots which will be distributed to the entire membership. A period of two weeks will be given for ballots to be returned to the Superintendent's Office;

c) Ballots will be counted by an independent committee appointed by the General Assembly and will include two members of the Board of Trustees;

d) If a vote of half plus one is not reached for or against a resolution or decision, the issue is not approved;

e) The resolutions or decisions approved by the General Assembly are binding and the Membership must comply therewith.

## **ARTICLE 13 - AMENDMENT PROCESS**

These Statutes may be totally or partially amended by the following procedure:

a) A petition is gathered with the signatures of twenty-five percent of the current members, one petition for each article where change(s) is/are proposed.

b) The petition must be submitted two weeks before the Extra- Ordinary meeting.

c) The Board of Trustees can propose amendments for consideration without going through the petition process, but an amendment to the Statutes whether proposed via petition or by the Board will follow these steps:

1) A presentation of a proposed amendment will be made at the second General Assembly meeting by a representative of the petitioning group.

2) All amendments proposed, whether by petition or by the Board, will be voted upon by the General Assembly as outlined in Article Twelve.

3) All ballots will be counted by an independent committee of four Association Members and two board representatives and the results announced and published. All amendments that receive a vote total that equals or exceeds half plus one of all current members will be adopted. Amendments that do not receive a vote total that equals or exceeds half plus one of all current members will not be adopted.

## **ARTICLE 14 - THE ASSOCIATION'S BOARD OF TRUSTEES**

a) The Board of Trustees is the representative organ of the Association in charge of implementing the objectives of the Association as outlined in Article Two. It is responsible for ensuring compliance with the resolutions and decisions adopted at the General Assembly Meetings.

b) The Board of Trustees will be composed of ten members. Five shall be United States citizens, three shall be Bolivian citizens and two shall be third country citizens. School employees and their respective spouses shall be excluded from serving on the Board of Trustees. The United States Ambassador has the right to appoint a non-voting representative to the Board of Trustees.

c) The officers of the Board of Trustees will be a Chairman, Vice-Chairman, Treasurer and Secretary. The Chairman and Vice-Chairman must be United States Citizens.

d) TERM - The members of the Association's Board of Trustees may hold office for a term of two years computable from the date they assume their respective function. A member may be re-elected for a maximum of two additional terms. Each member of the Association's Board of Trustees can serve for a maximum of three consecutive terms. After serving three consecutive terms, a member may seek re-election but he/she must sit out one complete term.

e) ELECTION - The members of the Board of Trustees shall be elected by the General Assembly.

f) OFFICERS - The new Board of Trustees shall meet at the earliest convenient date following the annual meeting to elect officers for the following year. The meeting shall be called and presided over by the Chairman of the outgoing Board or his designated representative. The officers of the Board of Trustees shall be elected from its members by a two-thirds vote.

g) IMPEDIMENT - In case of impediment, disease, absence or other causes that impede the performance of a Trustee, that Trustee may be replaced through appointment by the Board of Trustees. If the Chairman of the Board is absent, he/she will be replaced by the Vice-Chairman.

h) VACANCIES - The Board must appoint interim members from the General Assembly to fill vacancies which may occur between Board elections. The interim appointment shall be for a period of time preceding the next annual election.

i) BOARD MEETINGS - The Board must hold ordinary meetings once a month throughout the school year and two additional meetings to review the Budget and to set goals for the new school year. Extra-ordinary meetings may be convened by the Chairman or upon request of two members of the Board or upon request by the Superintendent of the School.

j) QUORUM - The necessary quorum to hold a meeting of the Board of Trustees shall be half plus one. Half plus one of the members shall adopt resolutions. The Chairman of the Board of Trustees shall be entitled to cast one vote, and an additional vote in the event of a tie.

k) MINUTES - The Board of Trustees must maintain a Book of Minutes of all ordinary, extra-ordinary and General Assembly Meetings.

l) VOTING - A two-thirds majority is required on Board decisions on the following items: amending the statutes, election of Board officers, and hiring or firing the Superintendent.

m) REMOVAL - A member of the Board of Trustees may be removed by a vote of two-thirds of the members of the Association at any Membership meeting provided the reasons for the proposed removal have been published. Board members must be current in all financial obligations in order to remain on the Board of Trustees.

