# Association

# of the

# International School of Ouagadougou

## *BY-LAWS*

***Approved by the Association***

***May 2025***

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## Section I – General Association Meetings

1. Ordinary general meetings of the membership of the Association – as defined in Article III.A.1 of the Constitution – shall be held on the second Tuesday of November and May of each year. *(Revised May 2025)*
2. Extraordinary general meetings may be held when:
   a. The Association's Board of Trustees resolves that such a meeting should be convened; or
   b. The Board receives a written petition endorsed by 25% of the members of the Association. A meeting shall be convened within six weeks of the Board's receipt of such a request.
3. Members shall be notified by the Board of Association meetings with two weeks' notice.
4. Members may submit items to be included in the agenda of any general Association meeting. Such items must be submitted in writing to the Board at least 10 days before the meeting.
5. The Board shall distribute the agenda to all members at least one week before the meeting.
6. No quorum shall be required to conduct the business of the Association in its general meetings.
7. Voting shall be by show of hands. However, for the election of Trustees as described in Section II.E of these By-Laws, or at the explicit request of a member, voting shall be by written ballot.

## Section II – The Board of Trustees

### *A. Powers of the Board*

1. All executive powers of the Association shall be vested in a Board of Trustees; only the Board acting jointly may exercise the executive powers vested in it.
2. The Board shall exercise its powers in meetings that are open to the Association membership.
3. The Board's voting members (as defined in section II.C.1 of these By-Laws) may, however, meet with the Director in closed or executive session for the purpose of deliberating on reports or matters of a sensitive or confidential nature that would not be in the best interest of the School or of individuals to be made public. Minutes of such meetings shall be kept in a file to which only voting members and the Director have access.
4. In situations of *force majeure* the Board may meet virtually.
5. The Board shall make such policies and regulations for the running of the School as it considers necessary; it shall make these policies and regulations available to members of the Association.
6. The Board shall adopt an annual work program and budget and present these documents to the November Association meeting; the Board shall submit a report on the execution of the annual work program and budget to the May Association meeting.
7. The Board shall designate banks and trust companies with which the funds of the Association shall be deposited and shall provide for the manner in which the funds may be withdrawn.
8. The Board shall approve the School's fee schedule, including tuition, registration and other fees.
9. The Board shall periodically review the admissions policy and practices of the School.
10. The Board shall employ a Director who shall be the chief executive officer of the School. The Director's term of appointment and salary and benefits shall be determined by the Board. The Director shall implement the policies of the Board and shall be answerable to the Board. The Director shall employ the teaching, administrative and auxiliary personnel required to run the School in consultation with the Board; the Board shall approve their salary and benefits schedule.
11. The Board shall conduct an annual evaluation of the Director.

### *B. Obligations of the Board*

1. Trustees shall hold the present and future interests of the Association and the School in trust, and shall bear individual and collective fiduciary responsibility for their solvency.
2. Trustees shall adhere to the highest ethical standards in discharging their Board duties and shall publicly sign code of conduct and conflict of interest declarations to that effect for each year of office held; serious breaches of these undertakings shall lead to disciplinary measures, including dismissal, as provided for in procedures laid down by the Board to that end.
3. Participation in board and committee meetings is mandatory for trustees, and excessive absences may constitute grounds for mandatory resignation.
4. The work of Trustees shall be undertaken on a voluntary basis: no salaries or other compensation shall be paid for services rendered as a trustee; reasonable expenses incurred in connection with such services may be reimbursed.

### *C. Composition of the Board*

The Board of Trustees shall consist of:

1. Voting members, who shall be members of the Association as defined in Article III.1(a) of the Constitution and may not be employed by, or do gainful business with, the International School of Ouagadougou, comprising:
    a. Six Trustees elected by the Association membership
    b. Two Trustees appointed by the outgoing Board.
2. One designated representative of the US Embassy of Ouagadougou. In the event that the designated representative does not have a child at the school, he or she will still retain voting privileges.
3. Non-voting members, comprising:
4. One ex-officio member: the Director
5. One representative of faculty
6. One student representative elected by the High School student council.
7. The Board shall strive towards a composition of 50% men and 50% women.

### *D. Mandate of the Board and term of office of voting members*

1. The mandate of each Board shall be for one year commencing August 1 and ending July 31.
2. Voting members of the Board shall be elected or appointed to serve two-year terms; where there are not sufficient candidates able to commit to two years, one-year terms may exceptionally be authorized by the Board, which shall in such cases take steps to ensure that the mechanism provided for in II.D.3 below is adjusted as appropriate to continue to ensure continuity.
3. The Board seats of four out of eight voting members (one appointed and three elected Trustees) shall be renewed each year at the May Association and Board meetings.
4. Trustees shall serve for no more than six years in total.

### *E. Procedures for electing and appointing voting members of the Board*

1. Candidates for elected membership of the Board of Trustees shall be parents of current students to whom none of the exclusion criteria specified in Section II.C.1 applies.
2. Candidates for elected membership of the Board of Trustees shall submit a signed application form confirming that they are willing to serve at least one full term of two years.
3. The application form, which shall include a brief description of the candidate's skills and experience, shall be submitted to the chair of the Trusteeship Committee at least 10 days

before the May Association meeting, and shall be countersigned by two other Association members.

