

BY-LAWS
for the regulation of affairs of the
AMERICAN OVERSEAS SCHOOLS
HISTORICAL SOCIETY (AOSHS)
hereinafter also referred to as
“the Society”

Preamble

**Background of the Department of Defense Dependents’ Schools
& Private American Overseas Schools**

The origin, evolution and development of American education abroad are a remarkable human and educational success story that spans 150 years. The history of educating American youth and children overseas is a rich heritage of which coming generations should not be deprived. How rich, few now fully realize; but a history which goes back to the mid 1850’s and includes the stories of schools, students, parents, teachers, school administrators and support personnel worldwide and which should be recorded and preserved.

Early students and their teachers are gone; the ranks of their followers who have also endured the hardships of attending and administering American schools abroad are rapidly thinning. The stories of their experiences in laying the foundation for the present are, with their passing, slipping from our grasp never to be recovered.

It was to prevent, in some measure, this irreparable loss that the American Overseas School Historical Society was founded in July of 1995. It was undertaken also in the hope that it might inspire others to take up the unfinished task to preserve for posterity this priceless legacy.

The overseas education of more than four million American children and youths is an important, as yet unwritten chapter in the history of American Education. These students, their parents, teachers, school administrators and support personnel have lived on the edge of history-in-the-making in view of the Berlin Wall going up and coming down, Corregidor, Tiananmen Square, the DMZ in Korea and the China Sea, within earshot of the Six-Day-War, the Persian Gulf War and the invasion of Panama, to name a few. They have lived and played near international military and political headquarters, been visited by presidents, prime ministers, royalty and ambassadors. They have studied and taught in a wide variety of physical facilities in the shadows of historic castles, near battle grounds and famous landmarks. They have been evacuated from installations worldwide and removed due to massive political actions in France, Austria and Libya. This represents the schooling of several generations of American children and youth under circumstances unique to human history.

With the establishment now of the American Overseas Schools Historical Society, which owns, governs and operates the American Overseas Schools Archives, located in Wichita, Kansas, this important work will be guaranteed and carried on in perpetuity.

ARTICLE ONE

Membership

SECTION 1: The Society shall have the following classes of members:

- (a) Members: Members shall include individuals and organizations (one vote per organization) who donates funds (including membership dues), property or services to the Society for the advancement, development, organization or promotion of the Society is at the discretion of the Board of Directors, to be designated as a Member.
- (b) Charter Members: Charter Members shall include any Member enrolled prior to December 31, 1996, in our predecessor corporation.
- (c) Life Members: Life Members shall include any Member enrolled prior to discontinuance on August 1, 2009.
- (d) Honorary Members: Individuals or organizations who promote the purposes and objectives of the Society may be designated as Honorary Members by a vote of two-thirds of the Board of Directors. Honorary Members shall have no voting rights.

SECTION 2: Applications for memberships shall be made in writing on the form prescribed by the Board of Directors. The board shall set and establish membership dues. The application shall comply with and be bound by the Articles of Incorporation, these By-Laws and amendments thereto, and the policies, rules and regulations at any time adopted by the Society in accordance with these By-Laws. All applicants shall be subject to approval by the Board of Directors, and all payments shall be refunded promptly to any applicant whose application is not approved. An affirmative vote of two-thirds of the Board of Directors shall be required.

SECTION 3: The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend, expel or terminate a Member for cause after an appropriate hearing.

ARTICLE TWO

Meetings of Members

SECTION 1. An annual meeting of the Members of the Society shall be held at such time and place during the summer months as may be designated by the Board of Directors. As part of the regularly scheduled activities an annual General Business Meeting for Members shall be convened for the election of Directors, receiving the annual report of Officers, Directors and committees, as well as the transaction of any other business of the Society.

SECTION 2. Special meetings of the Members may be called by the Board of Directors.

SECTION 3. The Board of Directors may designate any place, either within or outside the State where the Archives are physically located, as the place for the annual meeting or for any special meeting called by the Board of Directors.

SECTION 4. Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered either by mail or email to each Member entitled to vote at such meeting, not less than thirty or more than ninety days before the date of such meeting, by or at the direction of the President or Secretary, or of the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meetings is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in USPS and addressed to the Member at the Member's address as it appears on the records of the Society, with postage prepaid.

SECTION 5. The Members actually present at a regularly called meeting of the Members of the Society, shall constitute a quorum at such meetings for all purposes.

