

SCHUTZ AMERICAN SCHOOLS OF ALEXANDRIA FOUNDATION
BY-LAWS

ARTICLE I
ORGANIZATION, PURPOSE, AND ACTIVITIES

1. Organization. Schutz American Schools of Alexandria Foundation (SASAF) is incorporated as a non-profit public foundation. This private, non-operating foundation is an independent charitable organization formed by association of alumni, staff, families, and friends of Schutz American School (SAS), Alexandria, Egypt and dates back to 1963.

2. Purpose. SASAF is a forum for celebrating the Schutz American School family and community and sharing the fulfillment of aspirations for which the school provided the building blocks of knowledge, skills, and confidence. Newsletters, reunions, special gatherings, and information exchanges enable and foster the continuation of acquaintances and friendships of the alumni, staff, families, and friends (the SAS family).

3. Activities. SASAF undertakes a number of activities within available resources:

- a. Sustain and expand the SAS family and foster communications;
- b. Maintain a locator database of the SAS family;
- c. Encourage research and publication of memoirs related to the historical environment of Schutz American School and the SAS family;
- d. Sponsor reunions and special events;
- e. Maintain a SASAF website;
- f. Publish a semi-annual SASAF newsletter;
- g. Encourage the continuing operations of Schutz American School and associated support organizations; which may include providing a scholarship to a distinguished high school student of Schutz American School

4. Rules of Order. The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** [10th ed. (Cambridge, Mass.: Perseus Publishing, 2000)] shall govern the SASAF in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the SASAF may adopt.

5. Incorporation. The organization is registered as SCHUTZ AMERICAN SCHOOLS OF ALEXANDRIA FOUNDATION, 322 Boulevard of the Allies, Pittsburgh, PA 15222-1925, in care of the Corporate Representative, Charles B. Watkins.

ARTICLE II

MEMBERSHIP, DUES, AND DONATIONS

1. Membership. Membership in this organization is by open invitation to all alumni, staff (current and former), their families, and friends of Schutz American School, Alexandria, Egypt. This invitation is extended in each newsletter, on the SASAF website, and in appropriate forums. Membership is accorded to those members whose applications have been accepted and who have paid the current year annual dues.

2. Fiscal Year. The fiscal year from July 1 2007 through June 30, 2008 is hereby extended to December 31, 2008. Membership and dues are recorded on an annual basis for each year January 1 through 31 December beginning in 2009.

3. Dues. The amount of annual dues shall be established by the Board of Directors and published in the SASAF newsletter and on the website. Dues of the organization do not fall within the guidelines of charitable donations.

4. Contributions. While dues are to defray the costs of the newsletter and web site, charitable donations from individuals enable the largest portion of the SASAF activities. Individual qualification may vary for citizens and residents of the United States; contributions of monies, goods, and services are normally deductible within the scope and meaning of the Internal Revenue Service Code 501(c).

5. Fund Raising. As a non-profit entity, SASAF does not conduct fund-raising activities other than to solicit contributions to further its activities. The sole financial support of the organization is from dues and contributions. Merchandise and goods which have been donated to SASAF are made available for sale for the express purpose of conversion of those articles to cash contributions. Individuals wishing to conduct fund-raising events in connection with SASAF events or using SAS or SASAF identification (logos, letterhead, and signage) may do so only with the consent of the President or the Vice President of the Board of Directors.

6. Pass-through Transactions. The Treasurer or members designated by the President or Treasurer of the SASAF, acting as agents, may collect and disburse monies in direct support of reunions, luncheons, or other similar

events when such transactions are advantageous to the members and are without expectation of profit or loss to the foundation.

ARTICLE III

MEETINGS OF THE MEMBERSHIP

1. Annual meeting. The regular reunion of the members is normally held on a Sunday of July each year at or near New Wilmington, Pennsylvania, the day following the Board of Directors meeting. The Secretary announces the date, time, and place of annual meetings in the newsletter and on the web site. The order of business of the annual meeting is typically:

- Recognition of the Board of Directors
- Summary of the Reports of Officers from the Board meeting
- Elections to the Board of Directors
- Introduction of the incoming Officers of the Board of Directors
- Questions, discussion, and motions

2. Grand Reunions. Approximately every third-to-fifth year, a Grand Reunion is hosted by a special committee of this organization in order to expand the time and activities of fellowship for the benefit of the members. The annual Board of Directors and Membership meetings are held during the Grand Reunion.

