

CONSTITUTION/BYLAWS STRUCTURE

CHAPTER I CONSTITUTION AND PURPOSE

ARTICLE 1: NATURE

The Pan American School of Bahia is a non-profit association with educational, cultural and charitable objectives. The Association is established in the city of Salvador, state of Bahia. The Association will be governed by these Bylaws and by all other applicable laws.

ARTICLE 2: DENOMINATION

The 'Escola Pan Americana da Bahia', also called The Pan American School of Bahia and PASB, may have branches established anywhere throughout the State of Bahia to promote the objectives specified in these Bylaws.

ARTICLE 3: DURATION

The Association has no predetermined period of existence.

ARTICLE 4: PURPOSES - The objectives of the Association are:

- a. To promote the general, cultural and social well-being of Association Members and their families;
- b. To maintain, in property and under management and finance, the educational establishment called the Pan American School of Bahia, subject to applicable legal requirements;
- c. To promote primary, secondary, technical, and language education, taught in English, in accordance with the curriculum recommended by the Superintendent and approved by the Board of Trustees. That curriculum will include the requirements of the Brazilian Ministry of Education and Culture and be accredited by one of the recognized regional associations in the United States;
- d. To help provide basic knowledge required by the international Members and their families to obtain the greatest possible cultural benefit from their stay in Brazil and, at the same time, help them keep abreast of current affairs within their countries of origin;
- e. To establish relationships with similar educational entities, national or foreign, and with other institutions that have objectives similar to those of the Association.
- f. Other purposes approved by a minimum of 2/3 (two thirds) of the Association during an Extraordinary General Assembly.

ARTICLE 5: MEANS - In order to fulfil its objectives, the Association may execute all type of acts and contracts allowed under Brazilian law, with any legal entity, individual or corporate, public or private, as well as accepting the benefit of inventories, inheritances, legacies, donations and any type of charges or financial assistance that may be given.

The Association will enter into international agreements in order to provide accredited education at an international level under ADVANC-ED – The Southern Association of Colleges and Schools/Council on Accreditation and School Improvement (SACS/CASI) or other equivalent international system that fulfils the basic requirements of an academic curriculum recognized in the United States of America in order to guarantee that the education received from the Association will be recognized internationally.

ARTICLE 6: EDUCATIONAL STANDARDS

According to the Article 1, section c, with the exception of the Brazilian Program required by the Ministry of Education, all subjects will be taught in the English language. This orientation and other educational standards of the Association established herein may only be changed:

- a. By an act of the Brazilian authorities

- b. By unanimous decision of the Extraordinary General Assembly Meeting at which a minimum of 2/3 (two thirds) of the parents of pupils must be present, called for this specific purpose and in full understanding of their rights in accordance with these articles.

CHAPTER II MEMBERS

ARTICLE 7: KINDS OF MEMBERS - The Members of the Association will include two types: Parent Members and Associate Members.

ARTICLE 8: PARENT MEMBERS - Parent Members are the parents or legal guardians of the students enrolled in the Pan American School of Bahia for whom the contributions and charges mentioned in Articles 10 and 27 are paid. Each family will have but one membership, notwithstanding the number of children or pupils in the family enrolled in the School.

ARTICLE 9: ASSOCIATE MEMBERS - The Pan American School of Bahia's Associate Members are former students of eighteen or more years of age who commit to promote Association's goals and projects. The Associate members shall have no voting rights.