SECTION 6. A Member is entitled to vote by proxy executed in writing by the Member or his/her duly authorized attorney-in-fact. The proxy shall not be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

SECTION 7. Where Directors are to be elected by Members, such election may be conducted by mail in such a manner as the Board of Directors shall determine.

ARTICLE THREE

Directors

SECTION 1. The property, business and affairs of the Society shall be vested in and managed by a Board of Directors consisting of not less than nine Directors, unless and until said number is changed by resolution of the Board of Directors, all of whom shall be Members of the Society. The Directors shall be selected by the Members for three-year terms on a staggered basis. Each Director shall hold office until said Director's successor shall have been selected and then elected or appointed. Appointments may be altered to better serve the needs of the Society.

A Director may also serve in an appointed position or a term extended until said Director's successor has been selected and then elected or appointed.

A Director's term may be extended for a time if said Director is chairing a committee and it is determined that he/she should stay until the committee's commitment is completed. This must be approved by the Board of Directors.

Directorship terms may be three year annuals beginning in July or off schedule as determined by majority vote of the Board of Directors.

SECTION 2. A regular annual meeting of the Board of Directors shall be without other notice than this By-Law, in conjunction with, and at the same place as, the annual meeting of Members. The Board may provide by resolution the time and place, either within or outside the State in which the

Archives are physically located, for the holding of additional regular meetings of the Board without other notice than the resolution itself, mailed, emailed or by facsimile transmitted, to all Directors at least thirty days, and not more than ninety days, preceding the date of the meeting. Said meetings will be held quarterly either with physical presence of Directors or teleconferencing.

SECTION 3. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors in attendance may adjourn the meeting without further notice.

SECTION 4. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, unless the act of a greater number is required by law or by these By-Laws.

SECTION 5. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken by all of the Directors entitled to vote.

SECTION 6. Any vacancy in the Board of Directors and/or temporary directorship to be filled by reason of increasing the number of Directors will be filled by the Board of Directors. A Director designated to fill a vacancy or temporary term of office shall be elected for the unexpired term of his/her predecessor in office, or until the time of regular election of Directors of the Annual Members' meeting.

SECTION 7. A Director must be twenty-one (21) years of age or older, and a citizen of the United States of America and shall have been a full-time overseas educator, administrator or student. Only individuals who have been Members a minimum of one year may be elected Directors of the Society unless the Board of Directors overrides this requirement.

SECTION 8. Directors of the Board of the Society, or any committee designated by such Board, may participate in a meeting of the Board or committee by means of telephone conference or similar communications equipment. All persons participating in the meeting can hear one another, and such participation in a meeting shall constitute being present at the meeting.

ARTICLE FOUR

Officers

SECTION 1. The officers of the Society shall be President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer elected by the Board of Directors. Other officers may be elected by the Board of Directors in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed by the Board of Directors.

The terms of officers to be elected by the Board of Directors shall be for three years and shall be on a staggered basis so that the terms of the President and Treasurer shall end in different years from the Vice-President and Secretary.

The President and Vice President may serve for two (2) consecutive 3 years terms, a total of six (6) years in any one position. An elected officer may also serve in an appointed position or term extended until said Officer's successor has been selected and then elected or appointed. If election of officers shall not be held at the annual meeting of the Board of Directors, such election shall be held as soon thereafter. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected and has accepted the office.

An Officer's term may be extended as a Director if chairing a committee and it is determined that he/she should stay until the committee's commitment is completed. Said Officer will not remain an officer under this condition. This must be approved by the Board of Directors.

Officers may reside in any State or Territory of the United States of America.

SECTION 2. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment this serves the best interests of the Society.

SECTION 3. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 4. The duties and powers of the officers of the Society shall be as follows:

- (e) President: The President shall be principal executive officer for the Society; and in general supervise and control all of the business and affairs of the Society. The President shall preside at all meetings of the Members of the Board of Directors, may sign, with the Secretary or any other proper officer of the Society authorized by the Board of Directors, any deeds, mortgages bonds, contracts, bills of sale, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Society; and in general the President shall perform all duties incident to the office of President and other such duties as may be prescribed by the Board of Directors. The President may authorize a Presidential appointment after discussing with the Board of Directors. The President shall involve the Vice President or designee in the majority of decision making actions with the intent that there be a line of succession to the President position.
- (f) Vice-President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President (or in the event there be more than one Vice-president, the Vice-Presidents in the order of their designation as "1st", "2nd", etc.) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties of these By-Laws; and in general perform all the duties incident to the office of Vice-President and such other duties as may be assigned to the Vice-President by the President or by the Board of Directors. The Vice President or designee will be involved in most of the Presidential decision making with the intent there would be a line of succession to the President.
- (g) Secretary: The Secretary shall: [i] keep the minutes of the proceedings of the

Members and Board of Directors in one or more books provided for that purpose; [ii] see that all notices are given in accordance with the provisions of these By-Laws or as required by law; [iii] be custodian of the Society records and of the Society's seal at AOSHS headquarters; [iv] keep a register of the address of each Member and Director which is given to the Secretary by each Member and Director; [v] perform all duties incident to the office of the Secretary and other duties that may be assigned by the President or by the Board of Directors.

