

**BYLAWS OF THE AUSTIN INTERNATIONAL SCHOOL**  
**L'ASSOCIATION DE PARENTS D'ELÈVES**

**ARTICLE 1: NAME, PURPOSES AND POLICIES**

**Section 1.1 Name.** The name of this organization is L'Association de Parents d'Elèves (the "APE").

**Section 1.2 Purposes.**

- (a) The APE shall be organized as an integrated auxiliary of Austin International School ("AIS"), Austin, Texas, a Texas non-profit corporation qualified under section 501(c)(3) of the Internal Revenue Code (the "Code"). The APE is organized exclusively to further the charitable, scientific, literary or educational purposes of AIS within the meaning of Section 501(c)(3) of the Code or corresponding section of any future Federal tax code.
- (b) The APE exists to assist the school operating structures in educating and helping AIS students to become life-long learners, creative thinkers and committed citizens. The APE is committed to building school spirit and a positive community atmosphere and to enriching the educational life of the AIS community by organizing special events, programs and services.
- (c) The APE works in consultation and collaboration with the Executive Director of AIS (the "Director") and the Board of Directors of AIS (the "AIS Board"). The objectives of the APE are to act as a volunteer organization dedicated to enhancing the education and general well being of children by bringing into closer relationship the home, the school and the community, including:
  - (1) Promoting the involvement of parents, students and educators to secure for every child the highest level of learning and advancement;
  - (2) Acting as a voice for member parents; and
  - (3) Participating in fundraising to assist and further the educational process at AIS. Fundraising conducted by the APE must be to the benefit of the general student body with the exception of providing financial aid to students that otherwise may not be able to participate in certain activities with their class. Financial need would be determined through the AIS Director's office.

**Section 1.3 Policies.** The following are the basic policies of the APE:

- (a) The organization shall be noncommercial, nonsectarian and nonpartisan.
- (b) The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the organization.
- (c) The organization shall not participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an

- insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- (d) The organization shall work with AIS to provide quality education for all children and youth, and shall participate in decision-making processes as appropriate to establish school policy, recognizing that the legal responsibility to make decisions has been delegated to the AIS Director and the AIS Board.
  - (e) The APE shall not enter into membership with other organizations. The APE may cooperate with other organizations and agencies concerned with child welfare, but an APE representative shall make no commitments that bind the APE without the approval of the APE Board.
  - (f) Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.
  - (g) Upon the dissolution of the APE, after paying or adequately providing for the debts and obligations of the APE, the remaining assets shall be distributed to AIS in a manner decide by the APE Board consistent with Section 501(c)(3) of the Code.

## **ARTICLE 2: MEMBERSHIP**

### **Section 2.1 Member Eligibility and Admission.**

- (a) Members of the APE shall be up to two (2) individual adults, including parents, step-parents or legal guardians of one or more enrolled AIS students, who pay the annual APE membership fee. In addition, the Director of AIS, members of the AIS Board, and members of the teaching staff shall be non-voting members ex officio without payment of any membership fee, provided, however, that such members may become voting members of the APE if (1) they have one or more children enrolled at AIS and (2) they pay the applicable membership fee.
- (b) Membership in the APE shall be made available without regard to race, color, creed, religion, sexual orientation or national origin, under such rules and regulations as may be prescribed in these Bylaws of the APE (the "Bylaws").
- (c) Except as expressly provided in or authorized by the Bylaws or by provisions of applicable law, all members shall have the same rights, privileges, restrictions, and conditions.

### **Section 2.2 Rights, Duties and Limitations of Members.**

- (a) Members shall have the right to attend Regular, Special and Annual Membership Meetings (collectively, the "Membership Meetings") and use other services and opportunities made available by the APE. Members may attend any APE Board meeting or any meeting of any APE committee and may submit suggestions and topics to be included in any APE Membership Meeting agenda, with reasonable

advance written notice, provided, however, that no votes on actions related to any such topics shall be taken unless the member provides the APE Board with at least five (5) days notice of such topic.