ARTICLE 10: OBLIGATIONS AND RIGHTS

a. Members Parents shall have the following rights and obligations:

- i. Observe and comply with all local laws and these Bylaws.
- ii. Respect the decisions of the Association, in accordance with local law and this Bylaw.
- iii. Meet their financial responsibilities as established by the Board of Trustees, where specified.
- iv. Be a part of the General Assembly, entitled to voice and vote.
- v. Be elected to positions set forth herein, given that the requirements set forth herein are met.
- vi. Participate in cultural, social and educational activities organized by the Association.
- vii. Complete tasks and fulfil responsibilities assigned by General Meeting or the Board of Trustees and accepted by the member.
- viii. Cooperate in achieving the objectives of the Association.

b. Associate Members shall have the following rights and obligations:

- i. Observe and comply with all local laws and these Bylaws.
- ii. Respect the decisions of the Association, in accordance with local law and these ByLaws.
- iii. Being part of the General Assembly, with the right to voice only.
- iv. Participate in cultural, social and educational activities organized by the Association.
- v. Complete tasks and fulfil responsibilities assigned by the General Assembly or the Board of Trustees and accepted by the member.
- vi. Cooperate in achieving the objectives of the Association.

ARTICLE 11: LOSS OF RIGHTS - The Members of the Association will lose their rights as members should they fail to fulfil the requirements stipulated in these By-laws, also being guaranteed the right to submit defense and appeals to the Board of Trustees. Any decisions taken regarding loss of rights shall remain valid and in place pending the Board's judgment of the appeal.

CHAPTER III GOVERNANCE

ARTICLE 12: GOVERNANCE - The Governance of the Association is incorporated in the:

- a. General Assembly of Members

- b. Board of Trustees
- c. President
- d. Vice-President
- e. Secretary
- f. Treasurer; and,
- g. Committees

A. - GENERAL ASSEMBLY

ARTICLE 13: DEFINITION. - The General Assembly of Members constitutes the ultimate authority of the Association and is composed of all Members with the right to vote, gathered in a quorum according to the conditions provided by local law and in these By-laws.

ARTICLE 14: POWERS AND DUTIES - Powers and duties of the General Assembly of Members include:

- a. Comply with all the requirements established by the Law and in these By-laws;
- b. Elect the members of the Board of Trustees, as established in these By-laws;
- c. Acknowledge the annual financial reports issued by the Association;
- d. Acknowledge the annual report of activities presented by the Board of Trustees;
- e. Decide on the dissolution of the Association according to the provisions contained in these By-laws.
- f. Dismiss any member of the Board of Trustees from his/her duties as decided upon during the course of a special session convened for such purpose. In order to dismiss one of the members of the Board of Trustees, a two-thirds majority of votes of the Members in attendance and entitled to vote shall be required;
- g. Change the present By-laws and approve any necessary additional regulations contained therein as permitted under Art. 53;
- h. Approve the acquisition or disposition of real property when the value exceeds 50% of the Association's patrimony.
- i. Execute any other powers and duties as provided for under these By-laws and under the Law as not being reserved for any other organization.

ARTICLE 15: EXTRAORDINARY GENERAL ASSEMBLY

Assemblies may be Ordinary or Extraordinary

The Ordinary General Assembly will meet at least once a year, in May, with the following agenda:

- a. Acknowledgement of the financial report
- b. Acknowledgement of the annual report of the Board
- c. Election of members of the Board in accordance with the requirements of Art 21.

Extraordinary General Assemblies may be convened by the President at any time he/she deems necessary.

ARTICLE 16: NOTICE OF MEETINGS - Meetings will be convened by the President, with at least 10 days' notice, and a copy of the notice will be delivered to the Members by any written means, including electronic mail, fax, or any other electronic means of which any written proof or evidence of the notice may be obtained, indicating the place, day and hour of the meeting, the preliminary agenda, and the venue.

The President must convene a General Assembly whenever a petition supported by the signatures of the Members representing at least fifteen percent of the Members has been made.

ARTICLE 17: QUORUM - In order for the General Assembly to be validated and be able to pass resolutions, it shall meet at the Association's headquarters, or wherever the meeting is specified. At least twenty percent of the total number of Members, including at least two Members of the Board of Trustees, must be present to establish quorum. The meeting will determine if, due to lack of quorum, the Members of the General Assembly will not be able to meet at the first call.

In such case, a second call will take place thirty minutes after the first one. Quorum will be established as the Members present, if those present include two Members of the Board of Trustees. The General Assembly may then meet in order to cover the points indicated in the meeting agenda.

