

Chapter IName, Headquarters, Objectives, Duration

Article 1. The American School of Recife (Escola Americana do Recife) with headquarters in the Boa Viagem suburb of Recife, Brazil, founded in 1957 is a non-commercial legal entity, whose duration is for an indefinite period, and whose existence, termination, and the distribution of its property will be in accordance with this Constitution and By-Laws.

Sole par. The Association is a non-profit organization and will be regulated by this Constitution and By-Laws.

Article 2. The objective of the Association is the primary and secondary education of children of both sexes.

Sole par. Students will be accepted regardless of creed or nationality.

Chapter II

Membership

Section I

Categories

Article 3. The membership of the American School of Recife shall not be limited as to number, and shall be divided into two (2) categories:

- a. Founders
- b. Contributors

Sole par. Only those members admitted under this Constitution may participate in the General Assembly.

Section II

Founders

Article 4. Members in this category are those who signed the minutes of the Organization meeting of the American School of Recife.

Section III

Contributors

Article 5. Members in this category shall be those parents or guardians of the students enrolled.

Section IV

Admission and Permanence of Members

Article 6. Only those who meet conditions as set forth in Article 4 and 5 may be admitted into and remain in membership of the Association.

Sole par. Members will lose membership rights by not renewing their registration or by infraction of Article 8.

Chapter IIIMembership Rights and ObligationsSection I

Article 7. Members in good standing shall:

1. Enjoy

1. Enjoy advantages offered by the Association;
2. Participate in the General Assemblies;
3. Be elected to the Board of Directors;
4. Vote and be voted.

Sole par. Each member shall have one (1) vote.

Section II

Obligations

Article 8. Members shall fulfill the following responsibilities:

1. Comply faithfully with this Constitution, the internal regulations, and the resolutions and recommendations of the Board of Directors;
2. Take an active part in the realization of the objectives of the Association, participation on committees when elected or designated;
3. Make all required monetary contributions punctually.

Chapter IV

Administration

Section I

Article 9. The American School of Recife shall be administered by a Board of Directors and its professional staff deriving its authority from the vote of the membership.

Section II

General Assembly

Article 10. The General Assembly shall consist of the members in good standing. It will meet in regular session in the second quarter of the year and in extraordinary session, when necessary, as called by the Directorate through the President.

1. The calling of a regular meeting and extraordinary meeting of the General Assembly shall be by written notice to each member and by publication in the local newspaper at least eight (8) days in advance.
2. The advance notice required in par. 1, this Article, may be reduced to four (4) days and newspaper notices omitted when an emergency exists.
3. The notice of extraordinary session must mention the subjects to be treated.
4. A quorum will consist of 1/2 the membership plus one (1).
5. In the voting, a simple majority of those present and voting will decide any question with the exception of the revision of the Constitution and By-Laws, the dissolving of the Association, or the transfer of property, in which case the approval of 2/3 of the members present shall be required.

Article 11. A general meeting can be called by petition of 2/3 of the membership.

Article 12. In any regular meeting or extraordinary meeting of the General Assembly each member has the right to vote.

Article 13. The meeting shall be presided over by the President or Vice-President or in the absence of both by another member of the Board of Directors as set forth in Chapter IV, Section III, Article 16, Par. 1.

Sole par. The minutes must be signed by the Secretary and approved by the President or Vice-President.

Article 14. Besides the other duties of the Assembly specified in this Constitution and By-Laws, the General Assembly shall:

1. Elect a Board of Directors;
2. Receive and act on the annual report;
3. Amend the Constitution and By-Laws;
4. Resolve all matters relative to the dissolution of the American School of Recife;

5. Approve extraordinary assessments levied on the General membership.

Section II

Board of Directors

Article 15. The Board of Directors shall be composed of eleven (11) members elected by the regular General Assembly for a period of one (1) or two (2) years, with the right to re election.

Sole par. Members of the Board of Directors shall receive no salary.

Article 16. Duties of the Board of Directors.