3. Special Meetings and Events. Special meetings and events may be announced by the President or Secretary when the opportunity may be afforded or necessary for the full membership to be invited. Notices of special meetings will be sent by the most expeditious means at least ten (10) days prior to the meeting.

ARTICLE IV

BOARD OF DIRECTORS

1. Purpose. The Board of Directors (referred to as "Board" hereafter) provides for the executive management of the activities and services of the organization in order to facilitate communication, cooperation, information exchange, and decision-making for the benefit of the membership and the foundation.

2. Authority of the Board. The Board has full authority to act on behalf of the foundation in all matters pursuant to the activities described in Article I.

- a. The Board shall have full authority to enter into contracts on behalf of the corporation and may delegate this authority to members of the SASAF who may act on its behalf.

- b. The Board may appoint or hire a Corporate Representative to represent SASAF and meet incorporation requirements of local and federal governments and to serve as legal counsel (if required). The Board will review the requirements for services and the level of compensation as part of the annual budget process.
- c. The Board of Directors shall approve an annual operating budget and present the most current financial report to the SASAF membership at the annual meeting.
- d. Board members and other SASAF members serve as volunteers without compensation; however, reimbursement of expenses not already approved in the annual operating budget that are in direct support of activities may be approved by the President or Vice President of the Board or by a majority vote of the Board.
- e. Any action of the Board or its officers may be censured or repealed by a two-thirds (2/3) vote of those members present at an annual meeting.

3. Composition. The Board consists of not less than five (5) and not more than sixteen (16) directors, including the officers, fifteen of whom are elected by majority vote of the SASAF membership to the Board for individual terms of four (4) years, without restriction on the number of terms. One Board position is set aside for a representative from the staff of Schutz American School, Alexandria, Egypt, appointed by the Head of School. For continuity of incorporation of the foundation, at least one of the elected directors or the appointed Corporate Representative must be a citizen of the United States and a resident of the State of Pennsylvania.

4. Officers. The officers of the foundation include the President, the Vice President, the Treasurer, and the Secretary, and are elected by the directors from among the Board members for individual terms not to exceed three (3) years. The term of office may not exceed the term for which the individual was elected to the Board by the SASAF membership unless that officer is re-elected to the Board. The President may be re-elected for one successive term serving a maximum of six consecutive years; otherwise there are no restrictions on the number of successive terms of office of the other officers. The term of office starts and ends at the point of introduction at the annual meeting of the membership following the Board meeting at which elected (see Article III.1).

- a. President. The President is the chief executive officer of the corporation and chairperson of the Board and has the primary responsibility of leading the activities of the SASAF. The President is granted the authority to make decisions, commit the resources of

the organization, and expend funds in the name of SASAF for the benefit of the members and support of the foundation's activities. Authorities and responsibilities include but are not limited to:

- i. Presiding at all meetings of the SASAF and the Board;
 - ii. Appointing chairpersons of standing and ad hoc committees subject to the advice and consent of a majority of the members of the Board;
 - iii. Informing the Board of all activities undertaken on behalf of SASAF;
 - iv. Interpreting the by-laws;
 - v. Representing or selecting representatives of SASAF to attend official functions related to SASAF or Schutz American School;
 - vi. Coordinating agendas with the Secretary for the meetings of the SASAF and of the Board;
 - vii. Participating as ex-officio member of all committees of the corporation;
 - viii. Reviewing, validating, and/or certifying all documents required by law;
 - ix. Providing the Treasurer with appropriate records and receipts for any expenditure or disbursement of funds. Such expenditures or disbursements, if made without prior Board approval, are those essential for continuity of operations or for SASAF representation.
- b. Vice President. The Vice President advises and assists the President, Treasurer, Secretary, and other Board members and SASAF officials in carrying out their duties. The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges, and powers as if he had been the duly elected president. Authorities and responsibilities include those granted in these by-laws and, at the request of the President, those authorities and responsibilities accorded to the President in Article IV.4.a. above.
- c. Treasurer. The Treasurer is entrusted with the care and custody of the finances of the SASAF and is responsible for the collection, safekeeping, and disbursement of such monies or securities of the organization. The Treasurer keeps a record of all financial transactions of the SASAF and presents a financial report at each annual meeting of the Board or upon request of the President or the

