

**BY-LAWS OF
PECHERSK SCHOOL INTERNATIONAL**

**ARTICLE 1
MISSION STATEMENT & PHILOSOPHY**

Mission Statement

Our mission is to educate, motivate and inspire students and to prepare them to be confident, successful and responsible citizens of the world. We offer a high quality, internationally accredited English language curriculum to a diverse community.

School Philosophy

Our Principles are to:

Ensure high academic standards through the use of the International Baccalaureate Programme

Challenge each student to reach his/her potential

Stimulate creativity and critical independent thought

Foster self-discipline and responsibility, both personal and social

Encourage individual accomplishment and reward individual achievement

Develop in our students a sense of identity and a feeling of belonging

Foster respect and appreciation for cultural diversity

Instil enthusiasm for life-long learning

Provide a highly qualified, experienced and multinational teaching staff

Maintain a safe, caring and supportive learning environment

Promote cooperation among students, parents and staff in sharing responsibility for education and learning

ARTICLE 2 DEFINITIONS

Section 2.1. The “School” shall mean Pechersk School International.

Section 2.2. “Voting Parents” shall mean all parents or guardians of children who are enrolled in the School, and whose School tuition is fully paid as of the date on which notice of any meeting called pursuant to these By-Laws is mailed or delivered. “Voting Parents” shall include parents or guardians of children who receive scholarships to attend the School. Voting Parents shall be entitled to one vote per child enrolled in the School, as provided in Article 4, below.

Section 2.2. “Voting Parents” shall mean one vote per family per child for any child in good financial standing as of the day of the voting deadline.

Section 2.3. “General Meeting of Parents” shall mean Voting Parents acting in a decision making capacity as stakeholders in the School. At least one “General Meeting of Parents” shall be called in each academic year.

Section 2.4. “Board of Governors” or “Board” shall mean the members of a governing body elected by parents by secret ballot at the Annual General Meeting of Parents, charged with making collective decisions for the enhancement, protection and well-being of the School.

Section 2.5. “Member” shall mean a member of the Board of Governors.

Section 2.6. “Director” shall mean the chief executive officer of the School appointed by the Board for the efficient observance of regulations by all employees, for administration and supervision of the work of all the departments and programmes, and for all other educational, social, and recreational activities connected with the School.

Section 2.7. “PTA” shall mean a parent-teacher association organized to facilitate the participation by parents and teachers in the activities of the school.

**ARTICLE 3
RIGHTS AND RESPONSIBILITIES OF THE PARENTS**

Section 3.1. Rights of the Voting Parents. Voting Parents shall have the following rights:

- to vote on all decisions requiring the approval of Voting Parents;
- to elect, and to recall, Members of the Board of Governors;
- to stand for election to the Board of Governors;
- to participate in meetings involving public School matters;
- to participate on committees of the Board of Governors;
- to be informed of decisions of the Board of Governors;
- to participate in School activities, as appropriate;
- to create and participate in a PTA or home and school association and elect its executive body (the "PTA Executive");
- to be informed about the development and well-being of their child or children;
- to call for an Extraordinary General Meeting of Parents in accordance with the procedures described below;
- to propose amendments to these By-Laws;
- to request and obtain copies of the School Charter, By-Laws and policy manual.

Section 3.2. Responsibilities of the Parents. Parents shall have the following responsibilities:

- to pay tuition and costs on a timely basis and to keep their account(s) current;
- to provide information to the School relevant to their child's relationship with the School, if requested (e.g., health inventory, behavioural or disciplinary history);
- to be familiar with School policies;
- to abide by the rules and regulations of the School and policies currently in force and effect.

ARTICLE 4 GENERAL MEETINGS OF PARENTS

Section 4.1. General Meetings. A General Meeting may be called by the Board of Governors or by a written petition signed by a minimum of 100 Voting Parents, which sets forth the subject matter to be addressed at the meeting.

The agenda for each General Meeting shall be restricted to agenda items contained in the petition or resolution calling the meeting.

Section 4.2. Place of Meetings. General Meetings shall be held on the School premises or at such other place as the Board of Governors shall designate.

Section 4.3. Notice of Meeting. Written notice stating the place, day and hour of the General Meeting and the purpose or purposes for which the meeting is called, shall be delivered to parents at least ten (10) days prior to the date of the meeting.

