



Central and Eastern European Schools Association

By-laws

Edited September 5, 2023

The Central and Eastern European Schools Association (hereinafter CEESA), inc. is a not-for-profit corporation organized under the laws of the State of New Jersey, USA. Upon incorporation CEESA, Inc. assumed all assets and liabilities of the Central and Eastern European Schools Association which had operated in Europe since 1984 and was formerly known as the Eastern European Schools Association.

CEESA is organized as a voluntary, membership organization that is not-for-profit and recognized as a 501- C3 entity.

Article I: Name

The name of the corporation shall be "Central and Eastern European Schools Association, Inc." (hereinafter referred to as "CEESA").

Article II: Purpose

CEESA shall have as its purposes:

- (a) To undertake projects aimed at enhancing the educational services of its Member Schools;
- (b) To promote intercultural understanding and international friendship through supporting the activities of Member Schools;
- (c) To provide opportunities for advancement of the students of the Member Schools; (d) To provide professional development opportunities for individuals associated with the Member Schools;
- (e) To promote community service activities among its member schools;
- (f) To cooperate with other organizations and individuals pursuing objectives similar to those of CEESA.

Article III: Membership

(a) CEESA shall have the following classes of membership:

(1) Regular Membership – is open to all schools in the agreement with the associations' mission and vision located in Central and Eastern Europe that provide a full elementary and/or secondary education in English and which are "international" based on the following criteria:

- ☐ Offer an international curriculum appropriate for an international community
- ☐ Have a student body of diverse nationalities
 - Regular member schools must have an independent board of directors elected by the parent body, appointed by the supporting Embassy(ies), or self-perpetuating who act on behalf of the parent body.
 - Regular member schools have to be accredited by CIS, NEASC, MSA, WASC or COGNIA.
 - Schools applying for regular membership must be a recipient of an A/OS grant of assistance.
 - A site visit for prospective regular members is required and conducted by the Executive Director or a Board of Directors representative.



- A membership application must be submitted.
- Applications will be voted on by the board of directors with a two-thirds majority present at the BOD meeting, needed to be accepted for membership.
- Schools that do not meet above criteria may be admitted by a vote of the board of directors with a three-fourths majority present at the BOD meeting

(2) **Associate Member Schools** - is open to all schools not eligible for regular membership and are in agreement with the association's mission and vision. Associate member schools must be "international" as defined in (1), above.

Associate Members will be approved by a majority vote of the Executive Committee.

Associate member schools have to be accredited by CIS, NEASC, MSA, WASC or COGNIA.

Associate members will not have voting rights, not be able to attend Board of Directors' meetings, nor be eligible to join the Executive Committee. Associate member schools will have access to association activities, as space permits. They will receive "member" rates for the CEESA conference and professional development opportunities, as space permits.

Associate member participation in the CEESA Healthcare program must be approved by a majority vote of the Executive Committee.

(3) **Associate Member Business/Higher Education Institutions:** - is open to all businesses/higher education institutions who wish to support the association and its vision and mission as stated in the Strategic Plan. Reduced conference registration fees will be extended. Associate member businesses and higher education institutes will be listed in the association directory and included on the CEESA website.

(4) Such other categories of membership as may be established by the Executive Committee in conformity with these by-laws.

(b) Annual and special fees for all membership shall be approved by the Executive Committee.

(c) The rights and privileges of membership in each category shall be determined by the Executive Committee subject to the following provisions:

- (1) Each Regular Member school shall have one member of the CEESA Board of Directors, who shall be the person through whom communications between CEESA and the Member are maintained, and the rights and privileges of membership exercised. The Board member shall be the School Head or another person designated by the School Head.
- (2) Only Regular Members shall have the right to attend the Board of Directors meeting, and to take the floor and to vote through their Board member at the Board of Directors' Meeting.
- (3) Only the CEESA Board member of Regular Members shall be eligible to serve on the Executive Committee of CEESA.
- (4) Regular and Associate Members shall be invited to CEESA events as space permits.

(d) Membership shall cease only under any one of the following three conditions:



- (1) Voluntary resignation;
- (2) Failure to pay membership fees within a reasonable time as previously specified by the Executive Committee;
- (3) A decision by the Executive Committee after fulfillment of the following conditions:
 - That notice of intent to take such a decision accompanied by a written explanation shall have been given at least two months in advance.
 - A hearing may be granted by the Executive Committee during the two-month period of notification.