Should there not be quorum on the second call due to the absence of Members of the Board, an additional call to meeting shall be issued setting the meeting no more than seven calendar days from the previous call. The requirement for two Members of the Board to be present shall be waived for that meeting.

ARTICLE 18: MAJORITY - Except as otherwise provided in these By-laws, all decisions adopted by a General Assembly of Members shall be passed on the approval of one-half plus one of the Members present who are entitled to vote. In the event of a tie, the proposal shall be considered as defeated.

ARTICLE 19: ENTITLEMENT TO VOTE - All Parent Members who have fulfilled the requirements in Articles 8 and 9 of these By-laws are entitled to vote at the General Assembly. However, Parents who have not paid the charges or contributions mentioned in Article 11, item c) of these By-laws shall not be entitled to vote.

Each family associated is entitled to one vote, and may represent another family by presenting a power of attorney proxy specifically for this purpose.

ARTICLE 20: CHAIRPERSON - All General Assemblies of Members shall be chaired by the President of the Board of Trustees or, in his/her absence, by the Vice President. In the case that both are absent, a President Ad-hoc shall be designated by the members of the Board of Trustees who are present at the General Assembly. If there are no members of the Board of Trustees present at the General Assembly of Members when a quorum, as defined in Article 17, is present, the Members shall appoint – as a first issue to be included in the agenda – an Ad-hoc Chairperson.

B. BOARD OF TRUSTEES

ARTICLE 21: COMPOSITION. - The Board of Trustees shall be composed of eight members elected by the General Assembly of Members and shall serve without compensation of any kind. Elections will be held as a part of the Ordinary General Assembly held in May, following a process to be determined by the Board and noted in Board policy. At least two (2) seats on the Board will be up for election in each year.

Among the members of the Board, six (6) members shall be Parent-members of the Association. Up to two members of the Board may or may not be members of the Association. Each member of the Board, as a member or non-member of the Association, will be entitled to voice and one vote in the Board.

Anyone who is employed by the School, or who is married to an employee of the School, or who has financial debt with the school or is involved in a lawsuit against the school shall be ineligible to serve as a Member of the Board of Trustees.

In addition to the members previously mentioned, the following will serve as members of the Board of Trustees, entitled to voice, but not to vote:

- a. The Superintendent
- b. Other people determined by the Board of Trustees.

ARTICLE 22: VACANCIES - In the case of a vacancy on the Board of Trustees, the Board will name a replacement within thirty days as of the position opening date. The appointed member will serve on the Board until the next General Assembly. The Trustee elected at that Assembly shall serve only until the end of the original tenure term, when there will be another election.

ARTICLE 23: MEMBERS OF THE BOARD – TENURE

Six positions in the Board of Trustees shall perform their duties for three years, referred to as A Positions, and two positions shall perform their duties for two years, referred to as B Positions, with a rotation system where three positions will be held for election every year. All members may only be re-elected a single time, regardless of the position they occupy, whether the three- or two-year term. The Members of the Board of Trustees chosen to fill a vacancy as noted in Article 22 shall perform for the remaining tenure in the vacant member's term or until the next regular General Assembly, whichever comes first.

ARTICLE 24: CONFLICT OF INTEREST - When the Board of Trustees deals with a topic or matter which may present conflict of interest to a Member of the Board of Trustees, this member shall excuse him/herself from participating in the discussion and from voting on such issue, leaving the meeting room during that discussion and voting period. The Board of Trustees may decide if there is a conflict of interest on behalf of one of the members through simple vote majority of the members present and entitled to vote.

ARTICLE 25: THE BOARD OF TRUSTEES' MEETINGS. - The Board of Trustees will meet at least five times during a calendar year, normally every other month while school is in session. Should the Board deem it necessary, they may meet more times in order to fulfil their duties and obligations. Quorum shall consist of four voting members of the Board of Trustees and the decisions will be taken by the majority of the members present. Tied votes shall be considered defeating the motion.