- (b) Members are expected to comply with the Bylaws.
- (c) Members shall carry out the responsibilities accepted by them and delegated to them by the APE.
- (d) No member may act on behalf of the APE without authorization of the APE Board.

### **Section 2.3 Membership Fees.**

- (a) The Annual Membership Fee, applicable to all members, shall be set by the APE Board.
- (b) The Annual Membership Fee shall be collected at the beginning of the school year, but new members may be admitted at any time during the year upon payment of the Annual Membership Fee.

### **Section 2.4 Termination of Membership.**

- (a) A member is in good standing who has paid the current Annual Membership Fee and is not in debt to the APE.
- (b) An individual member may be suspended by a resolution passed by a two-thirds (2/3) vote at a Membership Meeting. This suspension will remain in effect until it is either revoked by a majority vote of a quorum at a subsequent Membership Meeting or until the next following Annual Meeting when the members shall either reinstate or expel the member.
- (c) All rights of membership shall be automatically terminated upon the withdrawal or separation of the member and/or member's child from AIS such that the member no longer meets the criteria for membership in the APE as set forth in Section 2.1. Such termination shall be effective as of the day following the final day upon which the member meets the criteria set forth in Section 2.1.

**Section 2.5 Number of Members.** There is no limit on the number of members the APE may admit.

**Section 2.6 Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the membership

**Section 2.7 Nontransferability of Membership.** No member may transfer a membership or any right arising from membership.

## **ARTICLE 3: OFFICERS AND THEIR ELECTION**

**Section 3.1** Officers of the APE and all appointed chairs shall be members of the APE.

### **Section 3.2 Election of Officers.**

- (a) The officers of the APE shall consist of a President, a President-Elect, an AIS Board Delegate, a Secretary, and a Treasurer.

- (b) The President-Elect shall succeed to the presidency on the expiration of the President's term, and the President shall serve as the AIS Board Delegate for the year following the expiration of the President's term.
- (c) The President-Elect, the Secretary, and the Treasurer shall be elected by the membership of the APE at the Annual Meeting. In the event that the President-Elect shall be unable to serve as President for the following year, or that the President shall be unable to serve as the AIS Board Delegate for the following year, such officers shall also be elected at the Annual Meeting.
- (d) All officers shall serve one-year terms.
- (e) Officers shall serve until the close of the school year or until their successors take office.
- (f) No officer shall serve in the same office for more than three consecutive terms. An officer who has served more than one-half of a term shall be credited with having served all of that term.

### **Section 3.3 Nominating Committee.**

- (a) The Nominating Committee shall consist of the President and the President-Elect along with at least one person (1) from the general membership of the APE who shall be selected by the APE Board. The Nominating Committee may include up to two (2) additional people who shall be selected by the APE Board and may be members of the APE Board and/or general members of the APE.
- (b) The Nominating Committee shall first develop a set of objective minimum criteria to be used in determining who shall be eligible to be nominated for offices. These criteria shall be presented to and approved by the APE Board before the Nominating Committee accepts any nominations. Important considerations in developing these criteria shall be the current and past involvement of the nominees in the APE (including taking leadership roles on committees and/or serving as a coordinator and attendance at APE Board and Membership Meetings and events) and additional current and past involvement of the nominees at AIS outside of the APE (including service on the AIS Board or employment at AIS).
- (c) The Nominating Committee shall solicit nominations from among the members of the APE and shall duly consider all potential nominees. The Nominating Committee shall then nominate at least one (1) eligible person for each office to be filled and report the nominees to the APE Board at a Regular Meeting before the Annual Meeting. The nominees selected by the Nominating Committee shall be publicized to the membership at least ten (10) days before the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.
- (d) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

### **Section 3.4 Officer Vacancies.**

- (a) A vacancy occurring in any elected office shall be filled for the unexpired term by a person nominated by the President, with the assistance of the President-Elect, and elected by a majority vote of the APE Board, notice of such election having

been given to the APE Board at least ten (10) days in advance.