## **ARTICLE 15 - BOARD OF TRUSTEES - MANAGEMENT RESPONSIBILITIES**

**The Board of Trustees shall be responsible for the determination of policies for the management of the School, for which purpose it shall have the following powers and responsibilities:**

a) Comply with the resolutions of the General Assembly and ensure compliance by the current members.

b) Appoint, evaluate and dismiss a Superintendent and determine his powers and responsibilities.

c) Review and approve the annual school budget and monitor the correct execution thereof.

d) Supervise receipts and expenditures within the approved budget.

e) Analyze and decide on the Association's debts, be it from parents, students and/or legal entities.

f) Acquire, dispose of, mortgage, administer and lease property. In the event that the Board intends to dispose of real property, the decision must be approved by a Resolution of the General Assembly.

g) Request credits and loans for the Association's benefit, with or without posting special guarantees, borrow money, mortgage or encumber the Association's assets. All the aforementioned actions require prior consent of the Association.

h) Authorize the signature of contracts and powers of attorney.

i) Solicit and accept legacies, grants, gifts, subsidies and donations.

j) Inform the General Assembly about the Association's activities.

k) Demolish and erect buildings

l) Draft and modify the School's internal regulations and ratify or modify regulations for the School submitted by the Superintendent.

m) Ratify admission or expulsion of pupils in cases referred by the Superintendent.

n) Upon written request, hear any appeals submitted by members of the certified staff who may have been discharged by the Superintendent.

o) Provide advice to the School's administration concerning the development of its activities.

p) Establish committees to resolve issues and concerns.

- q) Ensure the availability of staff necessary for accomplishing the mission of the American Educational Association.
- r) Designate another person to sign documents on behalf of the Chairman in case he/she ceases to exercise his/her functions or resigns.
- s) Carry out and conclude all acts for which no articles were foreseen by the Association, given that said articles may not be limitive in nature.

**ARTICLE 16 - NOMINATING COMMITTEE**

- a) A nominating committee of not less than five members of the Association, at least two of whom must be Members of the Board, shall be appointed by the Board of Trustees not less than eight weeks prior to the date set for the last General Membership Meeting of the year;
- b) The Board of Trustees shall publish the names, addresses and phone numbers of the nominating committee within one week of their appointment. The committee shall present a list of candidates;
- c) The committee, shall receive and act upon all nominations made and seconded in writing by members of the Association. The members of the committee shall submit to the chairman of the committee, not less than twenty days before the election, the names of candidates, information that will enable the committee to determine the nationalities of the candidates, evidence that the candidate would serve if elected and that they will abide by the objectives of the Association as outlined in Article 2. The Committee will certify that all candidates are members of the Association and current in all financial obligations;
- d) The chairman of the committee shall submit to the Secretary of the Board, not less than fifteen days prior to the election, the appropriate slate which shall include for each candidate the information listed in the preceding paragraph. The Secretary shall certify the eligibility of the candidates to the Chairman of the Board of Trustees who shall submit the slate of candidates in writing to the Members of the Association at least ten days prior to the election;
- e) The ballot will be distributed at the election meeting;
- f) An Election Committee of five members of the General Membership shall oversee the voting process and the counting of ballots.

**ARTICLE 17 - CHAIRMAN OF THE BOARD OF TRUSTEES**

CHAIRMANSHIP - The Chair of the Board of Trustees shall be the Association’s legal representative.

FUNCTIONS - The Association’s Chairman shall have the following responsibilities:

- a) Chair all ordinary and extra-ordinary Board meetings and Association meetings.
- b) Shall appoint all committees.

- c) May act as ex-officio member of all committees.
- d) Shall represent the Board of Trustees in all matters requiring Board action.
- e) Shall see that the Statutes, Internal Regulations, and the resolutions of the Board of Trustees and of the Membership are carried out.
- f) Grant administrative and legal powers of attorney for all purposes, after obtaining consent of a majority vote of the Board of Trustees.
- g) Carry out all the acts, contracts, negotiations and proceedings that may be necessary for the best management of the Association's business and interest. Sign all the documents, correspondence, contracts, titles, securities, checks, payment vouchers in conjunction with the Treasurer, Principals or Superintendent.
- h) Sign the minutes of all the meetings of the Board of Trustees as well as Association Meetings in conjunction with the Secretary.

**ARTICLE 18 - VICE-CHAIRMAN OF THE BOARD OF TRUSTEES**

VICE-CHAIRMAN - Upon the absence or resignation of the Chairman of the Board of Trustees, the Vice-Chairman shall replace him/her with the same powers and responsibilities.

