

## PREFACE

EARCOS (**East Asia Regional Council of Schools**) was founded in 1968 as a result of growth in the 1960s of U.S. schools in East Asia and the needs of these schools to develop supportive relationships. In many cases, the schools were geographically isolated, both from one another and from mainstream U.S. education.

In the mid-1960s, a regional conference of schools in East Asia was sponsored and supported by International Schools Services. Following its inception in 1964, conferences were supported by the Office of Overseas Schools of the U.S. Department of State. Through these conferences, administrators were brought together to share ideas and concerns.

A regional workshop was held for overseas schools of the East Asia area in December 1968. Sponsored by the Office of Overseas Schools, it was hosted by the American School in Japan. At this conference, a Memorandum of Association was presented to the administrators present. Representatives of **nineteen** schools in Laos, Japan, Thailand, Hong Kong, Burma, Indonesia, Malaysia, Taiwan and Singapore signed the Memorandum, and EARCOS was born. The first EARCOS Conference was held the following year, November 24-28, 1969, at Hong Kong International School.

EARCOS works with the Western Association of Schools and Colleges (WASC) in support of the evaluation/accreditation program for schools in East Asia. It conducts workshops, recommends members for visiting committees, reviews evaluation programs and produces supplements for East Asia schools in WASC evaluation materials.

**The EARCOS organization serves to promote cooperation and communication among its Members, to advance the professional growth of schools and individuals and to broaden and enrich the educational opportunities of the students we serve. In these tasks it will work with other regional school associations and with institutions and organizations serving the purposes of international education. The EARCOS mission is supported through its strong links with the Office of Overseas Schools of the U.S. Department of State.**

EARCOS ADDRESS  
(FOR MAIL AND COURIER SERVICE)

**EARCOS**

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**EARCOS Board of Trustees**

Tim Carr, President  
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Deidre Fischer, Secretary  
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Constance Buford (ex officio A/OS)  
Tom Farrell  
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Ben Norton

Dick Krajczar, Executive Director  
Bill Oldread, Assistant Director

# THE EAST ASIA REGIONAL COUNCIL OF SCHOOLS CONSTITUTION

## Article I: Name and Definitions

### Section A: Name of Association

The name of this Association shall be The East Asia Regional Council of Schools, hereinafter referred to as EARCOS.

### Section B: Definition of Member Schools

EARCOS Member Schools comprise elementary and secondary schools of international character and which offer an educational program that is internationally minded in style and substance, delivered through the medium of the English language and appropriate for the ages, needs, and abilities of the students enrolled in the school.

### Section C: Definition of EARCOS Region

The EARCOS region ranges from Myanmar in the west to Fiji in the east; from Japan and Mongolia in the north to Indonesia in the south. Regular Member EARCOS schools may be located in Brunei, Cambodia, China, Fiji, Guam, Indonesia, Japan, Laos, Malaysia, Mongolia, Philippines, Singapore, South Korea, Taiwan, Thailand, Timor Leste and Vietnam. At the discretion of the Board of Trustees, the region may be expanded to incorporate other schools in Asia Pacific that are not presently served by an organization similar to EARCOS.

## Article II: Purpose

The objectives and purposes of EARCOS shall be exclusively educational, within the meaning of Sections 501 (c) (3), (4) and (7) of the United States Internal Revenue Code of 1954, as the same be amended. To this end, the exclusive purposes for which EARCOS is formed are:

- A. To promote intercultural understanding and international friendship through the activities of Member Schools;
- B. To broaden the dimensions of education of all Member Schools involved in the Council in the interest of a total program of education;
- C. To advance the professional growth and welfare of individuals belonging to the educational staff of Member Schools;
- D. To facilitate communication and cooperative action between and among all Member Schools; and
- E. To cooperate with other organizations and individuals pursuing the same objectives as EARCOS.

## Article III: Statement of Non-Profit, Non-Political, and Non-Sectarian Character

Section A: EARCOS shall be exclusively educational in character. It shall not have authority to issue stock. It shall not be conducted or operated for profit. No part of the net earnings of the organization shall inure to the benefit of any member or individual, nor shall

any of such net earnings or any of the profits or assets be used other than for the objectives and purposes of **EARCOS**.