1. Choose from its members a President, Vice-President, Secretary, Treasurer, and Sub-Treasurer;
2. Represent the Association before third parties in the order listed in par. I, this article;
3. Direct the American School of Recife and administrate its assets;
4. Indicate the substitution of any director unable to serve;
5. Establish responsibilities, nominate those to carry them out; nominate the Principal, Assistant Principal and faculty, sorting out their respective duties and remuneration;
6. Set the tuition rates and fees to be charged;
7. Present to the General Assembly an annual report, a financial report, and an accounting of assets through June 15 each year;
8. Set the school year.

Article 17. The Board of Directors shall meet in regular session once a month and at other times as called by the President.

Article 18. A quorum for a meeting of the Board of Directors shall be 1/2 plus one (1) of the Directors. Decisions shall be made by a majority vote of those present with the President having the right to break a tie vote. The minutes shall be recorded in an appropriate book.

Article 19. Duties of the President:

1. Represent the Association in all legal matters and its relation with third parties;
2. Delegate powers of attorney or other representation;
3. Designate administrative responsibilities among the members of the Board of Directors;
4. Call and preside over meetings of the General Assembly and Board of Directors;
5. Execute the decisions of the General Assembly and the Board of Directors.
6. Present the annual report and financial statement to the General Assembly.

Article 20. Duties of the Vice-President:

1. Act for the President in his absence;
2. Perform such other duties as the President may direct.

Article 21. Duties of the Treasurer:

1. Keep the books;
2. Control the funds;
3. Receive and receipt for all that is due the organization.

Article 22. Duties of the Secretary:

1. Keep the minutes of the General Assembly and the minutes of the Board of Directors;
2. Keep the minute books of the Association;
3. Certify any resolution or minute of the General Assembly or Board of Directors;
4. Call, by order of the President, the meetings of the General Assembly or the Board of Directors;

5. Forward all correspondence;
6. With the President, prepare the agenda for all meetings.

Article 23. Directors without specific duties shall cooperate with the other Directors exercising the authority granted by this Constitution and By-Laws.

Article 24. All checks, drafts, exchange letter, promissory notes, contracts, certificates and titles of documents that relate to the responsibility of the Association, must have two signatures, one of which must be the President, or the Treasurer. The other signature may be another member of the Board as designated by the Board of Directors.

Article 25. A Director may be replaced on the Board of Directors if, without justifiable reason, he

1. Does not exercise the function of the Board of Directors for a period of 30 days;
2. Does not attend three (3) consecutive meetings of the Board of Directors.

Chapter V

Capital and Income

Article 26. The capital and assets of the American School of Recife shall be from:

- a. Tuition and fees designated by the Board of Directors;
- b. Donations, legacies, grants, and any other form of acquisition;
- c. Special assessments approved by the General Assembly.

Article 27. General income shall be used to meet general internal expenses of the Ass.

Article 28. The Association may apply up to twenty per cent (20%) of any balances in study scholarships within or outside the country for teachers or students according to conditions that may be established, as well as in tuition loans to needy students to be repaid as possible.

Article 29. Any debts or obligations the school may incur are to be covered exclusively by the assets of the Association. Personal responsibility of the members or directors of the Association or their representatives is expressly excluded.

Sole par. The personal properties of the Directors are not included in any manner in the assets and liabilities of the Ass.

Article 30. Any member who leaves or is excluded from the Association loses all rights to any assets of the Association including any donation he may have made.

Article 31. No transfer of property can be considered by the General Assembly without the previous counsel of the Board of Directors.

Chapter VI

General Provisions

Article 32. The fiscal year of the Association shall be the same as the school year.

Article 33. This Constitution and By-Laws may be revised in whole or in part by the General Assembly in regular session or called especially for this reason through the approval of at least 2/3 of those present and voting.

Article 34. The dissolving of the Association having been approved and the assets liquidated, the General Assembly will decide how any balances shall be divided, which should be given to sister institutions or to educational or social service projects or any other national non-profit institutions.

Article 35. Any questions not covered by this Constitution and By-Laws will be resolved by the General Assembly of the Association.

Article 36. For legal purposes, this Constitution goes into effect upon publication in the Diario Oficial.