4. In notifying Association members of the agenda of the election meeting as per section I.5 of these by-laws, the Board shall include the application forms of all candidates for election.
5. Elections shall be by written ballot.
6. In case of a tied vote for the last remaining vacancy, a run-off election shall be held immediately.
7. Trustees to be appointed as voting members of the Board shall be identified by the Board in line with the skills, expertise and experience profiles required by the School. Appointments shall be confirmed at the outgoing Board's final meeting of the academic year and notified to the Association.

### *F. Dismissal, resignation and replacement of voting members of the Board*

1. Trustees adjudged by the Board to be egregiously in breach of the code of conduct or conflict of interest declarations referred to in section II.B.2 of these by-laws shall be dismissed forthwith.
2. Excessive absences may constitute grounds for disciplinary action, up to and including mandatory resignation.
3. Trustees may at any time resign by notifying the Chair in writing with four weeks' notice. They shall continue to perform their Board duties until their period of notice has been served.
4. In the event of a Trustee resigning or being dismissed, the Board shall appoint a replacement to complete his or her term of office, and notify the Association membership accordingly.

### *G. Officers of the Board*

1. The Board shall, at its first meeting of the school year, elect a Chair, Deputy Chair, Treasurer and Secretary, for a period of one school year.
2. Duties of the Officers of the Board:
   a. The Chair shall chair meetings of the Association and those of the Board, casting a decisive vote in the event of a tie; the Chair shall publicly represent the Association, notably before the national authorities, the general public and the diplomatic and business community in Burkina Faso.
   b. The Deputy Chair shall assume the Chair's duties in the event of the latter's absence.
   c. The Treasurer shall chair a Finance Committee responsible for: preparing the annual budget and subsequent revisions for the Board's approval; preparing monthly and annual financial reports to the Board; preparing and presenting the Board's financial reports to general Association meetings; ensuring that the Association's accounts are audited annually by a firm of good repute; and making appropriate recommendations to the Board on financial policy.
   d. The Secretary shall: prepare and distribute minutes of all Board and Association meetings; conduct all correspondence relating to Board and Association meetings; and maintain a record of all correspondence and documents relating to the operation of the Association.

### *H. Meetings of the Board*

1. The Board shall meet in eight ordinary sessions during the school year from September to June.
2. Members of the Association shall be entitled to observe all Board meetings other than those convened pursuant to Sections II.A.3/4 of these by-laws, and shall be notified at

least three days in advance of the time and venue at which open Board meetings are scheduled to take place.

3. In the event of it proving impractical to hold a Board meeting on the scheduled date owing to the impossibility of establishing a quorum or because of clashes with holidays or other events, an alternative date shall be set and notified to Association members at least three days in advance.
4. Five voting members shall constitute a quorum for the transaction of the Board's business.
5. Decisions of the Board shall be made by a simple majority of those voting members present. The Chair shall cast a deciding vote in case of a tie. There shall be no voting by proxy.
6. The Chair shall establish the agenda for each Board meeting in consultation with the Director and other trustees. The Board may include specific items on the agenda at the written request of Association members submitted at least one week before the meeting. The finalized agenda and the minutes of the previous meeting shall be made available to Association members at least five days in advance of the meeting.
7. When events require the Board to reach an urgent decision, an extraordinary meeting may be convened by the Chair or any two voting members. The agendas of such extraordinary meetings shall be limited to the specific items they are convened to address. Members of the Association shall be notified in advance of the time, venue and agenda of such extraordinary meetings.
8. The Board shall appoint Finance and Trusteeship Committees. The mandate of the Finance Committee shall be as described in Section II.G.2. The Trusteeship Committee shall be responsible for: safeguarding the integrity of the constitution and the by-laws; ensuring Board policies are regularly reviewed and consistent with the constitution and the by-laws; monitoring Trustees' compliance with conflict-of-interest and code of conduct commitments; identifying potential new Trustees; organizing training and orientation sessions for the Board.
9. The Board may appoint further advisory committees to make recommendations in different policy areas as it deems necessary. Membership and meetings of committees dealing with issues of a sensitive or confidential nature as defined in Section II.A.3 of these by-laws shall be restricted to Trustees. Membership and meetings of other committees shall be open to Association members; external expertise may be consulted as required.
10. The Board can invite the Principals, the Faculty Representative or the Staff Representative to report to the Board on their area of competence.

## Section III – Auditing the Association

The Board shall designate a firm of good repute to perform an independent annual audit of the financial accounts and related records of the Association in accordance with double-entry requirements. The Association's fiscal year shall begin on August 1 and end on July 31.

## Section IV – Amendments to the By-Laws

1. These By-Laws may be amended at an Association meeting by a vote of those present.
2. Amendments to the By-Laws may be proposed by the Board or by any Association member.
3. The text of any proposed amendment shall be sent to the Board at least 20 days before the Association meeting at which it is to be tabled.
4. The Board shall forward the text of any proposed amendment so received to members of the Association at least 15 days before the Association meeting at which it is to be tabled.
5. The votes of two-thirds of the Association members present at the meeting shall be required to effect an amendment.