Section B: **EARCOS** shall, in its aims and activities, be politically neutral and non-sectarian.

## **Article IV: Membership**

Section A: Categories of Membership

There shall be **five** categories of membership: Regular, Affiliate, Provisional, Associate Institutional, and Associate Individual.

1. **Regular** Members shall be those elementary or secondary schools, **located in the geographical area commonly known as East Asia**, which meet all membership standards of the Council and have successfully operated for a minimum of three consecutive years.
2. **Affiliate Members shall be those elementary or secondary schools, located in other geographical areas, which meet the same membership standards as regular members and which are demonstratively international or internationally minded in style and substance. Affiliate Members shall have access to professional learning events and student conferences according to procedures established by the Board of Trustees, but shall not be entitled to other EARCOS services and shall not have voting privileges. (Regular and Affiliate membership shall be reviewed every three years. Kindergartens and pre-schools with no elementary programs are not eligible for membership.)**
3. Provisional Members shall be (a) those schools which have not operated for a minimum of three consecutive years or are not fully compliant with one or more of the Membership Standards, but are acting in good faith to become compliant, and (b) former Regional Members who are no longer fully compliant with the Membership Standards, but are acting in good faith to return to full compliance. Provisional Members may not continue for more than seven consecutive years in this category without special action of the Board of **Directors**. Provisional Members are accorded all services of the Council except voting privileges. Provisional Membership shall be reviewed annually.
4. Associate Institutional Members shall be those educational institutions, organizations **and companies** accepted by the Board of **Trustees** who are interested in supporting the purposes of **EARCOS**. Elementary and secondary schools are not eligible for Associate Institutional Membership. Associate Institutional Members are accorded all services of the Council except voting privileges.
5. Associate Individual Members shall be those individuals accepted by the Board of **Trustees** who are interested in supporting the purposes of the Council. Associate Individual Members are accorded all services of the Council except voting privileges.

Section B: Term of Membership

The term of membership shall be annual from **August 1<sup>st</sup>** through July 31<sup>st</sup>. Dues are payable in full before **August 1<sup>st</sup>** each year.

Section C: Termination of Membership

Membership shall cease in the following circumstances:

1. Voluntary resignation in writing to the Executive Director; or
2. Termination of Membership for cause, which shall be defined by the failure to abide by the provisions of the Council's By-Laws and/or the EARCOS Membership Standards.

#### Section D: Voting Privileges

Each Regular Member School shall have one vote to be exercised in person by the school head (or an appointed designee or proxy) at any duly advised Annual General Meeting or Extraordinary General Meeting.

### Article V: Officers and Trustees

Section A: The Board of Trustees shall consist of nine heads of school duly elected at the Annual General Meeting. The Board will elect Officers at the first meeting following the AGM: a President, Vice-President, Secretary and Treasurer.

Section B: The EARCOS Executive Director, the Regional Education Officer for the U.S. Dept. of State Office of Overseas Schools and the immediate past president of the Board shall serve as non-voting members of the Board.

Section C: Trustees shall be elected to three-year terms and may serve two consecutive terms. There must be a hiatus of two years before a Trustee may rejoin the Board after serving for two consecutive terms. Terms shall be adjusted so that approximately one-third of the total terms expire each year. In the event of a vacancy among the officers or members of the Board of Trustees, the Board of Trustees may appoint the head of a regular member school to complete the unexpired term.

Section D: Trustees shall elect their officers annually for one-year terms. Terms of office commence on the day of the first Trustees' Meeting following the Annual General Meeting.

Section E: In the event of major economic, political, social or other events that prevent the Annual General Meeting of the Council, the terms of all Trustees shall be extended until the Council is again able to meet. Furthermore, the Trustees are authorized and instructed to replace their membership by majority vote of those able to meet in person or by e mail, telephone or fax for such purpose. In this event, the Board of Trustees shall act in all matters for the Council regardless of normal constitutional restrictions.

