



Woodland Star International School Advisory Board Bylaws **(Revised May 2018)**

Article I - Name, Purpose and Functions

Section 1.

The name of this organization shall be Woodland Star International School Advisory Board, hereinafter referred to as the Board.

Section 2.

The purpose of the Board is to provide advice and assistance to the school's owner and School Producer (head teacher) and leadership team in the governance of the school. The Board fulfills its purpose and exercises its functions in accord with the Vision, Core Values, and Ethos of the school as well as the school's owner ACTS.

1. *Vision Statement:* Woodland Star's vision is to develop lifelong learners who will live meaningful lives in a complex and changing world.
2. *The Core Values:* Our values--Passion, Connectedness, Innovation, Respect, and Environmental Conservation--define our culture and are the principles that guide us.
3. *The Ethos:* Woodland Star International School's mantra is "ad astra per aspera," meaning "through hardships to the stars." Located in the complex dynamics of a developing country, we recognize the great challenges that the world faces today. As a school, we have an incredible opportunity to empower children to see, to think, and to become. Woodland Star is a place of stability and mindful transformation, enabling children to reach beyond the limitations constructed around them. Through avant-garde education, exploration of identity, and a strong environmental focus, we offer a holistic experience that teaches children to discover their passions, analyze society, and value connectedness. Ultimately, we want to teach children how to take actions that lead to a better world through overcoming their own unique challenges – growing, through hardship, towards the stars.

Section 3.

The functions of this Board are:

1. Safeguarding the vision, core values, and ethos
2. Guiding the strategy of the school
3. Policy development and approval
4. Ensuring that the school is fulfilling its mission
5. Hiring and oversight of the School Producer (Head Teacher)
6. Approving the annual budget
7. Setting tuition
8. Overseeing finances
9. Public Relations strategy
10. Marketing strategy
11. Development/Fundraising strategy
12. Evaluation/assessment of effectiveness of the school's leadership, including the board

Section 4.

Since the Board is advisory in nature, board members individually and collectively do not have the authority to bind the school producer, directors and/or the leadership team. However, when the Board acts together (with all members in agreement), decisions are binding on all.

However, it should be noted that the decisions of this advisory board are ultimately subject to the legal authority of the legal board members appointed by the ownership of the school.

Article II - Membership of the Board

Section 1.

Membership and Composition of the Board

The Woodland Star International School Advisory Board shall be composed of 4 - 10 members, including ex officio members.

1. Ex officio members may include the current School Producer as well as other members of the leadership of the school, which are appointed at the discretion of the board.
2. Ex officio members do not hold the right to vote unless there is a tie vote amongst current board members.
3. Members on the Board shall include persons who:
 - a. Represent the school demographics (i.e. *Parents*)
 - b. Possess *Skills and Knowledge* that are an asset to the continued development and vision of the school, including education professionals
 - c. Represent the owners, ACTS
4. Board Emeritus members may attend meetings and offer insight and input as regular board members; however, they do not have voting privileges unless there is a tie vote amongst current board members. Emeritus status is determined by the present Board members and is granted at the discretion of the Board.

Section 2.

Qualification of the Members

A Board member will:

1. Be 18 years of age or older
2. Be available to make a commitment of time to the work of the Board
3. Be a person of integrity
4. Maintain the confidentiality of the board and board matters
5. Not exercise power over the day to day activities of the school
6. Be a member of good standing in the community and communicate with respect
7. Honor and respect the Village Rules as well as uphold the values and ethos of Woodland Star International School
8. Demonstrate a desire and capacity to further the school's mission and strategic plan

Section 3.

Selection of Board Members

1. ACTS, the owner, may appoint a maximum of two of its Directors for service on the board.
2. In accordance with the ownership of the school by ACTS and the intention of maintaining the vision and goals of the institution, candidates for the Board will be nominated by current, emeritus, and/or ex officio board members.
3. Current board members will vote for approval of invitation for the individual to join the board.

Section 4.

Term of Office

1. ACTS appointed board members have no term limits.
2. Board members may serve up to three years with one renewal of an additional three years. After two consecutive terms, a board member must take a year of leave from the board before being considered for reinstatement, with the exception of the board members appointed directly from ACTS.
3. Board members may not miss more than two meetings in an academic year or they may be asked to resign.
4. If the advisory board or ACTS finds a board member has abused their role or has not adequately carried out their duties, the member may be asked to resign or be dismissed from the board without emeritus status.

Article III - Officers

Section 1.

Positions

1. The Board includes one Chair and one Secretary.
2. The Chair presides at all meetings of the Board and is responsible for calling meetings, establishing the Board's agenda, as well as pacing the meetings constructively.
3. If the Chair is unable to attend a Board meeting, he/she will appoint another board member to act as the chair.
4. The Secretary is responsible for taking the minutes and distributing the agenda for meetings in consultation with the Chairperson of the Board and the School Producer as well as other duties as assigned.
5. If the Secretary is unable to attend a Board meeting, the Chair will appoint another board member to act in that capacity.

Section 2.

Selection procedures and term of office for officers

Officers of the Board are elected for a three year term by the Board, and are elected at the last board meeting of the academic year, unless circumstance demand otherwise.

Article IV - Committees

Section 1.

The Chair may appoint ad hoc committees as necessary.

Section 2.

The Chair of the Board shall appoint the chair of each committee.

Article V - Meetings

Section 1.

Frequency of meetings

The Board will meet a minimum of 3 times throughout the year in adherence to the Kenyan Ministry of Education guidelines. Additional meetings may be called by the Chair when necessary.

Section 2.

Quorum

Three members constitute a quorum for board activity excluding ex officio and emeritus board members.

Section 3.

Decision-making process

The consensus method of decision making shall be the process used by the board. Where agreement cannot be reached, a vote may be taken and decisions made on a simple majority basis.

Article VI - Revision

The bylaws will be reviewed by the board at least every three years. Amendments will be carefully considered and require a consensus of the board.