- (b) In case a vacancy occurs in the office of President, the President-Elect shall serve the unexpired term of the President. In such case, a new President-Elect shall be nominated by the new President, the Secretary and the Treasurer, and elected by a majority vote of the APE Board, notice of such election having been given to the APE Board at least ten (10) days in advance.

## **ARTICLE 4: DUTIES OF OFFICERS**

**Section 4.1 Duties of the President.** The President shall:

- (a) coordinate the work of the officers, committee chairs, coordinators and other representatives of the APE to promote the purposes of the APE;
- (b) confirm that a quorum is present before conducting any business at any APE Board or Membership Meeting;
- (c) preside at meetings of the APE Board and at Membership Meetings;
- (d) if deemed necessary, with the assistance of the President-Elect, appoint an Assistant Secretary and/or an Assistant Treasurer;
- (e) with the assistance of the President-Elect, solicit nominations from the APE membership for potential at-large representatives to the APE Board, and thereafter appoint up to five (5) such representatives;
- (f) be authorized to sign on check requests, requests for reimbursement and purchase orders from the APE bank account (two of three authorized signatures shall be required on all such requests over two hundred fifty dollars (\$250.00));
- (g) serve as a member ex officio of all committees;
- (h) perform such other duties as may be prescribed in these Bylaws or assigned by the APE Board or membership; and
- (i) review all records concerning the bank account.

**Section 4.2 Duties of the President-Elect.** The President-Elect shall:

- (a) assist the President, including in the appointment of the at-large representatives to the Board, and, if deemed necessary, an Assistant Secretary or an Assistant Treasurer, as provided in Section 4.1, above, and as otherwise provided in these Bylaws;
- (b) perform the duties of the President in the absence of the President;
- (c) be authorized to sign on check requests, requests for reimbursement and purchase orders from the APE bank account (two of three authorized signatures shall be required on all such requests over two hundred fifty dollars (\$250.00));
- (d) represent the APE at meetings and functions at the discretion of the President; and
- (e) perform other duties as assigned by the President or the APE Board or as may be prescribed by these Bylaws.

**Section 4.3 Duties of the Secretary.** The Secretary shall:

- (a) record, timely distribute and maintain accurate minutes of all meetings (including attendance records at all meetings of the APE Board and at Membership Meetings), maintain all records and files of the APE, and send all notices of meetings and other matters as are required by these Bylaws or as may be requested by the President;
- (b) maintain a current copy of the Bylaws;
- (c) maintain a membership list with addresses (electronic and physical) conforming to the school records;
- (d) perform correspondence duties; and
- (e) perform other duties as assigned by the President or the APE Board.

**Section 4.4 Duties of the Treasurer.** The Treasurer shall:

- (a) receive and keep record of all monies generated by APE activities, all of which monies shall then be delivered to the AIS for deposit and credit to the APE bank account as provided in Article 8 of these Bylaws;
- (b) review and reconcile all records concerning the APE bank account, including the account reports;
- (c) maintain all records concerning the APE bank account, including the account reports, and keep all such records, books of account and other records concerning the account, including statements, receipts, budgets, invoices, paid receipts, purchase orders, check requests, canceled checks and audits, for seven (7) years;
- (d) make disbursements in accordance with the budget adopted by the membership, as may be amended from time to time by the APE Board, and work with coordinators and committees chairs of the APE to ensure that they function within their allocated budget;
- (e) be authorized to sign on check requests, requests for reimbursement and purchase orders from the Account (two of three authorized signatures shall be required on all such requests over two hundred fifty dollars (\$250.00));
- (f) present a financial statement at Regular and Annual Meetings, APE Board meetings, and at other times when requested by the President or the APE Board;
- (g) make a full report of the year's income, expenses and a balance sheet to date at the Annual Meeting;
- (h) submit books for audit as requested; and
- (i) perform other duties as assigned by the President or the APE Board.

