

1. Introduction

In accordance with the GISSV Bylaws, the Board regularly reviews and amends the rules governing Board activities. Any amendments to these rules must be consistent with the GISSV Bylaws and they require a 2/3 majority vote of all Board members.

2. Election and Terms of Board members

Regular Board Member elections shall be held in accordance with GISSV Bylaws and the Board Election Process during the spring of a school year. Board Member elections can also be held during other parts of the school year in accordance with GISSV Bylaws and the Board Election Process.

Election for Board Members shall begin, eleven weeks prior to the Spring Society meeting. The Board will appoint a Board member, who is not up for reelection, to serve on the Election Committee. That Board member shall advise the Election Committee about the forthcoming number of Board seats available to be filled.

3. Board Meetings

In general, the Board meets every four to eight weeks during the school year. Attendance is preferred in person and can be via conference call and teleconferencing.

Failure to attend Board Meetings:

Board Members will not run for re-election or serve out their term, if they fail to attend three Board meetings within one Board year (June through May) making their Board seat available to be filled at the next Spring Society meeting. If requested by the affected Board Member, the Board may grant an exception of this rule by unanimous vote of the remaining Board Members.

4. Notice of Board Meetings

The president shall give notice of Board meetings at least one week in advance. The president shall schedule a Board meeting within one week upon request of two Board members, the Consulate General of the Federal Republic of Germany or the principal. The president may also call for an emergency meeting, if at the urgently called Board meeting, the Board passes a resolution confirming the need for an emergency meeting.

5. Board Agenda

A week before the Board meeting, the President or Secretary shall call or present Board agenda items. All Board members, the Administration, the Consulate representative as well as the Parent Association representative may submit agenda items to the Secretary no later than two days prior to the Board Meeting. Any agenda items requested to be added after the aforementioned deadline can be added with a majority vote of the Board members present at the Board meeting.

6. Board Meeting Minutes

The Secretary, and in her/his absence, the Vice-Secretary or any other Board member designated at the beginning of the Board meeting shall take notes and prepare the minutes. All relevant documents necessary to prepare the minutes shall be submitted to the Secretary or designee prior to the Board meeting or within two days after the Board meeting. The initial draft of the minutes shall be reviewed by the Board President or another Board member and then distributed for review and comments within 2 weeks of the Board meeting. At the next Board meeting, the Board shall adopt the minutes. The Secretary shall prepare public minutes for the Open Session documenting Open Session activities and Board Resolutions of the Closed Session as well as Confidential Minutes, which document all Board Meeting activities are stored for Board access, in the appropriate locations.

7. Open and Closed Session

In general, every Board meeting has an open and closed session. At the open session, the Board reviews informational items which do not require Board discussion and resolution. At times, information is reviewed which requires a Board resolution. For such items, the related discussion and Board resolution will be moved to the closed session of the Board meeting.

During closed sessions, the Board discusses and deliberates on issues which are confidential including but not limited to personnel, financial, and contractual matters.

8. Attendees at Board Meetings

In accordance with the GISSV bylaws, a member of the German Consulate in San Francisco and the Principal are permanent ex officio participants at Board meetings. Additionally, the Board may decide to invite other members of the GISSV Administration to Board meetings in order to facilitate Board decisions and deliberations.

Traditionally, the Board has dedicated a portion of the Open Session to hear and discuss matters with representatives from the GISSV Parent Association.

9. Election of Board Officers and Board Member Assignments

The Board shall, at all times, have elected officers and their Deputies, i.e., a President, Treasurer, and Secretary, who are elected by majority vote by all Board members.

Board members are elected to office at the Spring Society Meeting. Within two weeks of the Spring Society Meeting, the Board President shall call a meeting of the newly constituted Board to elect its officers and decide on Board assignments. Officers are elected for approximately one year and can be re-elected while serving on the Board.

To ensure continuity, the Board will make all effort to ensure the President has at least one-year experience when a Head of School is new.

If there is more than one nominee for any officer position or any Board duties as described herein, the election shall be by ballot.

Traditionally, beyond the duties of the officers (as described below), the Board decides on the assignments for Personnel & Risk Management, Facility, Fundraising, and School Development as well as other duties as needed.

10. Duties of the Officers

President: The President is responsible for calling Board and Society meetings and leading these meetings; representing the non-profit corporation; and coordinating Board activities.

Treasurer: The Treasurer is responsible for developing the school's budget, monitoring current year expenditures, and overseeing the development of the school's financial statements in cooperation with the Administration; presenting the annual budget and financial statements to the Society; working with the internal auditors to review the annual financial statements in accordance with internal audit procedures.

Secretary: The Secretary is responsible for developing Board and Society Meeting agendas; writing Board and Society Meeting minutes.

All officers may delegate the duties in these Board Rules to their deputies or other Board members.

11. Executive Committee

In general, all members to the Executive Committee shall be elected to serve on the committee during the first Board meeting in June. Members of the Executive Committee should include at minimum the President, Treasurer, and the Personnel & Risk Management representative of the Board.

12. Resignation of Board Members

Any Board member may resign at any time upon written notification to the President or Secretary of the Board. However, 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.

13. Orientation of new Board Members

Prior or at the first Board meeting for new Board members, the President shall orientate new Board members and familiarize them with the GISSV bylaws, these rules, the Board Code of Conduct, and the role of the Board.

14. Quorum

A quorum consists of a majority of the total number of Board members present at a Board meeting or participating with written votes.

15. Resolutions

The Board shall pass resolutions by an affirmative vote when a quorum is present except for the resolutions that require a two-thirds majority of all Board members as outlined in the GISSV Bylaws or the Board's Business Rules.

16. Board Member Perceived or Real Conflict of Interest

In accordance with the Board approved Code of Conduct, any Board member shall avoid a perceived or real conflict of interest. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item. Any Board Member can propose that another Board member has a conflict and the Board shall then vote, in secret, as to whether the Board member with a conflict must remove themselves from a specific vote.

17. Signature Authority

Legally binding documents of the Corporation shall be signed by the president or vice-president and an additional Board member. Any contract with a one-year term and an expenditure less than \$10,000 and within the approved budget can be signed by the Head of Administration and/or Principal or a member of the Executive Committee.

18. Board Email Accounts

Upon election to the Board, each Board member shall be assigned a GISSV email account. Additionally, the Board shall use a Board email distribution list which includes the emails of all Board members, the designated representative of the German Consulate in San Francisco, the Principal, and any other standing ex officio members attending Board meetings.

19. Officers Liability Insurance

GISSV will have an Officers Liability Insurance with appropriate insurance limits in full force and effect at all times.

20. Record Keeping

The Administration shall keep all Board records such as Board meeting minutes for five years except those sections of the minutes which refer to actions related to ex officio attendees of Board meetings of the Administration. These sections of the minutes shall be kept by the Board President and Secretary. All records kept by an outgoing President and Secretary shall be transferred to the newly elected President and Secretary.

21. GISSV Board Code of Conduct

The GISSV Board Code of Conduct is part of these Board Business Rules.

Adopted by 2/3 Vote of the Board on March 15, 2018.

_____/s/_____

Anne C Hess
President

_____/s/_____

Brett Wingeier
Secretary