

# **TASIS Parent Association**

## **BY-LAWS**

### **Article I – Name and Seat**

This organization (association ruled by § 60 and following of the Swiss Civil Code) will be known as the TASIS Parent Association. Hereafter referred to as “TPA” or “Association”. The organization’s seat shall be c/o TASIS, CH-6926 Montagnola, Switzerland and the Association’s Board of Directors will determine its postal address.

### **Article II - Objects**

The objects of the TPA are:

1. To promote open communication and collaboration among parents, teachers and administrative staff
2. To represent the views of parents to the school
3. To provide a forum for discussion among parents concerning issues of common interest
4. To organize social/fundraising activities
5. To foster a spirit of inclusion and cooperation between the entire school community
6. To carry out any other activity to further the TPA’s objects.

The TPA has the following powers in order to further the Objects (but not for any other purpose):

- (a) To raise funds;
- (b) To establish or support any charitable trusts, associations or institutions formed for any of the purposes included in the Objects;
- (c) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves; upon approval of the annual report, the General Assembly will determine an adequate amount of income from the previous fiscal year to be carried over to the following year in anticipation of expenses relating to activities that occur prior to the new year's collection of funds.
- (d) To employ and remunerate such staff as are necessary for carrying out the work of the TPA.

### **Article III - Membership**

The membership shall be open to all parents, guardians or other adult standing in loco parentis having at least one child enrolled in TESIS who have submitted a completed application form to the TPA.

Members can leave the TPA at any time by sending written notification to the Board.

## **Article IV – Financial**

There shall be no membership fee. The Association shall be supported through various fund raising activities and donations.

The funds of the TPA, including all donations, shall be paid into an account operated by the Board of Directors in the name of the TPA at such bank as the Board shall from time to time decide.

The funds belonging to the TPA shall be applied only in furthering the objects.

Two authorized signatures shall be required for any expense. Authorized signatories are the members of the Executive Committee.

## **Article V – Liability and Indemnification**

The TPA is liable for its debts with its own assets. Personal liability of members is excluded.

## **Article VI - TPA Board**

The TPA shall be managed by a Board, consisting of at least five (5) and no more than eighteen (18) persons elected by the members, three (3) Parent Support Committee (hereinafter, "PSC") Coordinators elected by the members and as many ex-officio members as provided by these By-Laws. There shall be at least one Board member from each school (ie. Elementary, Middle and Upper schools).

Board members shall serve for a period of one year, but shall be eligible for re-election for a maximum number of two further terms of one year.

Past Board members are encouraged to take part in Board meetings and to support the activities of the current Board.

The Board shall elect from its own members at a minimum the following officers, that constitute the Executive Committee:

1. A President. The President calls and presides over all meetings of the Board and General Assembly; serves as the primary contact for the headmaster; represent TPA at meetings outside the organization; serves as an ex-officio member of all

committees and coordinates the work of all the officers and committees so that the purpose of the organization is served.

2. A Secretary. The Secretary keeps all records of the organization, takes and record minutes, prepares the agenda, handles correspondence and sends notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.
3. A Treasurer. The treasurer receives all funds of the organization, keeps an accurate record of receipts and expenditures and ensure that generally accepted accounting practices and monetary controls are in place. He or she will present a financial statement when requested by the Board and make a full report at the end of the year.

In case one or more Vice Presidents are appointed, they shall assist the President and carry out the President's duties in his or her absence or inability to serve. The Vice Presidents are members of the Executive Committee.

The Board shall elect from its own members other officers as they deem fit to further the TPA's objectives; upon appointment, the Board shall attribute each officer his or her specific duties.

The same person can be appointed for more than one office. The same office can be co-chaired by two persons.

In case of vacancies on the Board for whatever reason, the remaining Board members shall have the power to co-opt a replacement or to manage the TPA until the next General Assembly.

The Board shall establish ad-hoc committees as required to further the TPA's objectives. Each committee shall elect one or more chairpersons who will be ex-officio members of the TPA Board and be responsible for submitting reports to the Board on an agreed basis. The President shall be an ex-officio member of all committees.

The Room Parent Co-ordinator shall be an ex-officio member of the Board.

The Elementary School Parent Support Committee (hereinafter, the "ES PSC") Coordinator shall be an ex-officio member of the Board.

The Middle School Parent Support Committee (hereinafter, the "MS PSC") Coordinator shall be an ex-officio member of the Board.

The High School Parent Support Committee (hereinafter, the "HS PSC") Coordinator shall be an ex-officio member of the Board.

All Board members shall abide by the TPA Code of Conduct, attached to these By-Laws and forming part of it; failure to comply to the expectations contained in the Code of Conduct is cause for removal from the Board.

Members of the Board can be removed from office in case of misconduct or failure to abide by the TPA Code of Conduct by a two thirds vote of those present, assuming a quorum, at a regular meeting where previous notice has been given.