**Section 4.5 Duties of the AIS Board Delegate.** The AIS Board Delegate shall:

- (a) attend meetings of the AIS Board as a full voting member of such board and communicate the interests and concerns of the APE at such meetings;
- (b) perform all duties required of an AIS Board member as set forth in the AIS bylaws or other rules governing the AIS Board (including, without limitation, (1)

- abiding by any specific AIS Board or other fiduciary requirement to maintain the confidentiality of certain portions of AIS Board meetings or deliberations, and (2) generally acting in a fiduciary capacity with respect to the AIS Board and AIS);
- (c) attend meetings of the APE Board and Membership Meetings in order to keep the APE informed of the AIS Board's activities (provided, however, that any confidential portions of any AIS Board meeting or discussion shall not be reported to the members of the APE or to the APE Board);
  - (d) generally work towards achieving open and collaborative communication between the APE, the AIS Board and the Director; and
  - (e) perform other duties as assigned by the President or the APE Board.
  - (f) In the case of a recognized conflict of interest between the APE and the AIS Board or AIS, the AIS Board Delegate's primary responsibility shall be to AIS and to their duties as a member of the AIS Board. Notwithstanding the foregoing, the AIS Board Delegate shall abstain from voting on any decision involving a recognized conflict of interest between the APE and the AIS Board or AIS.

**Section 4.6 Duties of the Assistant Secretary or Assistant Treasurer.** The Assistant Secretary or Assistant Treasurer, if appointed, shall perform duties as assigned by the President or the President-Elect.

**Section 4.7 Duties of All Officers.** All officers shall:

- (a) perform the duties outlined in these Bylaws and those assigned from time to time;
- (b) endeavor to attend as many APE Board and Membership Meetings as possible during the year;
- (c) in their capacity as an elected officer of the APE, communicate the activities of the APE Board (where appropriate) to the general membership and communicate the concerns of the general membership to the APE Board and remain available as a resource for APE members; and
- (d) deliver to their successors, the President and the President-Elect a timeline and an outline of past activities including relevant contacts and all official materials within fifteen (15) days following the date at which their successors assume their duties or as may from time to time be requested by the President or the President-Elect.

## **ARTICLE 5: DUTIES OF VOLUNTEER COMMITTEE CHAIRS AND ACTIVITY COORDINATORS**

**Section 5.1. Approval & Duties.** Each volunteer committee chair and activity coordinator shall be approved by the APE Board, and shall:

- (a) perform such duties as are necessary to successfully complete and/or manage the event or activity within the guidelines set forth by the APE Board;
- (b) attend Membership Meetings as necessary to report on the activities of their committees and their coordination efforts;

- (c) work with the APE Treasurer, if appropriate, to carry out the assigned area(s) of responsibility within the set budget and with corresponding receipts and records; and
- (d) prepare a report detailing the activities of his/her committee or coordinator efforts during the year to benefit the APE Board and their successors in the following year (as set forth in Section 5.2).

**Section 5.2. Reports.** The committee chair and coordinator reports shall:

- (a) include a detailed timeline and outline for planning and scheduling the year's activities, important contacts, and relevant materials (e.g., invitations, memory books, program scripts, expenses, volunteer lists, volunteer assignments, recommendations, and evaluation comments); and
- (b) be submitted to the President and the President-Elect within fifteen (15) days of the first of the following conditions to occur: (i) upon the completion or conclusion of the committee or coordinator's activities, (ii) upon request by the President or the President-Elect or (iii) after the last APE Board meeting of the school year or after the Annual Meeting (whichever meeting falls later).

## **ARTICLE 6: MEETINGS OF THE MEMBERSHIP**

**Section 6.1 Regular Meetings.**

- (a) The APE Regular Meetings shall be held as determined by the President and the APE Board. Notwithstanding the foregoing, at least five (5) days notice shall be given of the place, date and time of any Regular Meeting.
- (b) The Regular Meetings are open to all members of the APE in good standing.
- (c) Regular Meetings may be held concurrently with APE Board meetings as set forth in Section 7.3.