Section 4.4. Quorum and Voting Requirements. The following quorum and voting requirements shall apply to General Meetings held pursuant to these By-Laws:

- 4.4.1 One hundred (100) Voting Parents, represented in person or by proxy, shall constitute a quorum at any General Meeting.
- 4.4.2 The affirmative vote of two-thirds (2/3) of Voting Parents, in the presence of a quorum, shall be required to approve any decision at a General Meeting.
- 4.4.3 If less than one hundred (100) Voting Parents are represented (in person or by proxy) at any General Meeting, the Voting Parents in attendance may vote by simple majority to adjourn the meeting or, after a waiting period of 30 minutes and if twenty (20) Voting Parents are present, to proceed with the meeting.

Section 4.5. Voting Record. The Secretary of the Board or agent having charge of the school enrollment records shall make a complete record of Voting Parents at each General Meeting or any adjournment thereof, arranged in alphabetical order, with the number of votes held by each Voting Parent.

Section 4.6. Proxies. At all General Meetings, Voting Parents may vote in person or by proxy executed in writing by the Voting Parent. Such proxy shall be filed with the Secretary of the Board before or at the time of the meeting, and shall expire immediately thereafter. No Voting Parent may hold the proxies of more than two other Voting Parents.

Section 4.7. No cumulative voting. At all elections of Members of the Board of Governors, Voting Parents shall not be entitled to cumulate their votes by giving one candidate as many votes as the number of Board Members to be elected multiplied by the number of eligible votes, but shall distribute their votes among the number of Board Members to be elected.

ARTICLE 5
THE BOARD OF GOVERNORS

Section 5.1. The Role and Function of the Board. The Board represents the interests of the parents as a collegial body taking collective decisions for the enhancement, protection and well-being of the School. As such:

- 5.1.1** The Board shall have full authority and responsibility for all matters connected with the governance of the School. In fulfilling its governing function, the Board shall establish such policies and bylaws as may be required from time to time for the proper and efficient operation of the School.

- 5.1.2** The Board delegates certain executive powers in the areas of administration, staff selection, and curriculum implementation to the Director to manage the School according to the Board's policies. As the Board's chief executive officer, the Director shall be responsible for the administration of the Board's policies, the execution of its decisions, the efficient operation of the School, and for keeping the Board informed about School operations and problems. Although the Director carries responsibility for the day-to-day administration of the School, the Board retains the ultimate legal and financial responsibility for the School on behalf of the Parents.

Section 5.2. Authority of Board Members. Members of the Board have authority only when acting as a part of the Board in session. The Board shall not be bound in any way by any action taken or statement made by any individual Board Members, except when such action taken or statement made is during a regular Board meeting, or as a result of specific instruction by the Board. Because they have no individual authority or responsibility for the legal or financial affairs of the School, Board Members are not individually liable for Board actions, except as applicable under the laws of Ukraine.

Section 5.3. Board Duties and Responsibilities. The Board's duties and responsibilities shall include:

- selection and employment of a competent Director for the School;
- approval of By-Laws and adoption of such policies necessary to make the School effective and to provide for continuous improvement in all aspects of School life, especially bearing in mind the needs, wishes and desires of the international community it serves. The adopted policies of the Board shall be considered an annex to the By-Laws and an integral part thereof. The Board shall ensure that the School By-Laws and current policy manual are provided to parents;
- securing of funds through tuition, registration fees and other appropriate fees which will adequately finance the operation of an effective educational program. Also to undertake such fundraising efforts as may be required from time to time for specific purposes;
- evaluation and approval of an annual budget;
- securing adequate premises which meet the needs of the School;
- evaluation of the Director on an annual basis;
- monitoring of the educational program of the School;
- election of Board officers;
- ensuring compliance with all governmental and local regulations and statutes;
- entering into contractual or other legal obligations on behalf of the School (above a Board-approved minimum);
- approval of:
 - hiring, objective-setting, and evaluating of any Director, Assistant Director or curriculum;
 - acquisition or disposition of all moveable property (above a Board-approved minimum level) and immovable property, including mortgages and leases;
 - insurance policies covering assets of the School;
 - salary budgets, ranges, and increases;
 - capital and financial budgets;
 - capital outlay expenditures (except as approved through budget approval), loans, dividend payments, and other important financial matters;
 - general policies for admissions of students, and class size; and
 - establishment of tuition rates, fees and scholarships.
- review and approval of audits of the School;
- selection of bank accounts for deposit of School funds;
- provision of a quarterly financial report and report on Board activities.