Board. The Treasurer is empowered to open and manage checking, savings, and money market accounts. With approval and direction of the Board, funds in excess of one year's budgeted operating expenses will be invested in certificates of deposit. Authorities and responsibilities include:

- i. All accounts will be established such that the President, the Treasurer, and the Secretary may individually sign checks or drafts or electronically receive or transfer funds upon the accounts of the SASAF.
 - ii. A petty cash Imprest Fund may be set aside, not to exceed \$300.00 in combined cash and receipts, for incidental supplies and expenses.
 - iii. The Treasurer will maintain a record of dues paid by or for each member and provide receipts only upon request.
 - iv. The Treasurer will provide receipts on SASAF official letterhead for all contributions made to SASAF activity accounts.
 - v. Financial reports shall consist of a balance sheet reflecting assets and liabilities as of the end of each operating year, and a journal recording all income and disbursements by activity. The financial reports shall be included in the minutes of annual meetings of the Board. Supporting financial records and bank statements will be maintained for a three-year period and be made available to the President, Vice President, or Budget Committee upon request.
 - vi. The Treasurer will serve as a member of the Budget Committee.
 - vii. The Treasurer assists the President and the Secretary in submitting any filings or reports required by federal or state-of-incorporation statute.
- d. Secretary. The Secretary is the official records keeper of the SASAF and is entrusted with custody of and maintaining the records of the foundation and communicating with the SASAF members on behalf of the Board. Authorities and responsibilities include but are not limited to:
- i. Custody of the articles of incorporation and the by-laws of SASAF;
 - ii. Procuring supplies and equipment suitable for security of materials and records;

- iii. Filing and maintaining records of any certificate required by federal or state statute, except those maintained by the Treasurer;
- iv. Giving and serving notices to members of the organization;
- v. Recording the proceedings of the Board meetings and the meetings of the SASAF membership and providing copies of the minutes to each Board member;
- vi. Presenting the minutes of the prior Board meeting(s) at the next subsequent meeting of the Board;
- vii. Corresponding on behalf of the foundation;
- viii. Reviewing incoming and outgoing SASAF correspondence with the President or members of the Board as appropriate
- ix. Coordinating the annual meetings of the Board with the President and members;
- x. Maintaining and distributing the roster of the Board members including their terms of service;
- xi. In the absence of the Treasurer or at the request of the President or the Board, making disbursements from the official accounts of the foundation and providing the Treasurer with appropriate records and receipts.

5. Vacancies. Vacancies on the Board may be filled for the balance of a year by appointment by the President from among the SASAF members, subject to the consent of the Board. Vacancies in the offices of Vice President, Treasurer, and Secretary may be filled by appointment by the President from among the remaining members of the Board subject to the consent of a majority of the Board.

6. Annual meeting. The regular Board of Directors meeting is normally held on a Saturday of July each year at or near New Wilmington, Pennsylvania, except in years when meetings are held as part of Grand Reunions. The Secretary confirms the date, time, and place of annual board meetings with the directors. The order of business is:

- Roll Call
- Reading of the Minutes of the preceding meeting
- Old and Unfinished Business
- Reports of Officers
- Reports of Committees
- Election of Officers
- New Business
- Adjournments

7. Special Meetings and Events. Special meetings of the Board may be announced by the President or Secretary or called by a simple majority of the Board members whenever necessary to conduct the business of the foundation. Notices of special events will be sent by the Secretary by the most expeditious means at least ten (10) days prior to the meeting. The business of the SASAF Board may also be conducted by the President or its officers by e-mail or other electronic means.