The President does not have voting rights except to decide issues when the vote of the members is tied.

Meetings of the Board of Trustees will be conducted in the English language.

A member may participate in the Board of Trustees meetings by telephone or by any electronic means which allow him/her to participate in the discussion, and his/her participation and vote will be valid.

The Board of Trustees will not meet without the Superintendent's presence and acknowledgement unless the specific purpose of the meeting is to discuss the Superintendent's performance or written evaluation.

The Board of Trustees may include in its meetings people who can provide information or advice. This matter shall be decided prior to the meeting by majority of votes of the members of the Board of Trustees.

The Board meetings shall be held as closed and confidential, unless expressly decided otherwise by the Board of Trustees. The approved minutes of the Boards regular meetings will be made available to members of the Association before the next meeting date.

ARTICLE 26: NOTICE OF MEETINGS - The President shall convene a Board of Trustees meeting, including venue, date and time, as well as agenda to be discussed, with at least forty-eight hours advance notice. Such notice shall be delivered in writing by any means.

The President shall be required to convene the Board of Trustees whenever a petition including the signatures of at least two members of the Board of Trustees entitled to vote has been submitted. In case that the President denies to serve such notice, any member of the Board of Trustees who has been designated by the Board of Trustees through the vote of at least five of its voting members may serve notice.

ARTICLE 27: POWERS OF THE BOARD OF TRUSTEES. - The Board of Trustees has the following powers:

- a. To define the objectives and mission of the School, to be based on the purposes of the Association;
- b. Appoint members of the Board of Trustees if there is a vacant position in accordance with Article 22;
- c. To select, appoint and nurture a Superintendent;
- d. To approve a compensation package for the Superintendent.

- e. To evaluate the performance of the Superintendent annually;
- f. To comply with and enforce these By-laws and the decisions of the Assembly;
- g. To elect the President, Vice – President, Treasurer and Secretary from among the Members of the Board of Trustees;
- h. To adopt and develop a multi-year Strategic Plan for the on-going development of the School, with the help of the Superintendent.
- i. To monitor the progress of the Strategic Plan.
- j. To review administrative manuals, pass Board policies, and approve new Board committees and specify their duties;
- k. To determine the amounts and payment methods for contributions made by the Members.
- l. To set forth any additional charges for services and other unforeseen activities in addition to regular contributions.
- m. To approve the annual budget after having studied the proposal submitted by the Superintendent and the recommendations of the Finance Committee.
- n. To supervise the work performed by the permanent committees and oversee their activities.
- o. Present an annual report to the General Assembly of Members in reference to the performance of the Association.
- p. To become thoroughly acquainted with the reports and all other informational material submitted for their consideration.
- q. To comply with the decisions taken at the General Assemblies of Members and provide instructions to the Association’s President.
- r. To establish once a year, or when deemed convenient, the maximum monetary limit to which the Superintendent may commit the Association; those commitments for which joint signatures will be required, and those which only the Board of Trustees can authorize the subscription of acts and contracts that bind the Association.
- s. To develop and approve training, operations, and procedural manuals to be used by the Board of Trustees.
- t. To appoint an External Auditor as stipulated in these By-laws.
- u. To provide a written report to the Association each October, prepared in English and in Portuguese and sent in either paper or electronic format, which will include at least the President’s Report of the work of the Board of Trustees, the Treasurer’s Report of the Annual Audit of the previous year’s books and the financial status of the school, and the Superintendent’s Report of the State of the School Program.
- v. To appoint special proxies for the Association, as well as legal counsel, whenever it is deemed necessary and/or convenient to do so.
- w. To interpret these By-laws. Such interpretation shall then be mandatory for all Members, as well as the administrative and financial organs of the Association.
- x. To expel from the Association any Member who does not fulfil the obligations set forth in Articles 10 and 27, items I and j. In order to expel one of the Members, a unanimous decision of all the voting members of the Board of Trustees is required; and
- y. To perform all other duties herein envisaged and those which are permissible under the Law.