- (h) Treasurer: The Treasurer shall: [i] have charge and custody of all funds and securities of the Society; [ii] receive and give receipts for monies due and payable to the Society from any source, and deposit all the Society's money in the name of the Society in the banks, trust companies or other depositories that are selected in accordance with the provisions of these By-Laws; and [iii] in general perform all the duties incident to the office of Treasurer and any other duties that may be assigned by the President or by the Board of Directors.
- (i) Assistant Secretaries and Assistant Treasurers: The Assistant Secretaries and Assistant Treasurers, if any, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer or by the Board of Directors.

ARTICLE FIVE

Committees of the Society

SECTION 1. The Executive Committee consists of the Society officers described in Article Four of these By-Laws.

SECTION 2. Other Committees

- (a) Authority: The Board of Directors, with the advice and consent of the Executive Committee, shall establish such committees as may be deemed necessary and appropriate to facilitate the needs of the Society. Each committee must adopt rules for its own governance that are consistent with these By-Laws or with rules adopted by the Board of Directors.
- (b) Committee Membership: The committees may consist of Members and Directors and such committees shall consist of one or more Directors, one of which shall chair said committees and exercise the authority of the Board of Directors in the management of the Society; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Directors, or any individual Director, of any responsibility imposed upon it or upon the said Director by law.
- (c) Meetings: Committees shall meet as often as necessary to perform assigned duties; physical presence or teleconferencing.
- (d) Reports: Committee Chairs shall report regularly concerning committee activities to the Executive Committee and other Board of Directors.

ARTICLE SIX

Contracts, Checks, Deposits and Funds

SECTION 1. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society; and such authority may be general or confined to specific instances.

SECTION 2. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and be determined by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the Society.

SECTION 3. All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for general purpose or for any special purpose of the Society. The donor(s) must sign and date the *AOSHS Donation Form* for release to the Society on a permanent basis.

ARTICLE SEVEN

Books and Records

SECTION 1. The Society shall keep correct and complete books and records of accounts and shall also keep minutes of the proceeding of its Members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Members entitled to vote.

SECTION 2. The Society shall conduct an Annual Audit and when there is a change of Treasurer.

SECTION 3. The Society shall prepare an Annual Budget incorporating the revenues and expenses.

ARTICLE EIGHT

Fiscal Year

The Fiscal year of the Society shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE NINE

Corporate Seal

The Board may, but need not, provide a suitable seal, circular in design, bearing on its outer rim the name of the Society, to be used as directed by the Board of Directors.

ARTICLE TEN

Indemnification

Indemnification of Directors, Officers and Employees. Each person who is or was a director, officer or employee of the Society or is or was serving at the request of the Society as a director, officer or employee of another corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Society as of right to the full extent permitted or authorized by the laws of the State of Kansas, as now in effect and as hereafter amended, against any liability judgment, fine, amount paid in settlement, cost, expense (including attorney's fees) asserted or threatened against or incurred by such person in his capacity as or arising out of his status as a director, officer, or employee of the Society, or as a director, officer or employee of such other corporation with which he is then serving at the request of this Society. The indemnification provided by this By-Law provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other by-law provision or under any agreement, vote of members or disinterested directors or otherwise, and shall not limit in any way any right which the Society may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

ARTICLE ELEVEN

Amendments to By-Laws

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting if at least thirty (30) days written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meeting.

IN WITNESS WHEREOF:

I, **Nancy Bresell**, Secretary of AMERICAN OVERSEAS SCHOOLS HISTORICAL SOCIETY, A Kansas not-for-profit corporation, do hereby certify that the second amendment to the foregoing By-Laws were duly adopted by the Board of Directors at a duly and regularly called meeting held on the _____; and that the same do now constitute the By-Laws of said Society, as amended.

DATED this 27 day of July 2017.

Nancy Bresell, Secretary