### Article VI: Nominations for the Board

The Nominating Committee will present to the Annual General Meeting a slate of Trustee candidates for election by those school heads present. The Committee will endeavor to assure that such candidates will assist the Board in maintaining broad representation in terms of geographical location, size and type of school.

## **Article VII: Committees**

Section A: **EARCOS** shall **have** two Standing Committees.

1. The Nominating Committee shall consist of three **heads of regular member schools, who** shall be appointed by the President with the consent of the Board of **Trustees** at the April Board Meeting preceding the **Annual General Meeting**. The President shall appoint a Chair **of the Nominating Committee**, outline pertinent duties, and establish a time line **for the conduct of the Committee's business**.
2. The Membership Committee shall be chaired by the Vice-President of the Board of **Trustees**. Its responsibility is to review all applications for Membership. **The Committee shall recommend to the Board those candidate schools it deems to have met the standards for membership**. The Committee Chair may appoint up to two **heads of regular member schools**, to serve on the Membership Committee **and to meet at the Chair's discretion**.

## **Article VIII: Liabilities of Members**

No Members of **EARCOS** shall have any obligations in respect of its liabilities.

## **Article IX: Dissolution or Liquidation**

No part of the net income, revenue, and grants of **EARCOS** shall inure to the benefit of any member officer, or any private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member officer or any private individual shall be entitled to share in the distribution of any part of the assets of **EARCOS** on its dissolution or liquidation. In the event of such dissolution or liquidation, any assets, after payment of debts and obligations, shall be transferred to an organization for charitable and educational uses and **whose** purposes are similar to those of **EARCOS**.

## **Article X: Amendments of Articles**

These Articles may be amended or altered by a vote of two-thirds of the members present at the Annual General Meeting. If conditions require amendments or alterations of these Articles prior to the Annual General Meeting, they may be amended or altered by a mail vote of the majority of members, provided that proposed changes are circulated to members one (1) month before the day on which votes are to be registered.

## **Article XI: Amendments of By-Laws**

**EARCOS** may establish and/or amend By-Laws **to be approved** by majority vote of those present at **the** Annual General Meeting. However, no such By-Laws may contravene any provisions of the Constitution.

## EARCOS BY-LAWS

### I. Address

The business address of EARCOS shall be the address of the office of the Executive Director.

### II. Meetings

The Annual General Meeting shall be held during November-December unless otherwise specified by the Board of Trustees and upon written notice to Members of thirty (30) days. Extraordinary General Meetings may be called at the discretion of the Board of Trustees.

### III. Quorum

- A. A quorum for a meeting of the Board of Trustees shall consist of a majority of the voting Trustees.
- B. Voting Members present at the Annual General Meeting shall form the quorum, with motions being passed by simple majority.

### IV. Procedures

- A. Meetings of the Board and all general assemblies shall be conducted according to Robert's Rules of Order.
- B. The Board of Trustees shall meet at the call of the President or at the request of a majority of the Trustees.
- C. Each Regular Member School may cast one vote at the Annual General Meeting. A head of a Member School may appoint a designee or proxy to act on behalf of the School at the meeting. Such appointment must be in writing and given to the Board President in advance of any decisions or voting actions.
- D. The operating procedures of EARCOS shall be set forth in a Policy Manual approved by the Board of Trustees.

### V. Dues

Dues and all other fees are set by the Board of Trustees and reviewed at the Annual General Meeting.

### VI. Duties of Officers and Trustees

- A. President — The President shall:
  - 1. Preside over (or arrange for presiding officers) all meetings.
  - 2. In conjunction with the Executive Director to prepare the agenda for the Annual General Meeting.
  - 3. Appoint, with the approval of the Trustees, all committees not otherwise provided for.
  - 4. Perform all other duties pertaining to the Office.
- B. Vice President — The Vice-President shall, in the absence of the President:
  - 1. Perform all the duties pertaining to the office of the President, and upon the death, resignation, or disqualification of the President, shall succeed to the office of President and hold the same until the next Board Meeting.
  - 2. Serve as Chair of the Membership Committee.