C. PRESIDENT

ARTICLE 28: PRESIDENT - The President of the Board of Trustees shall also be the Chairperson of the Association. He/she shall be appointed by the Board of Trustees from among its Parent Members and shall perform his/her functions for a period of one year from the date of the election

The President does not have voting rights except to decide tied results.

In the event of temporary or definite absence of the President, the Vice-President shall replace him/her. In the event that the President is replaced permanently, the Vice-President shall serve for the remaining term of the replaced President.

ARTICLE 29: POWERS AND DUTIES - The President of the Board of Trustees shall adhere to the Law, to these By-Laws, and to the decisions made at the General Assembly of Members and by the Board of Trustees. In particular, he or she shall perform the following duties and have the following powers:

- a. Convene the General Assemblies of Members and meetings of the Board of Trustees.
- b. Chair the General Assemblies of Members and meetings of the Board of Trustees.
- c. Deliver to the General Assembly of Members an annual report about the activities taking place in the school.
- d. Serve as the legal representative of the Association during the absence of the Superintendent or until the Superintendent is replaced.
- e. Comply with and enforce the decisions of the General Assembly of Members and the Board of Trustees; and
- f. Comply with all powers and duties noted in the Law and in these By-Laws.

D. VICE-PRESIDENT

ARTICLE 30: VICEPRESIDENT - The Vice-President shall be appointed by the Board of Trustees from among its Parent Members and shall perform his/her functions for a period of one year.

In case of temporary or definite absence of the Vice-President, the Board of Trustees shall appoint, from among its Parent Members, a replacement. In the event that the Vice-President is replaced permanently, the new Vice-President shall serve for the remaining term of the replaced Vice-President.

ARTICLE 31: POWERS AND DUTIES - The Vice-President of the Association shall perform the following duties and have the following powers:

- a. Replace the President in case of temporary or definite absence or in the event of conflict of interest of the President, until the Board of Trustees appoints a new President.
- b. Comply with all other duties and use all other powers that correspond to him/her according to the Law and these By-laws.

E. TREASURER

ARTICLE 32: TREASURER - The Treasurer shall be appointed by the Board of Trustees from among its Parent Members and shall perform his/her duties for a period of one year.

In the event of temporary or definite absence of the Treasurer, the Board of Trustees shall appoint a replacement from among the Parent Members. In the event that the Treasurer is replaced permanently, the new Treasurer shall serve for the remaining term of the replaced Treasurer.

ARTICLE 33: POWERS AND DUTIES - The Powers and Duties of the Treasurer of the Association are:

- a. To chair the Finance Committee, assuring the faithful fulfilment of its responsibilities as defined in Article 36 paragraph b of these By-laws.
- b. To provide written reports from the Finance Committee to the Board of Trustees and the Association on the Annual Audit of the previous year's books and the financial condition of the School each October, the report to be prepared in English and Portuguese and sent in either paper or electronic format.
- c. To comply with all other duties and make use of all other powers called for under the Law and these By-Laws.

F. SECRETARY

ARTICLE 34: SECRETARY - The Secretary shall be appointed by the Board of Trustees from among its Parent Members and shall perform his/her duties for a period of one year.

In the event of temporary or definite absence of the Secretary, the Board of Trustees shall appoint a replacement from among the Parent Members. In the event that the Secretary is replaced permanently, the new Secretary shall serve for the remaining term of the replaced Secretary.

ARTICLE 35: POWERS AND DUTIES - The powers and duties of the Secretary of the Association are:

- a. To act as the secretary during the meetings of the General Assembly and of the Board of Trustees;
- b. Provide Board meeting minutes approved for approval before the next meeting and
- c. Comply with all other duties and make use of all other powers as called for under the Law and these By-Laws.

