



DORADO ACADEMY BOARD OF TRUSTEES BYLAWS

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Governance Principles for the Board of Trustees of Dorado Academy

Dorado Academy was founded in 1972 by a group of English-speaking neighbors of the Dorado del Mar community. It began as an elementary school, with thirty-three students from Kinder through 5th grade, as a response to the need for an English instruction private school in the town of Dorado and surrounding areas. Classes were initially conducted at the Dorado Beach Hotel premises. In 1973 the developers of Dorado del Mar granted the academy the use of the sales offices and the land around it for the development of the school.

Until 1980 the Dorado Academy was under the control of non-resident directors who developed a curriculum geared towards the needs of these English-speaking families, mostly officials of pharmaceutical companies. This began our long-time history with students who had an innate interest in STEM-related fields and established the collaboration and support from these companies with our school. Shortly thereafter, a decrease in the number of English-speaking families moving into Dorado del Mar began to be evident, but at the same time, an increase of Spanish speaking families was adopting Dorado del Mar as their permanent primary residence and choosing Dorado Academy as their children's school. This positioned our academy as one of the top English language schools of the island.

Today our school facilities are located on 100 Madre Perla street in Dorado del Mar across from the golf course. Our education services now extend from Pre-Kinder to the 12th grade. In May of 1993, Dorado Academy celebrated the graduation of its first Senior Class, this being a very significant event, both in social and educational terms, since all students were accepted by universities in Puerto Rico and the United States. Since then every graduating class has had a 100% college acceptance rate.

Our school is licensed by the Puerto Rico General Council of Education, is accredited by CADIE (Comisión Acreditadora de Instituciones Educativas) and the Middle States Association of Colleges and Schools. Is a member of Puerto Rico's Private School Association, National Association of Independent Schools, Caribbean Association of Independent Schools, Caribbean Counselors Association, the College Entrance Examination Board, Puerto Rico's Association of College Admitting Counselors, the National and Junior Honor Societies, The National Association of Student Councils, National Association for Secondary School Principals, UNICEF, the Puerto Rico High School Athletic Alliance and the Mini Athletic League of Private Schools.

The school is directed by a Board of Trustees which consists of thirteen (13) members who are all parents of children studying in Dorado Academy. The Board of Trustees appoints a Headmaster who is the chief executive officer of the school and is responsible for managing the school. The Board of Trustees in partnership with the Headmaster, provides leadership and a framework within which the faculty members enact the institutional mission every day as they teach their students.

The Board is the final authority for the school and can act only as one body. No individual trustee, not even the chair, can act for the Board unless the Board explicitly authorizes an individual to do so.

The Board, as a corporate body, and the members, as individual trustees, are legally responsible for the school, for all that it does and does not do. Each trustee is equally liable for every Board decision, whether you are present or not when the decision was made.

For each Board member, participation in Board deliberations is a critical ingredient in the success of the Board and thus of the school.

Dorado Academy is a non-profit organization where the Board of Trustees, who serve part-time without pay, have delegated to the Headmaster the responsibility for administering the school and designing and implementing; the curriculum. This delegation is done within the school's mission and broad institutional policies and is subject to the oversight of the Board.

To secure the highest standards of performance and ethical behavior The Board of Trustees as well as each trustee should abide by the following governance principles:

Duties of the Board

- The board prepares a clear statement of the school's mission and objectives.
- The board reviews and maintains bylaws, and establishes policies and plans consistent with the mission.
- The board assures compliance with applicable laws and regulations and minimizes exposure to legal action.
- The board is accountable for the financial well-being of the school, including capital assets, operating budgets, fund-raising; and endowment.
- The composition of the board reflects a balance of expertise and perspectives needed to achieve the mission of the school.
- The board sets policy; the administration implements policy. An individual trustee does not become involved in specific management, personnel, or curricular issues.
- The board works to ensure all its members are actively involved in the work of the board and its committees.
- The board develops itself through new trustee orientation, ongoing education, and leadership succession planning.
- The board selects, supports, and nurtures the Headmaster.
- The board, or a committee of the board, conducts a written annual evaluation of the performance of the Headmaster and works with the Headmaster to establish goals for the following year.
- The board evaluates itself annually and establishes goals for the following
- year.
- The board keeps full and accurate records of its meetings, committees, and policies.

Individual Trustees Expectations

- A trustee actively supports and promotes the school's mission.
- A trustee is knowledgeable about the school's mission and goals, as well as current operations and issues.
- Each trustee, as well as the treasurer, and finance committee, has a fiduciary responsibility to the school for sound financial management.
- As a policymaker involved in establishing the school's fees, tuition, and payment schedules as well as sanctions, a trustee should maintain an excellent track record of his or her personal financial obligations and keep it up to date.
- A trustee contributes to the development program of the school, including
- financial support and active involvement in annual and capital giving.
- A trustee accepts and supports board decisions and respects board
- confidentially.
- A trustee guards against conflict of interest, whether business-related or personal. The trustee takes care to separate the interests of the school from the specific needs of a particular child or constituency.
- Authority is vested in the board as a whole. A trustee who learns of an issue has the responsibility to bring it to the Headmaster of the school or the board chair and must not deal with the situation individually.
- A trustee has the responsibility to support the school and its Headmaster and to demonstrate that support within the community.
- A trustee accepts responsibility to support the Headmaster and to work through established channels to resolve differences.