**Section 6.2 Special Meetings.** The President or a majority of the APE Board may call Special Meetings of the membership with at least three (3) days notice having been given of the place, date and time.

**Section 6.4 Annual Meeting.** The Annual Meeting shall be held in May or June and shall be combined with the election meeting. At least ten (10) days notice shall be given in writing to all members of the names of the nominees and the place, date and time of the Annual Meeting.

**Section 6.5 Quorum.** A minimum of five (5) members shall constitute a quorum for the transaction of business in any meeting of the APE Membership. A majority of members present shall be required to approve any matter, except as otherwise provided in these Bylaws.

**Section 6.6 Voting.**

- (a) Voting may be by voice, show of hands, or ballot. Proxy and absentee voting shall not be permitted. Only members who are in good standing and who are present are entitled to vote.

- (b) In case of a tie in any vote, the chairperson of the meeting shall only have a tie-breaking vote if he or she did not participate in the original vote; otherwise a tie vote shall be considered a defeat of the resolution.

## **ARTICLE 7: BOARD OF DIRECTORS**

**Section 7.1 APE Board Members.** The term of each APE Board member shall be one (1) year or until a successor is installed. The APE Board shall consist of:

- (a) the officers of the APE;
- (b) the Assistant Treasurer and Assistant Secretary, if appointed by the President (with the assistance of the President-Elect); and
- (c) up to five (5) at large representatives appointed by the President to begin serving at the beginning of the President's term. In appointing at large members of the APE Board, the President (with the assistance of the President-Elect) shall solicit nominations from among the APE Membership for such positions. In addition, the President and President-Elect shall use their best efforts to ensure that at least one (1) member of the complete APE Board (including all officers) meets each of the following criteria:
  - (1) has child in either PS or MS;
  - (2) has a child in either GS or CP;
  - (3) has a child in either CE1 or CE2;
  - (4) has a child in CM1 or CM2.

**Section 7.2 Governance and Management of the APE.** The governance and management of the APE shall be vested in the APE Board. The duties of the APE Board shall be to:

- (a) transact necessary business in the intervals between membership meetings and such other business as may be referred to it;
- (b) present a report of APE Board actions at the Regular Meetings of the membership and at the Annual Meeting;
- (c) prepare and submit a budget for the APE's activities for approval by the membership of the APE at the Annual Meeting;
- (d) approve amendments to the budget;
- (e) by two-thirds (2/3) vote of the APE Board, remove from office an officer, at-large representative to the APE Board, committee chair, activity coordinator or other representative of the APE for failure to perform duties (as set forth in Article 4 or 5) or for misconduct, which, for a member of the APE Board, may include missing three (3) or more Regular or Annual Meetings; and
- (f) upon nomination by the President, fill vacancies of officers; and
- (g) approve volunteer chairs and members of standing, special and ad hoc committees (e.g.: Annual Fund Committee, Diner Blanc Committee) and volunteer coordinators

for ongoing APE activities (e.g.: Room Parent Coordinator, Volunteer Coordinator).

### **Section 7.3 Meetings of the APE Board.**

- (a) Regular meetings of the APE Board, to which the membership of the APE is invited, shall be held periodically, the time and location to be fixed by the President, by five (5) days notice.
- (b) Special meetings of the APE Board may be called by the President or by a majority of the members of the APE Board, by such notice as may be deemed appropriate by the President or such majority, as the case may be.

**Section 7.4 Quorum.** The lesser of (1) a majority of APE Board members or (2) five (5) APE Board Members shall constitute a quorum. The APE Board may take action at any APE Board meeting at which a quorum is present, by majority vote of such quorum. When deemed appropriate or necessary by a majority of the Officers of the APE Board, the APE Board may take action based on an email vote.

## **ARTICLE 8: FUNDS OF THE APE**

**Section 8.1 Management.** All funds of the APE shall be held and managed by AIS for the benefit of the APE. The APE funds will be held by AIS in a special, segregated account (the "Account"). The APE shall deposit all funds and monies it receives for credit into the Account. AIS will hold and manage the Account free of charge, at no cost or expense to the APE. The Account will be held at all times in a federally guaranteed institution with full deposit insurance coverage.