G. COMMITTEES

ARTICLE 36: PERMANENT COMMITTEES. - The Board of Trustees shall establish the following permanent committees for the satisfactory fulfilment of its responsibilities:

- a. The Executive Committee, which shall be presided over by the President and composed of the elected Officers of the Board, shall be empowered to make decisions on behalf of the Board of Trustees in the case that the Board as a whole is unable to meet. The full Board of Trustees shall be informed of the decisions of the Executive Committee at its next meeting.
- b. The Finance Committee, which shall be chaired by the Treasurer of the Board of Trustees, shall be appointed by the Board and composed of at least one other member of the Board of Trustees, plus at least two additional members who are not members of the Board of Trustees. The purpose of the Finance Committee is to 1) periodically review, with the Superintendent, the consistency of management practice with the adopted policies of the Board of Trustees related to financial planning, budgeting, financial conditions and activities, and the protection of assets, reporting to the Board of Trustees according to a schedule and plan adopted by the Board of Trustees. 2) To advise the Superintendent on issues and questions he/she raises related to the annual budget, providing its recommendations and comments on the final draft to the Board of Trustees. The Finance Committee shall not meet without the Superintendent present.
- c. The Governance Committee shall be appointed by the Board of Trustees from the elected members of the Board. The purpose of the Governance Committee shall to create a record of individuals in the community who may be interested in serving on the Board of Trustees and would be able to make a significant, constructive contribution to it. The Committee shall report to the Board prior to any election and make specific recommendations to the Board for a list of candidates to include at least one candidate to run for each open seat. That list of candidates, once approved by the Board of Trustees, shall then be submitted to the General Assembly. The Governance Committee shall also provide such feedback related to policy and governance that the Board determines necessary.

ARTICLE 37: AD-HOC COMMITTEES - The Board of Trustees will establish such other committees as may be necessary for the satisfactory fulfilment of its responsibilities.

ARTICLE 38: PERFORMANCE OF COMMITTEES - The Committees shall perform in the manner proscribed, through the powers granted, and in adherence to the policies and terms set forth by the Board of Trustees. The Board may, through those policies, expand the roles of the Committees, but may neither reduce those roles nor delegate its decision-making responsibility or its accountability to those committees.

CHAPTER IV ADMINISTRATION

ARTICLE 39: SUPERINTENDENT - The Administration of the Association is the responsibility of the Superintendent, subject to the Laws of host country and these By-Laws.

ARTICLE 40: DESIGNATION - The Superintendent will be selected and appointed by the Board of Trustees and shall perform his/her duties for a period determined by the Board of Trustees.

The Superintendent is an employee of confidence. He/she may, however, be dismissed in accordance with the procedures established by the Board of Trustees in the employment agreement. For this reason, his/her relation with the Association will be regulated exclusively by the rules of the Civil Code of Brazil; especially the ones referred to in the contract.

ARTICLE 41: POWERS AND DUTIES - The Superintendent will be responsible for the administration and management of the Association's business, adhering to the Law, these By-laws and the instructions issued by the Board of Trustees. His/her duties and powers are to:

- a. Perform all administrative and regular operations of the Association, pursuant to its purposes;
- b. Obligate the Association, within the limits established by the Board of Trustees and according to the purposes as defined in these By-laws;
- c. Prepare balance sheets and inventories at the end of each fiscal year and provide the External Auditor with an accounting analysis;
- d. Open and close checking or any other type of account and appoint those people who are authorized to issue checks or any other order of payment against the above mentioned accounts, within the limitations that are set forth by the Board of Trustees;
- e. Issue, accept, endorse, and guarantee promissory notes and any other business documents within the limitations which are set forth by the Board of Trustees;
- f. Execute those grants which have been approved by the Board of Trustees;
- g. Deliver a report to the Board of Trustees during its regular meetings;
- h. Sign work contracts and termination acts for employees of the Association; and,
- i. Execute all actions set forth in the Laws of Brazil and these By-laws.