Section 5.4. Board Composition and Membership. The Board shall be composed of elected, appointed and ex-officio Members.

- 5.4.1 Elected Members of the Board shall be entitled to vote at Board meetings.
- 5.4.2 Ex-officio Members shall not be entitled to vote at Board meetings.
- 5.4.3 The Board must be at all times constituted by a majority of elected Members who are Voting Parents.

Section 5.5. Elected Members of the Board. The number of Members with the right to vote at meetings of the Board shall be such number as fixed from time to time by the Board; provided, however, that such number shall be at least five (5) and not more than twelve (12).

- 5.5.1 No person may become or remain a voting Member unless such person is either a temporary or permanent resident of Kyiv.
- 5.5.2 Any person having reached twenty-one (21) years of age and being a responsible and reputable person of integrity in the community and with the requisite interest in the welfare of the School, may stand for election to the Board.
- 5.5.3 One third of the elected positions on the Board shall be elected on an annual basis by Voting Parents in accordance with the procedures provided for in Section 5.9 below.
- 5.5.4 Elected Members shall be elected for a thirty-six (36) month term, with no term limitations placed on their right to stand for re-election. In the event that an elected position becomes vacant prior to the completion of the term of office, the vacancy can be filled by appointment of the Board until the next election, provided that if twelve (12) months or more remains in the term a bi-election can be held in accordance with the procedures set out in Section 5.9 below. Any such board member will be considered a special appointee and will be appointed in addition to any three other appointed board members.
- 5.5.5 In the event that the number of elected Board Members becomes less than five (5), the vacancy or vacancies up to that number shall be filled as a result of a by-election held in accordance with section 5.9 below within sixty (60) days.
- 5.5.6 To be eligible to vote at a meeting of the Board, a Member:
 - who has children enrolled in the School must be in good standing and not in default of any material financial obligation to the School;
 - must be an elected Member or a Member appointed to the Board in accordance with Section 5.6.2 below;
 - shall not be an employee or a direct family member of an employee of the School;
 - shall not serve simultaneously as a voting member of the PTA Executive.
- 5.5.7 Voting Board Members shall serve on at least one Board committee and regularly attend Board meetings; substitute as a committee chair when required; and be prepared for Board meetings.

Section 5.6. Appointed Members of the Board. The Board, by simple majority vote, may appoint Members to the Board from time to time to assist in the effective discharge of its duties and responsibilities.

5.6.1 Appointed members shall serve for a period to be designated by the Board which shall not exceed thirty-six (36) months from the date of appointment. Appointed members shall be entitled to many of the rights and privileges according to the elected Members but no more than three appointed members including any special appointee, will have full voting rights.

The voting rights of appointed members are granted by the Board for one school year and can be renewed on a yearly basis.

5.6.2 Up to three members of the Board can be appointed not including any individual specially appointed when an elected member resigns or leaves the board before the completion of his/her term (cf clause 5.5.4). In making these appointments, every effort shall be made by the Board to ensure that the major national and/or community interests supporting the School are duly represented on the Board. It thus may include members of the diplomatic corps and/or citizens of Ukraine, resident in Kyiv.

5.6.3 The Board also may appoint deserving members of the community, resigning members of the Board or School, or worthy financial contributors to the School to honorary membership in recognition of their contributions to the School.

5.6.4 In recognition of the Office of Overseas Schools status (OSS) granted to the School, an appointed, voting Board Member position is open for a candidate from the Embassy of the United States of America to Ukraine to be appointed by the Board.

Section 5.7. Ex-officio Members of the Board. The Director, a teacher representative elected by the professional staff of the School and the President of the PTA (Parent Teacher Association) shall serve as Ex-officio Members of the Board. Neither the Director, the teacher representative or PTA President shall be entitled to vote at meetings of the Board.

Section 5.8. Removal of Voting Board Members. A voting Member of the Board may be removed from the Board by a vote of two-thirds (2/3) of the Members if such Member does not attend three consecutive regularly scheduled meetings or is in material default of his/her financial obligations to the School.