**ARTICLE 19 - SECRETARY OF THE BOARD OF TRUSTEES**

The Secretary has the following responsibilities:

- a) Keep current the Book of Minutes of all ordinary and extra-ordinary Board meetings and ordinary and extra-ordinary Association meetings;
- b) Sign the minutes of all ordinary and extra-ordinary Board meetings and ordinary and extra-ordinary Association meetings;
- c) Certify candidates for election to the Board of Trustees as required in Article 16;
- d) Shall prepare correspondence as necessary;

**ARTICLE 20 - TREASURER OF THE BOARD OF TRUSTEES**

The Treasurer has the following responsibilities:

- a) Monitor the collection of tuition payments;
- b) Shall review the monthly report of fiscal activities prepared by the Accounting Department and present findings to the Board;
- c) Shall co-sign checks and other bank documents related to the educational facility;
- d) Assist the Superintendent in preparing the annual School budget to be reviewed and approved by the Board of Trustees;

- e) Chair of the Financial Committee

## **ARTICLE 21- AUDIT OF SCHOOL ACCOUNTS**

The Board of Trustees shall designate an Auditing firm to carry out an independent audit of the accounts of the School every year.

The independent auditors report must be presented to the Board of Trustees thirty days after it is completed and a report made to the Membership at the first General Membership business meeting.

An auditing firm will be chosen after soliciting bids from at least three companies.

The audit report shall be made available upon request to any member of the Association.

## **ARTICLE 22 - LIQUIDATION OF THE AMERICAN EDUCATIONAL ASSOCIATION**

The American Educational Association may be dissolved by a three-fourths vote of the total Membership at a meeting of the Membership called for that purpose, provided that a full written explanation of why this is proposed has been sent to the Membership at least thirty days before the date of the meeting. The School cannot be liquidated prior to the end of the academic year.

In the event that such liquidation is approved, the assets of the Association at the time of dissolution shall be used to help meet outstanding obligations of the Association.

Any balance which may remain shall be disposed of as determined by a three-fourths vote of the Membership of the Association subject to such approval as may be mandatory under the terms of grants, loans, or other services of assistance to the Association and prevailing requirements of the Civil Code of Bolivia.

However, no asset or parts thereof shall be distributed among members of the Association.

## **ARTICLE 23 - SUPERINTENDENT OF THE AMERICAN EDUCATIONAL ASSOCIATION**

The Superintendent of the American Educational Association shall be directly and personally responsible to the Board of Trustees for the operation of the School in accordance to the Objectives in Article Two and the policies, procedures and regulations determined by the Board. He shall be citizen of the United States of America with the academic preparation required by the Southern Association of Colleges and Schools.

The Superintendent is the head of the administrative and educational personnel. His powers and duties shall include the following:

- a) Formulate and implement the educational program of the School that is consistent with the Objectives of the Association as stated in Article Two;
- b) Suspend pupils for a period not to exceed two consecutive weeks, an extension of which would need Board approval;
- c) Recommend to the Board the expulsion of pupils;
- d) Serve as ex-officio member of the Board of Trustees without a vote;
- e) Draft the annual budget jointly with the Treasurer of the Board of Trustees to be approved by the Board of Trustees and bear responsibility for its execution;
- f) Hire and terminate certified and classified staff, as delegated to the Superintendent by the Board of Trustees.
- g) Directly supervise the Elementary and Secondary Principals;
- h) Propose, revise, and implement policies, with the approval of the Board of Trustees.

#### **ARTICLE 24 - STAFF OF THE AMERICAN EDUCATIONAL ASSOCIATION**

The staff of the American Educational Association shall abide by the General Labor laws of Bolivia and the policies and regulations of the School.

#### **ARTICLE 25 - LEGAL DOCUMENTS**

The legal documentation regarding the creation of the American Educational Association and all cooperation and coordination agreements between the American Educational Association and public and private institutions, whether domestic or foreign, must be recorded in written documents and maintained at the Association's Administrative Office. These documents will be available for review by Members of the Association.

#### **ARTICLE 26 - INTERPRETATION AND IMPLEMENTATION OF THE STATUTES**

These Statutes will become effective immediately upon approval of the General Assembly.

The definitive and official interpretation of these Statutes resides exclusively with the Board of Trustees of the American Educational Association.

For situations not anticipated by these Statutes, decisions must be adopted at meetings of the Board of Trustees and recorded in the Book of Minutes.

The Board of Trustees shall issue internal regulations to parents, faculty and administration implementing these Statutes.