CHAPTER V CONTROL BODIES

ARTICLE 42: EXTERNAL AUDITOR - The External Auditor shall be appointed by the Board of Trustees and shall be in charge of observing the proper regulations and accounting procedures use, as well as the Association's administration. The External Auditor shall submit an annual report to the Board of Trustees. The External Auditor shall serve for a maximum period of three consecutive years.

CHAPTER VI PATRIMONY AND FINANCES

ARTICLE 43: PATRIMONY - The assets of the Association are:

- a. All fixed and other assets acquired by means of purchase, grants or any other sort of contract destined to the use of the Pan American School of Bahia, which presents a value greater than the minimum required by national law, international accounting standards, and / or the Board Minutes.
- b. All fixed assets and property;
- c. All the income that the Association receives from its activities.
- d. All the contributions provided by the Members.
- e. The contributions received from any individual or other legal entity, whether occasionally or permanently;
- f. All inheritances/legacies shall be received with right of inventory;
- g. Overall, income assets or movable or fixed property that are granted or charged

ARTICLE 44: LIMITED RESPONSIBILITY - None of the assets acquired by the Association by any means shall belong either wholly or in part to any of the Members, and Members may not profit from any of the assets.

The Members of the Association have only the obligations stipulated in these By-laws and, for this reason; they are not individually responsible for the obligations of the Association. The Association, as a legal organization, will respond with the assets that comprise its patrimony for any obligation with third parties.

ARTICLE 45: DETERMINATION OF PERIODIC CONTRIBUTION

The Board of Trustees will determine necessary contributions in order to obtain the funding from the beneficiaries of the Association and its educational institution, or other contributions that can be produced, according to the laws and dispositions of the Ministry of Education and Culture.

ARTICLE 46: FISCAL YEAR - The fiscal year will be set by the Board of Trustees.

CHAPTER VII DISSOLUTION AND LIQUIDATION

ARTICLE 47: DISSOLUTION - The Association will dissolve only due to the causes stipulated in the applicable laws and regulations, or by voluntary resolution of the Members of the Association, considering affirmative votes of at least 75% of the total of the voting members of the General Assembly, who will manifest their will in two meetings, to be held no more than 30 days apart from each other. The Association will proceed with the dissolution only if the vote in favour in the second meeting meets or exceeds that voted in the first meeting to confirm this resolution.

ARTICLE 48: LIQUIDATION - When the dissolution of the Association is agreed upon, the Board of Trustees shall continue to perform its duties until all details regarding the assets and all other financial, administrative and general matters are completed; and, until all assets of the Association have been liquidated. Such assets, or the proceeds derived from the sale of such assets, shall be used to honor all pending commitments of the Association and to cover any legal expenses that may arise. In the event a favorable balance remains, such assets shall be donated to a recognized institution with the same purpose and objectives. The Board of Trustees shall appoint the Chief of the United States Diplomatic Mission, or his or her designee, as supervisor of final liquidation. The supervisor shall work in close cooperation with the Board of Trustees.

CHAPTER VIII GENERAL DISPOSITIONS

ARTICLE 49: PROHIBITION - The Association may not intervene in matters of political or religious character. For this reason, the Members, Directors, and employees of the Association may not act in name of the Association or perform in its name, any type of act that does not form part of its statutory purposes.

ARTICLE 50: CONFIDENTIALITY - As a general rule, all minutes of the General Assembly of Members and of the Regular Meetings of the Board of Trustees may be given to Members who have fully complied with the responsibilities in Article 10 of these By-laws and to such people approved by a majority of the Board of Trustees. The minutes or sessions of permanent or special committees are confidential, unless the committee or the Board of Trustees decides otherwise. Breach of confidentiality on the part of any committee member or Board member shall be considered as grounds for removal.

ARTICLE 51: MINUTES - Minutes of all General Assemblies of Members and of the Board of Trustees shall be signed by both the President and the Secretary, who shall report on compliance of the decisions made. The Secretary shall keep a permanent file of minutes, which shall be made available to all members of the Board of Trustees whenever they request access to them. Minutes of General Assemblies and of Regular Board of Trustees Meetings shall be made available to any Member of the Association who has fully complied with the responsibilities in these By-laws. Minutes of Executive Committee and Closed Board Session meetings shall be kept confidential.