Section 5.9. Board Election Procedures. Elections to the Board shall be conducted in accordance with the following procedures:

- 5.9.1** Parents shall be notified of Board vacancies by the Board Secretary through advertisement in school publications. Applications for Board membership shall be distributed to all interested and qualified community members.
- 5.9.2** Completed applications shall be submitted to the Board Secretary through the School office. The Secretary shall then prepare and send out a written ballot to parents setting forth the candidates names and short biographies.
- 5.9.3** Elections shall be conducted by written and electronic ballot. The counting of ballots shall be supervised by the Board Secretary and a member of the PTA Executive, if any. In the event that the Secretary is a candidate for re-election, the ballot shall be supervised by another Board Member who is not a candidate for a position on the Board.
- 5.9.4** Voting Parents may cast only one vote per each child under their custody for each individual candidate up to the maximum number of vacancies to be contested during the election. Voting Parents may cast fewer votes than those to which they are entitled if they so desire. Ballots with more candidates checked than the number of vacancies being contested, or with any other irregularities, shall be declared invalid.
- 5.9.5** New Members are elected by a simple majority of affirmative votes.
- 5.9.6** In case of a tie vote for the last remaining vacancy, a run-off election shall be held as soon as practicable.

Section 5.10. Board Meetings. Meetings of the Board shall be conducted in the following manner:

- 5.10.1** The Board shall meet no less than once per month during the School year.
- 5.10.2** To promote full and frank discussion of School issues, meetings of the Board will be open to Members only, provided that the Secretary shall provide a summary of each Board meeting to be posted in the School, or otherwise disseminated to parents.
- 5.10.3** No Board meetings shall be deemed to be in session unless there is a quorum of, at least, five (5) voting members present, the majority of which are Parents.
- 5.10.4** Special Board meetings may be called by the Chair at any time or upon the request by a majority of Board Members.
- 5.10.5** Board meetings shall be conducted according to Robert's Rules of Order.

Section 5.11. Election of Board Officers. The Board shall elect four (4) Board officers from among its Members: Chair, Vice-Chair, Treasurer, and Secretary. The Board may, in its discretion, create such other positions as it deems necessary or desirable from time to time, which may include, without limitation, a liaison position with any PTA or home and school association.

- 5.11.1** All officers shall be elected by the full voting Board, through secret ballot and by a simple majority, at the first meeting after the election (generally the June board meeting). The term of office shall expire, the following year, with the right to be re-elected to the same or another officer position on the Board.
- 5.11.2** Officer positions which become vacant shall be filled in the manner prescribed in Section 5.11.1 above at the next meeting of the Board following the occurrence of the vacancy. Newly elected officers shall hold office for the remainder of the unfulfilled term.

Section 5.12. Duties of the Board Officers. The permanent officers of the Board shall have the following general duties:

5.12.1 The Chair shall:

- represent the Board before the parents and represent the School before external bodies;
- preside over all meetings of the Board, enforce the rules governing meetings, and provide for the efficient conduct of business;
- Shall hold the casting vote
- cast a vote in accordance with Robert's Rules of Order;
- distribute a copy of the School Charter, By-Laws, an extract of Robert's Rules of Order, and current policy manual to all newly elected or appointed Board Members;
- ensure that parents receive information regarding Board activities and an interim financial report at least quarterly.
- Shall be elected to the board from the parent community.
- Shall act as the Enforcer of the Purpose Trust for the benefit of Pechersk School International. Seeking advice from the Board of Governors, the Chair oversees the actions of the trustees to ensure that those actions further the purposes stated in the trust documents.

5.12.2 The Vice-Chair shall:

- assume the duties of the Chair in the absence of the Chair;
- oversee the revision and update of the School policy manual;
- assume the duties of the Secretary in the absence of the Secretary.

5.12.3 The Treasurer shall:

- chair the Board's Finance Committee;
- ensure that an accurate and full account of all finances of the School are kept within generally accepted accounting practices;
- provide monthly reports to the Board as to the financial situation of the School;
- cooperate with the Director in the preparation of the annual operating budget;
- monitor the annual School audit and report to the Board the outcome of the audit.