Article IV: Board of Directors' Meetings

- (a) CEESA shall hold an Annual Board of Directors' Meeting during each year at a time determined by the Executive Committee.
- (b) Notice of the Annual Board of Directors' Meeting must be sent out by the Executive Committee at least one month in advance of the meeting. The notice shall designate the time and place of the Annual Board of Directors' Meeting and shall be accompanied by the agenda and a form for designation of a proxy.
- (c) A quorum shall require the presence in person of at least one half of the Board of Directors.
- (d) Decisions and elections at the Annual Board of Directors' Meeting shall be affected by a majority of the Board members present, except that a resolution to dissolve CEESA shall require a two-thirds majority of the Board of Directors. If there is no quorum at an Annual Board of Directors' Meeting, decisions may be effected at a later date by postal ballot by a vote of the number of Board of Directors at least equal to the number required for a quorum.
- (e) The following matters shall fall within the purview of the Annual Board of Directors' Meeting:
 - Approval of the business report and annual accounts, and of the Auditors' report for the past fiscal year, discharging the executive bodies from responsibility;
 - Election and removal of auditors;
 - Election and removal of the Executive Committee;
 - Approval of amendments to the by-laws;
 - Decision to dissolve CEESA.
- (f) The Chair at the Annual Board of Directors' Meeting shall be taken by the Chair of the Executive Committee or in the absence of the Chair the Vice-Chair or, if neither is present, by a person elected by those members of the Executive Committee who are present.
- (g) Any official Representative with a conflict of interest is expected to divulge the conflict and abstain from discussion and voting on an issue.
- (h) Emailed voting is permitted but must be authorized by the Executive Committee.

Article V: Executive Committee

- (a) The Executive Committee of CEESA shall consist of five Official Representatives of Regular Member Schools. In addition, the Executive Director will serve as an ex-officio non-voting member of the Executive Committee.
- (b) The duration of office for regularly elected members of the Executive Committee shall extend until the third Annual Board of Directors' Meeting after their election, but this notwithstanding, the period of office shall not end until successors are elected.



Resignation during the period of office shall be permissible. In the event that a member of the Executive Committee ceases to be the Official Representative of a Regular Member School, then the Executive Committee member's membership on the Executive Committee shall automatically terminate.

- (c) A member of the Executive Committee may serve a maximum of two consecutive full terms or six consecutive years after which the member may not stand for re-election until the succeeding Annual Board of Directors' Meeting following that in which the second term or sixth consecutive year has expired.
- (d) In the event of vacancies occurring between Annual Board of Directors' Meetings because of resignation or for other reasons, the Executive Committee may elect members to fill such vacancies until the next Annual Board of Directors' Meeting at which time an election shall be held to fill the remainder of the original term. An office may not remain vacant for more than three months.
- (e) The Executive Committee shall at its first meeting after the election of new Directors at the Annual Board of Directors' Meeting and at such other times as may be necessary, elect a Chair, Vice-Chair/Treasurer, Secretary, and other such officers as it may decide.
- (f) The Executive Committee shall be empowered to appoint and dismiss an Executive Director.
- (g) The Executive Committee shall meet at least twice a year with a period of no more than eight months between meetings.
- (h) The travel expenses incurred by a member of the Executive Committee for the purpose of attending an Executive Committee meeting may upon request and consent of the Executive Committee, be reimbursed by CEESA.
- (i) A quorum shall consist of three of the members of the Executive Committee. (j) Notice of all Executive Committee meetings shall be sent by the Chair or the Chair's designee at least two weeks before the Executive Committee meeting. The notice shall designate the time, place and agenda of the meeting. A meeting of the Executive Committee, however, may take place immediately following the Annual Board of Directors' Meeting without the requirement of two weeks notice.
- (k) The Executive Director is expected to attend all Executive Committee meetings except when the Executive Director's remuneration or evaluation is being discussed. (l) The Executive Committee shall make its decisions by majority vote.