## **Article VII - Parent Support Committee**

The Parent Support Committee is composed of:

- (a) the ES PSC, made of six (6) members, one from each grade from K to 5th;
- (b) the MS PSC, made of six (6) members, two from each grade from 6th to 8th;
- (c) the HS PSC, made of six (6) members;

For the formation of the ES, MS and HS PSC:

- (1) the Coordinators of each PSC are elected according to the rules set forth by Article VIII – Elections, with the following additional requirement: every parent with at least one child in the relevant School is eligible for the role of ES, MS and HS PSC Coordinator, provided that he or she has served as a PSC (or as a former Parental Advisory Group - PAG) member for at least one year;
- (2) once elected, each PSC Coordinator will begin seeking individuals to fill the committee roles and define the members in concordance with each School's heads trying to have a fair representation of mixed cultures, American and Italian section, student type and, for the HS, grade level; members of the PSC are required to have been members of TPA for at least one year.

In case of vacancies on the PSC for whatever reason, the PSC Coordinator shall have the power to co-opt a replacement; if a replacement can not be found, the PSC shall continue to operate according to these By-Laws with fewer members until the required number of members can be reinstated.

The ES, MS and HS PSC hold separate meeting, at least every six (6) weeks with:

- the head or heads of the relevant School;
- the Italian Section Coordinator;
- the TPA Board President or a TPA board member;

to discuss issues of common interest to the whole TASIS community and to represent the views of parents to the School.

Each PSC Coordinator will attend the TPA Board meetings to ensure a constant flow of information between TPA and PSC regarding the issues discussed and to gather feedback on said issues from the larger TPA community.

## **Article VIII - Elections**

All TPA members are eligible to stand for election to the Board. Additional requisites, as detailed in Article VII – Parent Support Committee, apply to the election of PSC Coordinators.

A list of nominees shall be sent out to members by electronic mail. Members may cast their ballot by post or electronic mail. Each member is entitled to one ballot. All ballots received by the established deadline will be counted.

The eighteen (18) candidates for the Board and the three (3) candidates for the role of PSC Coordinators receiving the greatest number of votes shall be deemed elected.

If there are less than 18 and 3 candidates respectively, all of those nominated will be deemed elected without an election.

## **Article IX – Board Meetings**

TPA Board meetings shall be held at least twice per semester.

A quorum for meetings of the Board shall exist if a majority of the voting members are present. If such quorum is not reached, the meeting shall be adjourned until a quorum is present.

Voting at all meetings, except as stipulated in the By-laws, is by simple majority. If the votes are tied, the President or whoever is presiding has the deciding vote.

All TPA members are invited to participate to Board meetings and are encouraged to take part in the discussion but will have no voting rights unless they are members of the Board.

## **Article X – General Assembly**

The General Assembly shall have powers to:

- Agree to the general policy of the TPA;
- Ratify the election results;
- Approve the Board's annual report including the accounts;
- Conduct any business that has been duly notified;
- Amend the By-laws and internal rules;
- Dissolve the association and agree to the distribution of any net assets.

A meeting of the General Assembly shall be held annually, at a time and place determined by the Board. Notice of the meeting shall be given by the President at least one month before the date of the meeting. The notice of the meeting shall indicate the date and place of the meeting as well as its agenda and the accounts for the preceding

year. Members have the right to submit items for inclusion on the agenda. Agenda items shall be included with the approval of a simple majority of the Board.

An extraordinary general assembly may be convened by the TPA Board when needed, and may also be convened when at least one fifth of the members submit a written request to this effect stating the reason and proposed agenda. An extraordinary general assembly shall be held not more than six weeks after such request has been received. The notice rules shall be the same as for the Annual General Assembly.

Each member present at meetings of the General Assembly is entitled to one vote. Voting at all meetings, except as stipulated in the By-laws, is by simple majority. If the votes are tied, the President or whoever is presiding has the deciding vote.

## **Article XI – Books and records**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of its members and Board. Such records will be kept in the custody of the President or Secretary. All books and records of the Association may be inspected by any member for any proper purpose at any reasonable time.

## **Article XII – Fiscal Year**

The fiscal year of the Association shall begin on the first day of August and end on the last day of July in each year.

## **Article XIII – Amendments to the By-laws**

The By-laws may be amended by the General Assembly provided that written notification of the proposed amendment has been made to all members at least two weeks in advance of the General Assembly meeting at which the vote is to be taken.

A two-thirds vote of the members present will be required for adoption.

## **Article XIV – Dissolution**

The TPA can be dissolved by a simple majority vote of members present at either a General Assembly or an Extraordinary General Assembly. If the TPA is dissolved, a vote of the TPA members present shall decide how to distribute any remaining funds.

The remaining funds must be distributed to an organization that has similar objects or a humanitarian foundation.

## **Article XIV - Miscellaneous**

### Parliamentary Authority

Roberts Rules of Order, Revised, shall govern this Association on all issues not covered by these By-laws.

### Standing Rules

There shall be standing rules as may be necessary to provide detailed policy and procedure for all the functions of this Association, provided such rules are not in conflict with these By-laws. Such rules may be adopted, amended or rescinded by a simple majority vote of the Board.

These by-laws were adopted at the constitutive assembly of the TPA held on May 27, 2008 at the TASIS campus in Montagnola, CH-6926, Switzerland and subsequently amended at the General Assembly held on April 2nd, 2014 at the TASIS campus in Montagnola, CH-6926, Switzerland.