8. Quorums. A quorum for meetings of the Board is a simple majority of the Board members either present or including those participating by electronic communications including telephone, teleconferencing, or e-mail.

9. Removal of Officers or Board Members. An officer or director may be removed in the unlikely event that sufficient cause exists for such removal, either by request and acceptance of resignation, or by a two-thirds (2/3) majority vote of the Board. The Board will select a member to conduct an investigation and make a recommendation to the Board for such determination as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE V

ACTIVITY LEADERS AND COMMITTEES

The President, with the advice and consent of the Board, appoints activity leaders and chairpersons of standing or ad hoc committees to carry out the business of SASAF. Activity leaders and chairpersons, with the assistance of the Board, propose and coordinate staffing of the committees as needed. If the activity leaders or chairpersons are not members of the Board, the President will designate a Board member to represent the activity or committee at Board meetings.

1. Newsletter Chairperson. The Newsletter Chairperson is responsible for the assembly and distribution of the SASAF Newsletter, published each spring and fall. The primary function of the newsletter is to foster and convey communications among the SASAF members, provide information about Schutz American School in Alexandria, Egypt, and promote SASAF activities.

2. Web Presence Strategy Chairperson. The Chairperson is responsible for the structure and electronic publication of the official SASAF website and the upkeep of the SASAF database. The Chairperson may be the "Webmaster" or the Webmaster is a member of the committee. Close coordination with the Treasurer, the Newsletter Chairperson, and the Board Secretary is required to support membership rolls and e-mail and postal mail addresses.

3. Grand Reunion Chairperson. The Chairperson shall be responsible for planning, organizing, and coordinating the Grand Reunions of the SASAF members and friends.
4. The Schutz School Liaison. This member of the Board is the focal point for communications between the SASAF and Schutz American School. The liaison represents the Head of School, the staff, and student body. The liaison serves as the SASAF coordinator for scholarship awards and as the link to the local school board and alumni association in Alexandria, Egypt.
5. Budget and Finance Chairperson. The Chairperson is responsible for review, and (if applicable) arranging for audit, of the financial records of the foundation, and for developing an annual operating budget. The Treasurer may not chair this committee but is an ex-officio member. The Chairperson of this committee acts as the coordinator to the Board for information and recommendations on financial matters, business resource management, and any fund-raising activities.
6. Community Building Strategy Chairperson. The Chairperson and Committee explore the ways and means to increase the general membership, coordinate invitations to Schutz American School alumni to participate in the foundation's activities, and coordinate activities with SAS-related organizations.
7. Ad Hoc Committees. The President may charter special committee and appoint chairpersons and members from the SASAF whenever necessary to conduct the business of the foundation. The roles and responsibilities and limitations of such committees will be included in the charter.

ARTICLE VI

WEBSITE, DATABASE, AND COMMUNICATIONS

1. Purpose. SASAF maintains a fee-based website and database to support communications, promote the activities of the foundation, and record the histories and preferences and memoirs of the membership. The link is www.schutzalumni.org.
2. Website structure. Using contemporary guidelines, the website provides access to the SASAF homepage, current and past events, reunion information, histories and links, and articles and photographs contributed by the SAS family. Articles and information for web site publication are approved by the President, the Vice President, the Treasurer, the Secretary, or the Grand Reunion Chairperson.
3. Database. The SASAF Database contains personal information provided voluntarily by alumni, staff, their families and friends of Schutz American

School, and is not limited to members of the foundation. Data elements required for eligibility for membership in the foundation are, specifically, name and type and dates of affiliation with Schutz American School. Other voluntary data elements enable communications with the individual, e.g. address, e-mail, and phone. The remaining voluntary entries are used for classification to support the activities of the organization; e.g. business/employer; class year; birthday. Under no circumstances is the database or individual information it contains neither provided to anyone outside the foundation nor used for any purpose not described in these by-laws. The Secretary or Webmaster will provide the entire contents of any individual account to that individual upon request and make any changes requested by the individual, including deletion of the account; a record of changes is maintained. Access to the database is restricted to Board members and individuals designated by the President to have access for conduct of the foundation's business. Individuals listed in the database may be given access solely to their own accounts.