Article VI: Powers and Duties of the Executive Committee

Within the competence of the Executive Committee falls:

- (a) The constitution of all committees, appointments to membership on the committees. The roles and responsibilities of committees will be determined by the Executive Committee;
- (b) The appointment and dismissal of the Executive Director, the determination of the Executive Director's salary and benefits, and the evaluation of the Executive Director. The length of the Executive Director's contract shall be approved by the Board.
- (c) The making of all policy for CEESA, including strategic planning and approval of CEESA's activities;
- (d) Developing a system of evaluation for the association and the Executive Committee on an annual basis;
- (e) Determination of membership fees, assessments and the rights and privileges of membership in each category, consistent with the provisions of these By-laws;
- (f) Determination of the right of signature for CEESA accounts;
- (g) The receiving, holding, purchase, sale or lease of real estate or other property, and the arrangement of financial credits;



- (h) The oversight of CEESA's finances and the approval of the annual budget;
- (i) To present a slate of candidates for election to the Board of Directors at the Annual Board of Directors' Meeting;
- (j) Such other matters as are not expressly reserved to another body of the organization

Article VII: Officers

- (a) The Officers of the Association shall be chosen by the Executive Committee and shall be representative of the member schools in terms of size and location. There shall be a Chair of the Executive Committee, a Vice Chair/Treasurer, Secretary and such other officers as the Executive Committee may decide upon.
- (b) The officers above named shall be chosen by the Executive Committee at its first meeting after each Annual Board of Directors' Meeting of the Association.
- (c) Each officer shall hold office until the next Board Meeting of the Association or until the successor is chosen, or until a resignation or removal. Any officer elected or appointed by the Executive Committee may be removed at any time by a three-fifths majority of the full Executive Committee.
- (d) The Executive Committee shall have power to fix the compensation of all employees of the Association. It may authorize any officer upon whom the power of appointing subordinate officers may have been conferred, to fix the compensation of such subordinate officers.
- (e) The Chair of the Executive Committee shall preside at all meetings of the Board of Directors and Executive Committee, and shall have such other duties as may be assigned from time to-time by the Executive Committee.
- (f) Unless the Executive Committee otherwise determines, the Executive Director shall be the chief executive officer of CEESA. Under the supervision of the Executive Committee, the Executive Director shall perform and do all acts and things incident to the position of Executive Director and such other duties as may be assigned from time-to-time by the Executive Committee.
- (g) The Vice Chair/Treasurer shall perform such duties as may be assigned from time-to-time by the Executive Committee.
- (h) The Vice Chair/Treasurer shall have the responsibility of ensuring that all decisions of the Executive Committee regarding finance and budget are duly carried out. The Vice Chair/Treasurer is charged with the responsibility of financial oversight of the Association and shall report to the Executive Committee and Board of Directors as necessary.
- (i) The Secretary shall ensure that accurate minutes of all meetings of the Executive Committee and the Board of Directors shall be recorded and made available as appropriate to the Board of Directors.

Article VIII: Auditors

- (a) The Annual Board of Directors' Meeting shall elect a firm of public auditors as auditors for each fiscal year.
- (b) The Auditors shall report to the Executive Committee on the financial condition of CEESA at least once a year. They shall, in addition, verify inventories, accounts, vouchers, and cash status, and report on the results of their audit to the Board of Directors' Meeting. They shall have unlimited right of inspection of all files and supporting documents.

Article IX: The Accounting Period

The accounting period shall be the twelve-month period ending on July 31 of each year.



Article X: Liabilities of Member Schools

No Member School of the Association, of any classification, shall have any obligation in respect the liabilities of the Association.

Article XI: Amendments to By-laws

- (a) These Bylaws may be amended at an Annual Board of Directors' Meeting or Special Board of Directors' Meeting of the Member Schools, but may not be amended in such a manner as to impair or alter the non-profit, non-political and non-sectarian character of the Association.
- (b) The text of the proposed amendment shall be submitted by the Executive Committee to the Board of Directors along with the notice of the Annual Board of Directors' Meeting or

Special Board of Directors' Meeting two months prior to the meeting.

Article XII: Dissolution

Upon the dissolution of the Association, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities including U. S. Department of State grant obligations of the Association, distribute all assets of the Association exclusively for the purpose of the Association in such a manner, or to member schools, such organization or organizations organized and operated exclusively for charitable, educational, religious, or, scientific purposes as shall at the time qualify as an organization or organizations described in Section 501 (C)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine.

(By-Laws Adopted May 2013; Amended December 2018; Amended September 2023; Amended December 2024; Adopted December 2024)