- C. Secretary — The Secretary shall:
1. Record and maintain the minutes of the Annual General Meeting and all Board meetings according to convention.
  2. Provide these for approval at subsequent meetings.
- D. Treasurer — The Treasurer shall:
1. Oversee the development of the annual budget.
  2. Ensure that an annual audit is conducted and that financial transactions are conducted according to acceptable accounting standards.
  3. Authorize unbudgeted expenditures in excess of USD10,000.
  4. Recommend for Board approval those financial institutions with which the funds of the organization may be deposited.
- E. Executive Director - EARCOS shall employ an Executive Director with duties as assigned by the Board of Trustees.

## VII. Vacancies

In the event of a vacancy among the officers or members of the Board of Trustees, the Board of Trustees may appoint the head of a regular member school to complete the unexpired term.

## VIII. Membership Standards

Member Schools, including Provisional Members, shall adhere to the following standards:

- A. Member Schools shall provide a program of instruction that is: internationally minded in style and substance; delivered through the medium of the English language; appropriate for the ages, needs and abilities of the students enrolled in the school.
- B. The Member School shall be accredited by an accrediting organization recognized by the EARCOS Board of Trustees.
- C. The Member School's governing body shall generate the necessary revenue and expend appropriately to ensure resources for the provision of appropriate staff, facilities, equipment, and materials to support the school's stated mission.
- D. The Member School shall maintain its facilities and equipment so as to meet applicable health, fire, safety and sanitary regulations.
- E. There shall be full public disclosure of the Member School's mission, policies, programs and practices.
- F. There shall be a high degree of congruence between the stated mission of the Member School and its actual programs and practices.
- G. The Member School shall demonstrate continued alignment and commitment to the purposes of EARCOS as determined by the Board of Trustees, including active participation in annual conferences and teacher workshops.
- H. Candidate schools for membership shall make provision for a pre-membership site-visit and shall make available the required information as set out and determined by the Board of Trustees.

- I. Candidate schools shall accept that the ultimate authority for membership and/or continued membership of EARCOS resides with a majority vote of the EARCOS Board of Trustees.

## **IX. Amendments**

These By-Laws may be amended or altered by majority vote of the members present and voting at the Annual General Meeting of the Council.

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## **EARCOS BOARD OF TRUSTEES' POLICY MANUAL**

This is a compilation of EARCOS Board of Trustees' policies; these supplement the EARCOS Constitution and By-Laws.

### **I. Central Office**

The EARCOS central office location shall be determined by the EARCOS Board.

### **II. EARCOS Services and Activities**

- A. EARCOS services and activities include, but are not limited to:
  1. Organizing annual conferences for teachers and administrators
  2. Providing professional development opportunities for member schools;
  3. Facilitating activities of sub-regional conferences
  4. Facilitating communication and disseminating information among Member Schools
  5. Publishing an annual membership directory;
  6. Supporting the work of accreditation agencies, in particular that of WASC (Western Association of Schools and Colleges);
  7. Supporting, coordinating and/or conducting action research on topics of interest to Member Schools.
  8. Assisting schools in identifying resources to help them address instructional and administrative issues;
  9. Coordinating the sharing of consultant services among member schools, as appropriate;
  10. Liaising with the U.S. Department of State Office of Overseas Schools and the Regional Education Officer for East Asia;
  11. Maintaining EARCOS representation on the AAIE Board;
  12. Maintaining contact with other regional associations;
- B. It is the responsibility of the Executive Director to provide and support these services and activities. The Executive Director will provide an annual report on these services and activities to the Board and the membership.
- C. The Board of Trustees shall periodically review these services and activities.

### III. **Membership Protocol**

- A. Eligibility for membership is contained in the EARCOS By-Laws.
- B. The Executive Director will develop membership enrollment forms stating current fees and payment procedures and asking such information as may be required for the Council records. Membership enrollment forms shall contain a statement that members are asked to pay in U.S. dollar checks drawn on U.S. banks. Application information shall be forwarded to prospective members upon request. Forms for membership renewal shall be sent to all members each year. The Executive Director shall receive and deposit membership funds, maintain records of membership and dues paid, and report membership to the Board.
- C. Membership dues are established annually by the Board of Trustees. Dues are payable in full by **August 1** of each year.
- D. All Regular and Provisional Member Schools **that** have paid annual dues in full are eligible to avail of all Council activities and services.
- E. All **Affiliate** Member Schools that have paid annual dues in full are eligible to avail of professional development activities and student conferences, according to procedures established by the Board of Trustees.
- F. Membership may be terminated or suspended by a simple majority vote of the Board. Just cause shall be failure to abide by the provisions of the Council's Constitution and By-Laws and/or the policies adopted by the Board. In such cases, prior notice of proposed termination or suspension and reasonable opportunity to respond to a statement of cause will be afforded the Member.
- G. *Application and Review Process*
  - 1. **Application Process**

