

BY-LAWS OF THE GERMAN INTERNATIONAL SCHOOL OF SILICON VALLEY

NAME, HEADQUARTERS, GOALS AND POLICIES OF THE CORPORATION

Section 1 Name and Location of the Corporation

The name of the Corporation shall be the "German International School of Silicon Valley" (GISSV). The principal headquarters shall be in Santa Clara or San Mateo County, California, United States of America. The terms "Corporation", "Society", "society" and "GISSV" have the same meaning and will be used interchangeably throughout these bylaws.

Section 2 Purpose, Goals and Policies of the Corporation

1. Purpose

The purpose of the Corporation shall be to establish and operate a bilingual school (Preschool through grade (12) twelve).

2. Goals

GISSV's educational goal is to attract and retain students interested in bilingual fluency and provide the necessary tools to qualify students for entry into German, American and/or international secondary schools and universities. GISSV shall comply with all relevant regulations promulgated by the Federal Republic of Germany, the Western Association of Schools and Colleges and other accrediting institutions ensuring its students fulfill the necessary requirements for entry into German, European and American institutions of higher learning.

These relevant regulations include but are not limited to:

- (a) utilizing German and English as the language of instruction
- (b) complying with standards and follow curricula which are compatible with the relevant guidelines of the Conference of Ministers of Education and Cultural Affairs of the States in the Federal Republic of Germany ("Konferenz der Kultusminister der Länder") which will allow students to:
 - 1) graduate with the German International Abitur and
 - 2) fulfill all requirements necessary to apply to European institutions of higher education.
- (c) to comply with standards and follow curricula which are compatible with the relevant guidelines of the Western Association of Colleges of the United States of America which allow them to:
 - 1) graduate with a California High School Diploma and
 - 2) fulfill all requirements necessary to apply to American institutions of higher education

3. U. S. Diploma and Cultural Exchange

The GISSV shall educate its students in the history, culture and language of the United States of America and California by promoting German/American cultural events and interactions.

4. Admission of Students

The GISSV shall be open to all students having the requisite command of the German language, as the capacity of the GISSV permits, and admission shall be consistent with applicable local, state and federal law. The GISSV shall admit qualified students regardless of race, color, creed, national or ethnic origin, gender, religion, disability or sexual orientation. The admission process and acceptance to the GISSV shall be administered by the administration with periodic guidance from the Board.

5. Non-Profit Status

The Corporation is not formed for pecuniary or financial gain, and no part of the net earnings of the Corporation shall inure to the benefit of any individual, and no board member, officer, member or employee of the Corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services rendered such as reimbursement for expenses related to official board duties.

6. Definition of Structure

The structure of the GISSV shall be established and maintained in accordance with the goals and purposes herein set forth, and shall be defined in detail by the Board of Directors (Board) acting in concert with the Foreign Office of the Federal Republic of Germany represented locally by the German Consulate General in San Francisco.

MEMBERSHIP

Section 3 Members

1. A "Member" or "member" is someone who fulfills the criteria specified in 2, 3 or 4 below and has paid the membership fees for the current academic year.
2. Any person, age 18 years or older, who is a current employee, former employee, alumnus and/or has in the past had a family member attend GISSV is eligible to become a member of the Corporation.
3. Family Membership

"Family Member" means someone who has a parental or legal guardian relationship with a child who attends or attended GISSV. Family members will be nominated, via application, through the society. All family members are invited to join the society meetings. However, each family nominates only one family member, who is at least 18 years of age, to vote for the entire family.

4. Corporate Membership

A legal entity may obtain voting rights and is eligible to become a member of the Corporation. Corporate members may appoint a representative to attend member meetings.

Section 4 Admission of Members to the Society

Applicants whose children do not attend GISSV shall apply to the Board in writing and shall include a written commitment to pay the annual membership fee, as determined by the Board and ratified by the membership. An individual or corporate applicant shall become a member upon an affirmative vote of two-thirds of the board members present, taken by secret ballot. No reason must be given in the event of the rejection of any applicant.

All families and individuals whose children attend GISSV are automatically admitted to the Society and shall pay the annual membership fee. A corporation or other individual that has been admitted as a member shall also pay the annual membership fee.

Section 5 Honorary Membership

Upon board nomination and an affirmative vote of a majority of the members, a person who has rendered a notable service to the GISSV, the German language or the cultural relations between the Federal Republic of Germany and the United States may become, with voting rights, an honorary member of the Corporation. An honorary member may vote without being required to pay the membership fee.