4. Communications. The availability of electronic communications, the geographic dispersion of the members, and cost control make it prudent for the foundation to use e-mail and the website as the primary means of conducting the business of the foundation.

ARTICLE VII

NOMINATIONS AND ELECTIONS, MOTIONS, AND VOTING

1. Nominations. Members have the right to be elected to the Board of Directors of the SASAF and have the right to nominate and vote for candidates at any meeting of the SASAF at which elections are conducted. Nominations may be submitted at any time during the business year to the Community Building Strategy Committee or the Secretary of the Board. There is no formal call for nominations except during the annual SASAF meeting. The Community Building Strategy Chairperson will provide, as part of the Committee Report, the slate of nominations and make a final call for nominations from the floor prior to elections. The Community Building Strategy Chairperson uses the newsletter and website and other electronic means to solicit nominations and provide information on the status of anticipated vacancies and nominations throughout the year.

2. Elections. Elections to fill vacancies on the Board of Directors are held at each annual meeting. The Community Building Strategy Chairperson, or in the absence of the chairperson, the Secretary, conducts the elections, assisted by two members of the SASAF who serve as inspectors of election. Neither inspector of election may be a candidate for office and are usually

selected by the Community Building Strategy Chairperson from among volunteers at the annual meeting. Guests of the SASAF (non-members) will be asked to refrain from participating.

- a. Affirmation. If the number of nominees is equal to or less than the number of vacancies, the Community Building Strategy Chairperson may ask for a vote of affirmation by a showing of hands of those members in favor, and then those members opposed, for the slate of nominees. Upon agreement of the two inspectors of election, the result of the vote is announced and recorded.
- b. Balloting. If the number of nominees is greater than the number of vacancies, the voting will be by paper ballot listing each nominee and providing for write-in candidates nominated from the floor. Each member may vote for no more candidates than the number of vacancies. The ballots will be collected and tallied by the Community Building Strategy Committee and verified by the inspectors of election. Those nominees receiving the highest number of votes, in turn, will be elected to the respective vacancies.

3. Questions, Discussions, and Motions. Any member may place a question before the SASAF meeting assembly for discussion or motion. Customarily, the first motion is to affirm the Reports of the Officers and Chairpersons. This may be followed with questions, discussion, and motions the results of which provide guidance for the Board of Directors for the future conduct of the SASAF business. Motions will be carried or failed based on a vote of affirmation (showing of hands) or opposition (showing of hands) unless the outcome cannot be determined, in which case voting will be by paper ballot.

ARTICLE VIII

DISSOLUTION

1. Determination of Dissolution. Should there be such a decline in membership and in the ways and means of conducting the activities of the foundation, the officers and members of the Board will canvass the membership in order to make a determination of dissolution.
2. Disposition. Should the corporation cease to conduct its affairs and be dissolved, all property and funds remaining after the payment of the debts of the corporation shall, if permitted by the then applicable laws of the State of incorporation, be distributed to the Schutz American School, Alexandria, Egypt, entrusted to the custody of Board of Trustees for disposition as that Board of Trustees deems most advantageous to the students of Schutz American School. Should the Schutz American School Board of Trustees decline, then the proceeds may be distributed to any charitable, religious,

eleemosynary, benevolent, or educational corporation, trust, or community chest, fund or foundation selected by the remaining members of the Board of Directors. Such an organization's purposes may be similar or different from the purposes of the corporation set forth in these Articles, then qualifying under the provisions of Section 107© of the 1954 Internal Revenue Code or the comparable provisions of the Internal Revenue Code then in effect.

ARTICLE X

Adoption and Amendment

1. Adoption. These by-laws become effective by adoption by affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors participating in the Board meeting on 19 July 2008 and supersede all previous by-laws and amendments.

2. Amendment. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors. A record of all such amendments will be appended to the official record copy of these by-laws.

Adopted: _____
(Jean Stultz) Secretary, SASAF

Date: 7/20/08_____