All application materials must be sent to the EARCOS Executive Director. The completed application for Regional or Provisional Membership will include:

    - A. A copy of the institution's charter, by-laws, and admission requirements.
    - B. A copy of the school's philosophy and objectives.
    - C. A breakdown of student composition by grade level and nationality.
    - D. Evidence that the school has been in operation for at least one full academic year.
    - E. A copy of the school's end-of-year financial report (preferably an audit).
    - F. Two letters of support by heads of member schools.
    - G. A statement of reasons for wishing to join EARCOS.
    - H. Evidence of the applicant's status with regard to accreditation.
    - I. The completed application form for EARCOS Membership.
    - J. Application fee of **\$250**.
  - 2. **Review Process**
    - A. Upon receipt of all required documentation, the Executive Director will review the application packet.
    - B. If documentation is complete, the Executive Director, the Assistant Director or a Board Trustee will visit the applicant school - at the

expense of the applicant - in order to ascertain the school's compliance with EARCOS Membership Standards.

- C. The Membership Committee Chair will report to the Board as to whether the school meets the criteria for membership.

### 3. Approval Process

The Board of Trustees will take action on membership applications at the regularly scheduled meetings of the Board in November and in April. The Board may delay its decision if additional information is warranted. All costs incurred in the application process will be paid by the school request in membership.

## **IV. Meetings**

- A. The Board of Trustees shall determine the sites and dates of Board Meetings and Annual Membership Meetings. The Board will coordinate sites and dates of Sub-Regional Conferences and meetings as needed to avoid conflicts and to provide services for Sub-Regional groups.
- B. The Board of Trustees shall establish the EARCOS calendar.
- C. The Board of Trustees shall approve the annual administrators' conference program and set registration fees for all categories of participants.
- D. The organization of meetings of the membership shall be governed by the Council's By-Laws.
  - 1. The President, or in his/her absence, the Vice-President, will serve as Chair of the meeting.
  - 2. Minutes of all Board meetings will be recorded. These minutes will be maintained by the Executive Director.
  - 3. All minutes shall be approved at the next regular meeting of the Board.
  - 4. All votes are cast by the Chief Administrator of the member school or a duly appointed designee. Absentee balloting is not permitted. Votes will be cast according to the formula contained in the By-Laws.

## **V. Ex-Officio Members**

The immediate past-president of the Board shall be a non-voting member of the EARCOS Board of Trustees. Expenses shall be in accordance with those provided for other Board Members.

## **VI. Committees**

- A. The Board President will appoint the Chair and members of the Nominating Committee, and other committees as needed. The Vice-President of the Board, who serves as the Chair of the Membership Committee, will appoint Membership Committee members.
- B. Actions of all committees other than the Nominating Committee may be rescinded or amended by the Board.
- C. Each committee may adopt sub-rules as needed.
- D. Chairs of the Nominating and Membership Committees will give reports at the Annual General Meeting

## **VII. Financial Management**

- A. The fiscal year of the Council will be from August 1 to July 31.
- B. All accounts and records are maintained by the Executive Director for the period of the fiscal year. Reports of financial status will be made to the Board at its regular meetings and annually to the membership.
- C. An independent audit of Council finances will be made annually and reported to the Board.
- D. All funds of the Council are to be deposited in financial institutions designated by the Board of Trustees. Signatories on bank accounts shall be determined by the Board of Trustees.
- E. The Executive Director is authorized to incur expenses, pay outstanding accounts, and transfer funds to accounts for the benefit of the Council.
- F. The Council will maintain financial reserves that are, at a minimum, equal to the current year's operating expenses.
- G. When drafting the Council's annual operating budget, investment income from the financial reserves and any principal of the financial reserves that may exist in excess of the projected budgeted expenses will be considered as a source of funds prior to considering increases in EARCOS membership dues and/or fees.
- H. The Executive Director may approve expenditures up to an amount equal to, but not to exceed 2% of the total approved budget per occurrence, up to a maximum total authorization of 10% of the total approved budget. All occurrences are to be reported to the Treasurer and President within two weeks following the expenditure.