ARTICLE 52: ACCESS TO BOOKS AND ACCOUNTS – The inspection and familiarity with the Association’s books and accounts, cashiers, portfolios, documents, and written deeds in general shall only be permitted to the Board of Trustees of the Association as a body, authorized entities and people, pursuant to contracts or Law provisions, as well as all

Association employees whose job requires such, previously approved by a majority of the Board of Trustees; notwithstanding what the Law provides under special circumstances.

ARTICLE 53: REVISION OF BY-LAWS – The Opening meeting for Bylaws review shall require an attendance of 50% plus one of the members of the Association entitled to vote. In order to approve the amendments to the Bylaws, votes in favor are required from at least two thirds of the members of the Association present and entitled to vote.

ARTICLE 54: RESOLUTION OF CONFLICTS – Conflicts which may arise among the members of the Association will be resolved by the administrative organs of the Association. In case this is not possible, or if the disagreement appears among such members and directive organs and cannot be resolved in a personal and direct matter according to these By-laws, the issue will be submitted to binding arbitration under applicable Brazilian law or resolved through ordinary legal channels.

ARTICLE 55: For any matter not provided for in these By-laws, applicable regulations contained in the laws and regulations in effect as of the date which these By-laws are adopted, shall become part of these By-laws.

ARTICLE 56: The Association shall abide by Ministry of Education norms in fulfilling the purposes for which it was created.

ARTICLE 57: The Associations and/or its authority’s activities will determine if it is or not subject to direct or indirect tax obligations.

CHAPTER IX TRANSITORY DISPOSITIONS

FIRST: The members of the Board of Trustees elected up through the date of these By-laws ratification shall follow the provisions designated this chapter. Their successors shall follow the provisions set forth in these revised Bylaws and defined in the second and third chapter after the transition period.

SECOND: The three Board of Trustees members, elected in October 2011 will follow the provisions referred to in this election, with a new election in October 2013. In this election, the association shall appoint an interim member to serve until May 2016 and two temporary members to serve until May 2015, according to the grid which follows.

THIRD: The five members of the Board elected in October 2012 follow their tenure until the General Assembly in May 2014, when there will be a new election. In this election, the Association appoints an interim director to serve until May 2015, a temporary member to serve until May 2016, and three members with terms stipulated in Article 23 hereof rectified, according to the grid which follows.

FOURTH: All the mandates stipulated in Article 23 of these rectified Bylaws, including the provisions on re-election, become effective as of May 2015 elections, according to the grid that follows.

CHAIR	TIME	OCTOBER 2013*	May 2014**	May 2015	May 2016	May 2017	May 2018	May 2019	May 2020	May 2021
A1	3	Service	Election: 3 years	Service	Service	Election	Service	Service	Election	Service
A2	3	TRANSITIONAL Election 2.5 years	Service	Service	Election: 3 years	Service	Service	Election	Service	Service
A3	3	Service	Election: 3 years	Service	Service	Election	Service	Service	Election	Service
A4	3	Service	TRANSITIONAL Election 2	Service	Election: 3 years	Service	Service	Election	Service	Service

			years							
A5	3	TRANSITIONAL Election 1.5 years	Service	Election: 3 years	Service	Service	Election	Service	Service	Election
A6	3	TRANSITIONAL Election 1.5 years	Service	Election: 3 years	Service	Service	Election	Service	Service	Election
B1	2	Service	TRANSITIONAL Election 1 year	Election: 2 years	Service	Election	Service	Election	Service	Election
B2	2	Service	Election: 2 anos	Service	Election	Service	Election	Service	Election	Service

Current Members Affected: * Bruno Costa, Marcela Lomanto, Michael Pelton ** Ashley Bullard, Manise Dacal, Luciano Fiuza, Anita Lagesse, Bianca Sampaio,