**Section 8.2 Account Reports.** AIS will prepare and distribute to the President and Treasurer on a monthly basis a report (the "Account Report"), showing the beginning and ending balances and all deposits to and withdrawals from the Account. The Treasurer will promptly review and reconcile the Account Report. The President or the Treasurer may question any item shown on the Account Report, and work with AIS to reconcile and resolve any disputed item. The President or Treasurer may from time to time reasonably request from AIS additional reports and information concerning the Account.

**Section 8.3 Disbursements.** All disbursements from the Account will be made only with the approval of the President, President-Elect or Treasurer; provided, however, the approval of two of these three officers shall be required on all disbursements from the Account over two hundred fifty dollars (\$250.00). All disbursements must be within the budget approved by the APE Board or must be approved in advance by a majority of the APE Board. Such approval may be done via email or telephone conferences if it is not feasible to wait for the next APE Board meeting.

**Section 8.4 Procedures.** All disbursements from and deposits to the Account will be made in accordance with standard business office procedures of AIS, as such procedures may be amended or revised from time to time. The funds in the Account will be subject to independent audit, in conjunction with the annual independent audit of AIS.

**Section 8.5 Financial Statement.** A financial statement for the current year to date

shall be presented to the Annual Meeting along with the final statement for the previous year. The APE shall follow the same fiscal year as AIS.

#### **ARTICLE 9: COMPENSATION & REIMBURSEMENT**

No compensation shall be paid to any APE Board member or general member for their services to the APE. Reasonable expenses may be reimbursed with prior approval of the APE Board or with approval of the members at a Membership Meeting, provided, however that documentation (e.g. purchase order or receipt) for such reimbursement must be provided to the APE Board in advance of any reimbursement.

#### **ARTICLE 10: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used as a reference to the extent not in conflict with these Bylaws.

#### **ARTICLE 11: AMENDMENTS**

**Section 11.1 Procedure for Amendment.** These Bylaws may be amended, restated or repealed by a vote of two-thirds (2/3) of a quorum at (1) the Annual Meeting or (2) a Special Meeting called for this purpose.

**Section 11.2 Notice.** A complete copy of all proposed changes must be provided to members at least ten (10) days prior to any vote on such amendments, restatement or repeal as provided in Article 12 of these Bylaws.

**Section 11.3 Amendments Not Retroactive.** Amendments to the Bylaws shall take effect as soon as approved, but shall not be applied retroactively.

#### **ARTICLE 12: NOTICES**

Notice of Membership Meetings and copies of proposed amendments to these Bylaws shall be made by a written document delivered to the folder of a child attending the school, by electronic mail to the APE membership at the last electronic address recorded in the AIS or APE records, or by ordinary mail to the last recorded address of an APE member or by telephone contact.

#### **ARTICLE 13: NON-LIABILITY OF MEMBERS, OFFICERS, AND BOARD MEMBERS**

Neither members of the APE nor members of the APE Board nor its officers shall be personally liable for the debts, liabilities, or other obligations of the APE.

#### **ARTICLE 14: CONFLICT OF INTEREST AVOIDANCE PROCEDURES**

**Section 14.1** The APE Board shall have the authority to make determinations regarding

conflicts of interest as set forth in this Article.

**Section 14.2 Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the APE Board.

**Section 14.3 Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the APE Board meeting while the determination of a conflict of interest is discussed and voted upon. Those remaining at the meeting shall decide if a conflict of interest exists.

**Section 14.4 Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the APE Board shall determine whether the APE can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the APE Board shall determine by a majority vote of the disinterested APE Board members whether the transaction or arrangement is in the APE's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 14.5 Violations of the Conflicts of Interest Policy.** If the APE Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the APE Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Approved by the Membership of the APE.

\_\_\_\_\_, 2007

Certified by \_\_\_\_\_

Secretary of the Board of Directors of

L'Association de Parents d' Elèves,  
Austin International School