### **VIII. The Executive Director**

- A. The position of Executive Director will be a full-time position. Compensation for the Executive Director will be determined by the Board of Trustees.
- B. The performance of the Executive Director will be evaluated annually by the Board of Trustees. Evaluation shall be given in writing by the President.
- C. The Executive Director is responsible to the Board of Trustees for the following duties:
  - 1. Initiate action on all EARCOS projects and services and provide direction and conditions for such services as needed.
  - 2. Present an evaluation of projects and services to the Board and recommend changes or additional services.
  - 3. Maintain minutes of all proceedings of the Board and minutes of all meetings of the membership.
  - 4. Maintain custody of the corporate seal and all books and papers related to EARCOS business.
  - 5. Maintain records of all receipts, funds, and property of EARCOS.
  - 6. Collect and receive all monies due to and receivable by EARCOS.
  - 7. Deposit all funds in a place of deposit designated by the Board.
  - 8. Report on the financial status of EARCOS to all Board meetings and annual meetings.
  - 9. Arrange an annual audit of EARCOS transactions.

**EARCOS**  
**Investment Strategies**  
**Approved - April 1998**

**INVESTMENT OBJECTIVES:**

1. To preserve, over time, the principal value of assets as measured in real, inflation-adjusted, terms.
2. To optimize, over the long run, the total rate of return on investment assets, assuming an acceptable risk level as determined by the EARCOS Board of Directors.

**DEFINITION OF INVESTMENT ASSETS:**

1. Funds held in trust on behalf of the US Department of State will not be included in the calculation of asset allocation, but will be invested consistent with conditions delineated in Article VI of the agreement between EARCOS and the Office of Overseas Schools of the US Department of State.
2. Budgeted funds received during the current fiscal year will be held in CMA accounts or short term CD s and not considered to be investment assets.
3. Other than funds held in trust for the US Department of State, all funds remaining at the conclusion of each fiscal year will be transferred from operating accounts and become investment assets.

**EQUITY INVESTMENTS:**

1. The purpose of equity investments is to provide appreciation of principal and growth of investment income. (Investing in equities assumes greater market variability and risk.)
2. As long-term guideline, equity investments should normally approximate 50% of the total investment fund assets.

**FIXED-INCOME INVESTMENTS:**

1. The purpose of fixed-income investments is to provide a predictable source of income, reduce the variability of the total portfolio market value and preserve the principal value of the investment fund.
2. As a long-term guideline, investments in fixed-income securities will normally constitute approximately 50% of the total investment funds.
3. At least \$50,000 of available investment funds will be placed in short-term certificate of deposits to be available for unforeseen expenditures.

**ASSET ALLOCATION:**

1. Upon the recommendation of professional investment managers but without compromising the normal long-term mix of 50% equities and 50% fixed-income securities, the actual market exposure of stocks may vary from 20% to 60% and fixed-income securities from 40% to 80%.

**MANAGEMENT AND EVALUATION:**

1. The EARCOS Board of Directors will select investment managers and be responsible for authorizing any deviation from the normal allocation of assets.
2. At the April EARCOS Board meeting the Board Treasurer, in consultation with the Executive Director, will provide the Board with a review of investment results and recommendations for a change in the investment managers and/or asset allocation. If appropriate, the EARCOS Board may change investment managers and/or asset allocation at any Board meeting.

**REINVESTMENT:**

1. All income generated from dividends, interests, rents, yields, capital gains, etc., shall be reinvested within the investment fund assets unless needed on an exceptional basis to offset expenses incurred under the annual operating budget.