Section 6 Termination of Membership

- (a) The membership shall terminate upon death, disenrollment or expulsion of the member from the Corporation. The membership also terminates, upon non-payment of the membership fee. No membership shall be terminated until after the Board has issued a written reminder to the member regarding payment of fees owed and the member fails to pay within 30 (thirty) days after issuance of the reminder. Repayment of membership fees shall result in reinstatement of the membership unless the reason for the termination was a result of expulsion by the Board. In such case, termination shall continue until the end of the academic school year and the member may reapply for membership. Such reapplication shall require consent of a majority of the Board members with ratification by the Society.
- (b) If a member wishes to dis-enroll, he, she or the legal entity must give written notice to the Board.

Section 7 Expulsion

1. Expulsion

Members may be expelled upon a resolution by the Board, if they damage the reputation or interests of the Corporation through their behavior. Prior to the adoption of such an expulsion resolution, the member involved shall be given the opportunity to be heard in his/her defense. A resolution expelling a member shall require the affirmative vote of two thirds of the Board and the board members shall give their reasons for the expulsion in writing.

2. Appeal

Any member who has been expelled shall have the right to appeal the Board's resolution at a member meeting of the Corporation at which a Member Quorum is present. The members shall conduct a "yes" or "no" vote on expulsion of the member. The decision of the membership shall be final.

MEMBER MEETING

Section 8 Member Meetings Schedule

1. Regular Meetings

Two regular meetings of members shall be held annually:

- (a) The Fall Meeting shall be within the first three months after the beginning of the school year, and it shall be informational only unless the Board provides fifteen (15) calendar days notice that an agenda item requires a vote.
- (b) The Spring Meeting shall be within the three months prior to the end of the school year.

Additional regular member meetings may be held at the discretion of the Board. Written notice of a regular meeting must be provided to all members not less than ten (10) and not more than ninety (90) days prior to the regular meeting.

2. Special Meetings

A Special Meeting of the members of the Corporation may be called at any time by the Board President, by request of one-third of the Board or at the written request of not less than five percent (5%) of the Members of the Corporation. When the request comes from the Members, such request shall conform with the following procedure: 1) The Members will submit a request that (a) specifies the issue that the Society wishes to discuss and vote on and (b) the request shall include a proposed solution, 2) the request will be submitted to the German Consulate in San Francisco (Attaché of Cultural Affairs or his/her equivalent), 2) the German Consulate will (a) contact the GISSV administration and obtain the current number of Members, (b) confirm that at least 5% of the then current Members signed the request, (c) inform the Board President that a Special Meeting needs to be called, advise the Board President what the issue to discuss and vote on is and specify the proposed solution, 3) upon confirmation and written notification to the Board President, the German Consulate will destroy the written request to in order to maintain the anonymity of the Members that signed the request. The Board may propose an alternative solution which the Members shall also vote on but only if the Board provides an alternative solution, in writing, to the Society when it notifies the Members of the Special Meeting. There is no minimum number of Members required to obtain a quorum at a Special Meeting. Written notice must be provided to all members not less than five (5) business days and no more than thirty business (30) days prior to the meeting. Such notice shall state the meeting agenda specified by the requesting party.

If one of the agenda items is removal of one or more board members, then the election of new board member(s) to fill any vacancy(ies) caused by removal at the same meeting shall also be an agenda item. At the end of such a special meeting, the Corporation shall have a sufficient number of board members to constitute a quorum at meetings of the Board.

At no time shall a person preside over a meeting at which his or her own removal from the Board is an agenda item. In the event that one of the agenda items is to remove the Board President, then the Board Vice-President shall conduct the meeting. In the event that the agenda includes removal from the Board of the Board President and the Board Vice President, then the meeting shall be conducted by the Board Secretary. If the Board Secretary is also being considered for removal, the German Consul General or his or her designee shall conduct the meeting.

Section 9 Meeting Convocation and Conduct

The Board President and/or his or her designee shall provide the meeting notice, including the agenda, to each Corporation member in writing and shall chair member meetings. If the Board President is unavailable, then the Board Vice-President shall provide such notice. If the Board Vice-president is unavailable, any other designated board member may provide notice to each Corporation member.

Section 10 Member Quorum

- (a) One-fifth (20%) of the total number of members shall constitute a quorum for transacting business at a member meeting. Attending members are not entitled to vote for absent members.
- (b) In the absence of a quorum, the Board President shall schedule a new member meeting, which shall take place within 14 days. All members shall be given at least five (5) calendar days advance written notice of the new date and time. The new member meeting shall be considered to have a quorum regardless of the number of attending members.