5.12.4 The Secretary is responsible for:

- accurate recording and dissemination of the minutes of Board meetings;
- maintaining the confidentiality of the minutes of Board meetings;
- the drafting and dissemination of formal correspondence of the Board and maintaining the records of the Board;
- maintaining the Board's historical archives;
- keeping the School community informed of the activities of the Board;
- supervising the proper conduct of all elections for and within the Board, in accordance with these By-Laws and Board policies.

Section 5.13. Board Committees. To assist its work, the Board, at its discretion, may establish committees from time to time.

ARTICLE 6
THE ADMINISTRATION

Section 6.1. The Director. The Director shall be the chief executive officer and educational leader of the School to whom the Board delegates certain responsibilities for administration, staff selection and development, and curriculum development and implementation. The Director is responsible for the day-to-day operations of the School.

Section 6.2. Scope of Duties and Responsibilities. The Director's duties and responsibilities shall be clearly defined by the Board in his/her contract. The Director shall be responsible only to the Board, and shall not be responsible to any individual Board Member or Board committee.

ARTICLE 7 GENERAL PROVISIONS

Section 7.1. Contracts. The Board of Governors may authorize the Director or Assistant Director or any other agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

Section 7.2. Loans. No loans shall be contracted on behalf of the School and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Governors. Such authority may be general or confined to specific instances.

Section 7.3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the School shall be signed by such Board members or agents of the School and in such manner as shall from time to time be determined by resolution of the Board of Governors.

Section 7.4. Deposits. All funds of the School not otherwise employed shall be deposited from time to time to the credit of the School in such banks, trust companies or other depositaries as the Board of Governors may select.

Section 7.5. Financial Year. The financial year end of the school shall be July 31.

Section 7.6. Non discrimination. The School shall not discriminate on the basis of race, color, creed or national or ethnic origin in the administration of its educational policies, including admission of students, financial assistance and employment of personnel.

Section 7.7. Non-Profit Status; Dissolution. The School does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of its net earnings shall inure to the benefit of its Members, Board of Governors, officers or other private persons, except that the School may pay reasonable compensation for services rendered and make payments in furtherance of its purposes.

No substantial part of the activities of the School shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the School shall not participate in, or intervene in, (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Should the School be terminated and dissolved, any assets remaining after payment of all just debts and obligations shall be transferred to the Board of Governors of Pechersk School International, to be administered by it for the benefit of any non-profit, charitable, educational or scientific association that is not engaged in any political, legislative or propaganda activities or campaigns.

ARTICLE 8 AMENDMENTS

Section 8.1. By-Laws. Amendments to these By-Laws may be adopted and ratified in accordance with the following procedures:

- 8.1.1** These By-Laws may be amended by the affirmative vote or resolution of two-thirds (2/3) of the Members of the Board of Governors.
- 8.1.2** Unless specifically stated otherwise, these By-Laws, or any amendments hereto, shall take effect immediately upon adoption by the Board of Governors.
- 8.1.3** Adoption of any amendments to these By-Laws shall be ratified by the Voting Parents, in accordance with the voting procedures set out in Article 4 of these By-Laws, or by written ballot.
- 8.1.4** In the event that amendments are not ratified by the Voting Parents, the amendments shall cease to have force and effect from the date of such General Meeting or voting by ballot.

If an amendment to these By-Laws causes a change in status of any Member (e.g., change in eligibility or end of term), the change shall not take effect until the next scheduled election of Members to the Board.

- 8.1.5** These By-Laws shall be reviewed by a special By-Laws Committee of the Board every four (4) years and any necessary revisions made in accordance with Sections 8.1.1-8.1.4 above. This committee shall automatically be dissolved by the Board Chair upon completion of its duty.

Section 8.2. Policy Manual. Adoption of new policies or changing existing policies is solely the responsibility of the Board. Policies may be adopted or amended by a simple majority vote of the Board. Unless specifically stated otherwise, the policies, as amended, shall take effect immediately upon adoption.

APPROVED by the Board of Governors on **May 5, 1998.**

RATIFIED by the Voting Parents on May 26, 1998.

AMENDED: May 5, 1999

AMENDED: May 30, 2000

AMENDED: April 11, 2005

AMENDED: May 30, 2007

AMENDED: May 19, 2008