Section 11 Duties of the Members

The duties of the members at society meetings shall be:

- (a) to vote on the minutes of the member meetings (Section 13),
- (b) to attend the president's report
- (c) to attend the principal's report
- (d) to attend the auditors' report
- (e) to approve the annual budget
- (f) to approve the annual financial statements
- (g) to vote on proposals to acquire or sell assets and/or to take out loans that exceed the Board's authority as defined by these by-laws (Section 20(b)(viii))
- (h) to approve any change to the amount of membership dues
- (i) to vote on proposals of the Board that were communicated to the members with the meeting notice
- (j) to vote on members' proposals submitted, in writing, to the Board no later than five (5) business days prior to the regular member meeting. Proposals submitted later or at the membership meeting can only be discussed and voted on with the consent of a majority of the members present
- (k) to vote on the expulsion of members who have appealed the Board's decision (Section 7.2)
- (l) to vote on proposed amendments to the By-Laws
- (m) to elect (Section 16) and remove board members (Section 18(3))
- (n) to approve honorary members

Section 12 Voting

- (a) Unless otherwise stated in these by-laws, the members shall pass resolutions by a simple majority of votes in a meeting where a quorum is present. In the event of a tie, a proposal shall be deemed rejected.

Section 13 Minutes

- (a) Written minutes shall be kept of the member meetings and shall be signed by the president and the secretary.
- (b) The President of the Board shall distribute copies of the minutes to all members and to the Consul General of the Federal Republic of Germany in San Francisco within 30 days after the meeting. Proposed corrections to the minutes shall be submitted in writing to the Board President. The Board President shall make them a matter of record and a subject of discussion in the following member meeting.

BOARD OF DIRECTORS

Section 14 Number of Board Members and Permanent Participants at Board Meetings

- (a) The Board shall normally consist of eleven (11) members, but not less than nine (9) members. Members of the Corporation shall be eligible for election to the Board, with the exception of the GISSV principal, the teachers, employees of the Corporation and members of the Parent Representative Association and their immediate relatives including spouses.
- (b) All Board meetings are attended by the Consul General of the Federal Republic of Germany in San Francisco or his/her representative and the GISSV principal in an advisory capacity.

Section 15 Additional Participants at Board Meetings

Upon resolution of the Board, additional persons may be consulted during board meetings, or may be invited for individual points of the agenda.

Section 16 Election, Terms of Office, and Succession

- (a) The members of the Board shall be elected for a three-year term in accordance with the current GISSV Board Election Process document. For regular board member elections and at least eleven weeks prior to the Spring Society Meeting, the Board shall designate a board member to serve on the Election Committee and such Board member shall inform the Election Committee about the forthcoming number of board seats available to be filled at the Spring Society Meeting.

- (b) Board members may serve up to a maximum of nine years on the Board. After serving for six consecutive years, following a two school year waiting period, board members may be reelected to serve another three years. All board member terms end when the newly elected Board selects new Officers which typically occurs in May but will not occur any later than August 1st of the new school year unless board members are removed from the Board in accordance with Section 18 (3).
- (c) Ideally, each campus is represented by at least two members on the board. If a campus currently has fewer than two Board members and if at least one candidate from that campus is running for election, then the candidate(s) with the highest number of votes from that campus location shall be elected as the campus-specific board member and such board member shall serve for a three-year term. All other board members are elected at large.
- (d) If a complete Board is to be elected, a third of the board members shall be elected for a period of three years, a third of the board members shall be elected for a period of two years, and a third of the board members shall be elected for a period of one year.
- (e) For at-large board member seats, those candidates acquiring the highest number of votes shall be elected for the longest term; the sequence of candidates with equal number of votes shall be determined by lot.
- (f) A vacancy in the Board shall be filled with a new board member. A vote for a new board member shall be held within thirty (30) days at the next member meeting or within (45) days whichever is less during the school year. If a new member meeting is not scheduled within the next 45 days, a vote shall be held via an absentee ballot process as outlined in the Board Member Election Process document.

Section 17 Officers and Procedures

- (a) The Board shall elect a President, a Treasurer and a Secretary and their deputies. Deputies will act in the capacity of the officers in their absence.
- (b) The Board shall adopt its own business rules.
- (c) The meetings shall be conducted, at the Board's discretion in either in English or German. Any meeting minutes shall be promulgated in English.
- (d) The Board shall adhere to the current "Code of Conduct" for board members and sign a Conflict of Interest Form that specifies any conflicts.

Section 18 Resolutions, Board Quorum, Removal and Resignation of Board members

1. Resolutions

The Board shall pass resolutions by an affirmative vote of a majority of board members at a meeting where a quorum is present. Notwithstanding the foregoing, the following resolutions require a two-thirds majority of all board members as outlined in the Board's Business Rules:

- (a) Amendment of the Board's Business Rules.
- (b) Amendment of the Board's "Code of Conduct."
- (c) Any other resolutions as the Board approves by amending the Board's Business Rules.

2. Board Quorum

A majority of the board members constitutes a Board Quorum for any meeting at which a vote is to be taken.

3. Removal and Resignation of Board Members

- (a) Removal: A vote for dismissal of a board member shall occur when one-third (currently 3 board members) request, on the record (in the closed session board minutes) that a board member shall be removed. Such request shall detail the reason therefore and a two-thirds majority, currently 6 members, of all board members shall be required to remove a board member.

Prior to any final vote and after proposal by 3 board members, the affected board member shall, after hearing the reasons for the proposed removal, have a minimum of 15 minutes, if the member so chooses, and no more than 30 minutes to state the reasons why such board member should not be removed. Such vote shall be conducted by written and anonymous balloting and shall include the vote of the affected board member. The affected board member shall have the right to be present at the vote and hear the actual results thereof.

Upon a two-thirds vote by the Board to remove the affected board member, the affected board member shall immediately resign. If the affected board member refuses to resign, the President shall call a special Society Meeting in accordance with Section 8 (2). If the President is voted to be dismissed, the Vice-President shall call the Special Society Meeting.

With the written notice of the special Society Meeting, the Board shall specify to all society members the reason it removed the affected board member. The President or other designated board member shall have no more than 30 minutes to explain to the Society the reason(s) it removed the affected board member. The affected board member shall also have a maximum of 30 minutes to specify the reasons against removal. After both sides have spoken, the Society will be given the opportunity to ask, both sides, questions for a maximum of fifteen (15) minutes. After a maximum of ninety (90) minutes total, the Society shall, via secret written ballot, vote as to whether or not the board member shall be removed. If a majority of the Society members present votes to remove the board member, the affected board member shall immediately be removed as a member of the Board.

Dismissal of a board member shall not prevent the affected board member from running at the next regularly scheduled board election.

Notwithstanding the foregoing and in the event a board member is removed by the Board when school is not in session the affected board member shall not vote on any resolution before the Board. Once regularly scheduled classes begin the rules above regarding the calling of a Society meeting and all other rules shall apply.

Any member of the Board may be removed, either with or without cause, by the Corporation members at any time. Such removal shall occur only upon the affirmative vote of a majority of the votes at a duly held meeting. Any board member may resign at any time by giving written notice to the president or the secretary of the Corporation.

- (b) Resignation: No board member may resign if the Board would be left without a duly elected board member in charge of its affairs, except upon notice to the Attorney General of the State of California.

4. Restoration of a Board Minimum

If the Board is left without the minimum number of nine (9) members as required by Section 14(a) due to resignation of board members, the Consul General of the Federal Republic of Germany in San Francisco or his/her representative will appoint a sufficient number of members of the Corporation as provisional board members until the required minimum of six members of the Board is restored. After the appointment of the provisional board members, the Board shall call a regular member meeting in accordance with Section 8.2 in which the provisional board members are either confirmed by the membership or are replaced by other duly elected board members in accordance with Section 16.

Section 19 Meeting Notice

The president or his or her designee or if the president is not available the vice-president or if the president and vice-president are not available a designated board member shall give notice of board meetings at least one week in advance. The president, or if the president is not available the vice-president or if the president and vice-president are not available a designated board member shall schedule a board meeting within one week upon request of three board members, the Consulate General of the Federal Republic of Germany or the principal. The president may, at his or her discretion, call for an emergency meeting or if one-third of the Board requests an emergency meeting, an emergency meeting shall be held if a majority of the board members present pass a resolution confirming the need for an emergency meeting.

Section 20 Duties of the Board

- (a) The Board shall perform all duties of the Corporation, except those for which a resolution by the membership is required. The Board shall execute the resolutions of the membership.
- (b) The duties of the Board shall include but are not limited to the following:
 - i. to select, hire and dismiss the principal
 - ii. to hire and dismiss teachers and other employees of GISSV; to preliminarily approve employment contracts of teachers delegated by the Bundesverwaltungsamt - Zentralstelle für das Auslandsschulwesen - (German Federal Administrative Office - German Central Office for German Schools Abroad), in cooperation with the principal, and in accordance with the principal's official regulations (Dienstordnung) defined in his/her employment contract
 - iii. to impose disciplinary measures as necessary
 - iv. to decide on the goals and the structure of GISSV pursuant to Section 2
 - v. to promulgate GISSV regulations defined by the principal, according to the authority defined in his or her employment contract
 - vi. to debate and adopt a budget including the adoption of the annual tuition schedule and fees for the new school year and, where appropriate, requirements to qualify for official grants provided by the Federal Republic of Germany

- vii. to obtain funding, authorize GISSV's expenditures and monitor adherence to the member approved or Board modified budget
 - viii. to apply for loans which individually or accumulated with other loans shall not exceed thirty (30%) percent of the annual member-approved budget (see Section 11(g)).
 - ix. to legally represent the Corporation and to make and accept legal statements for the Corporation and take any kind of legal action necessary to further the Corporation's goals
 - x. to decide on requests for reduced tuition
 - xi. to decide on expulsion of members
 - xii. to convene and prepare the agenda of regular member meetings
- (c) Decisions which have a direct effect on the amount or kind of subsidies for the GISSV granted by the Federal Republic of Germany shall be made in concert with the Consulate General of the Federal Republic of Germany in San Francisco.
- (d) Organizational matters of the GISSV shall be regulated by the Board in cooperation with the principal, according to the educational and administrative duties and responsibilities set forth in the Guidelines for the Office of the principal (Dienstordnung) and defined in his/her employment contract.

Section 21 Authorization to Sign

Legally binding documents of the Corporation shall be signed by the president or the vice-president and an additional member of the board. Matters concerning the mode of grants provided by the Federal Republic of Germany require the prior consent of the Consulate General of the Federal Republic of Germany in San Francisco. Documents concerning the duties and responsibilities of the principal shall be available for his or her inspection.

Section 22 Executive Committee

The Board may, by resolution adopted by a majority of the entire Board, designate from among its members an Executive Committee consisting of at least three but no more than five board members, which Executive Committee shall have and exercise all the authority of the Board in the intervals between meetings of the Board.

MISCELLANEOUS REGULATIONS

Section 23 Rights and Responsibilities of the Principal

Rights and responsibilities of the principal, especially his participation in decisions regarding personnel, shall be governed by the contract of employment, the Guidelines for the Office of the principal (Dienstordnung), applicable GISSV regulations, applicable faculty regulations, and local, State, and Federal law.

Section 24 Cooperation of Teachers, Students and Parents

The Board shall assure reasonable participation of teachers, students, and parents in GISSV activities.

Section 25 Audit and Fiscal Year

- (a) Annually, the Board of Directors shall hire a qualified external auditor who shall be responsible to submit to the Board of Directors an audit of the Corporation's financial statements in accordance with customary audit standards.
- (b) The fiscal year of the Corporation will be July 1 through June 30.

Section 26 Affiliations of the Corporation and GISSV

- (1) These by-laws define the duties, internal responsibilities, and the Corporation's legal status pursuant to the laws of the State of California.
- (2) As a member of the International German Schools abroad, GISSV maintains a special regulatory relationship with Germany. Accordingly, GISSV recognizes certain regulations promulgated by
 - (a) the Foreign Office and the Federal Government of Germany, Central Office for Foreign Schools ("Bundesverwaltungsamt, Zentralstelle für das Auslandsschulwesen") shall apply as a result of GISSV accepting grant monies;
 - (b) the Conference of Ministers of Education and Cultural Affairs of the States in the Federal Republic of Germany ("Konferenz der Kultusminister der Länder") shall apply as well with regards to curricula concerning, German examinations, the accreditation of GISSV, with respect to authorizations valid in the Federal Republic of Germany and with regards to certain working conditions of the teachers.

Section 27 Amendment of the By-Laws

- (a) The By-Laws may be amended by an affirmative vote of two thirds of the members attending a Society Meeting where a Member Quorum is present.
- (b) Any amendment of the By-Laws requires the consent of the Foreign Office of the Federal Republic of Germany except to the extent such change is required, regulated and/or conflicts with California law.

Section 28 Approval of GISSV Rules and Procedures

All rules and procedures promulgated by entities affiliated with GISSV require Board approval to ensure consistency with these by-laws.

Section 29 Dissolution of the Corporation

The Corporation may elect voluntarily to dissolve by an affirmative vote of three quarters of all members with voting rights or in accordance with the provisions of California Corporations Code Section 6610 (b). Upon the dissolution of the Corporation, the assets of the Corporation shall be placed at the disposal of other tax-exempt institutions whose purposes are those of educating children using the German language and following German curricula and/or be made available for scholarships to support intercultural educational activities between German- speaking countries and the United States of America

* The translated German version is provided for convenience only. Should a contradiction exist between the English and German version, the English version shall prevail and is legally binding.