Board of Trustees Preamble - Institutional Policy

Dorado Academy, Inc. is a non-profit corporation established under the laws of Puerto Rico to operate a private, non-sectarian school of the highest academic standards, to serve Dorado and the surrounding community. It is the purpose of this school to develop in each child a sense of moral, ethical and spiritual values; to ensure that each child acquires the basic language and other skills needed for a productive life in a democratic society; to develop creative talents, reasoning abilities and critical thinking to the maximum of each child's ability and capacity, and to enrich each child with the teaching of the Spanish language, an awareness of the culture and history of Puerto Rico, and its relationship to the United States, the Caribbean Basin and other cultures of the world. The language of instruction shall be the English language.

ARTICLE I

PURPOSE

1. 1 The Board of Trustees shall direct the development of the Academy's policies and programs.
1. 2 The Board of Trustees shall have the power to administer the school, propose and approve budgets and other financial matters.
1. 3 In particular, the Board of Trustees is responsible for establishing and adopting the following matters:
 - a. Educational and Academic Policies
 - b. Long-range Planning and Development
 - c. Approve Budgets and Financing
 - d. Public Relations and Publicity (Marketing)
 - e. Recruiting and Admissions Policies
 - f. Securing Financial Support
 - g. Recruiting and supervision of Headmaster
 - h. Consent of the selected candidates for the Principal's position
 - i. Other matters as referred or suggested by the Headmaster of the Academy
1. 4 At least once each year, the Headmaster of the Academy will submit recommendations on the above items to the Trustees for consideration. In the preparation of these recommendations, the Headmaster shall request information and assistance from the Academic Staff and the various departments of the Academy.

ARTICLE II

ELECTION, QUALIFICATION, AND VACANCIES

2. 1 The Board of Trustees shall consist of thirteen (13) members of which:

- a. six (6) are elected by the General Assembly; including the 4 members of the Executive Board: President, Vicepresident, Treasurer and Secretary.
 - b. one (1) shall be the elected President of the Parents and Teachers Association (PTA);
 - c. four (4) are appointed by the Board of Trustees once it is constituted;
 - d. one (1) shall be an ex-Board member of the Dorado Academy executive Board of Trustees (doesn't have to be an active parent); shall be a mentor and must not have limit in serving as serves as adviser to the newest members of the Board
 - e. and one (1) distinguished member of the Dorado community.
- 2. 2 Both the executive ex-Board member and the member of the Dorado community will also be appointed by the Board of Trustees once is constituted.
- 2. 3 If a past Board member cannot be available, the Board members reserve the right to invite a Dorado Academy parent.
- 2. 4 Each of the elected members of the Board of Trustees must be elected by the majority vote of The General Assembly, upon nomination by the nominating committee or from the floor of the Assembly.
- 2. 5 Members of the Board of Trustees must be parents of children studying in Dorado Academy and must be legal residents of Puerto Rico, except for a former executive Board committee member and community member.
- 2. 6 Employees and their spouses that are also parents of children studying in Dorado Academy cannot be members of the Board of Trustees to avoid the obvious conflict of interest.
- 2. 7 Each member is required to attend the meetings and the absence of a member from three (3) successive meetings, without valid and sufficient reason, will be accepted as the automatic resignation of that member.
- 2. 8 In the event of a vacancy on the Board of Trustees through death, resignation or other cause, the Board of Trustees may fill the vacancy by majority vote, after receiving recommendations from the nominating committee, and for the rest of the year. These vacancies will be filled in the next General Assembly.
- 2. 9 The members of the Board will not be compensated for their services as Trustees.
- 2. 10 A nominating committee of five (5) members will select candidates for the appointed positions of the Board of Trustees. The committee will be appointed by the Board of Trustees, three (3) shall not be part of the school Board.
- 2. 11 The terms for the members of the Board of Trustees shall be as follows:
 - a. Elected members
 - i. Three (3) years – President and Treasurer. These two (2) executive committee members shall serve in each position for a maximum of three (3) years but shall be reiterated every year with a vote of confidence from the other Board members.
 - ii. Two (2) years – The rest of the elected members (4) shall serve in each position for a maximum of two (2) years but shall be reiterated every year with a vote of confidence from the other Board members.

- iii. Two (2) years - This position shall be filled by the elected President of the PTA
 - b. Appointed Members - Shall serve a one (1) year term
- 2. 12 The terms of officer positions for the Board of Trustees shall be for one (1) year. Should it be necessary, an assistant secretary and/or an assistant treasurer may be selected for a term of one (1) year.
- 2. 13 No officer shall serve more than three (3) consecutive terms in the same office.
- 2. 14 Any member of the Board of Trustees may be removed from office by the vote of nine (9) of the members of the Board of Trustees, for just cause, after a due process has been guaranteed.
 - a. Just cause to remove a Board member shall include, but not limited to, any actions that include dishonesty, that may constitute a crime, or actions that may deem to be against the institution's best interests, as determined by the Board of Trustees by a majority of its members.
 - b. Due process shall include the right to receive a written notice indicating that a removal procedure has commenced against the member, the reason for the same, and an opportunity to present a written opposition.
 - c. The Board of Trustees will convene to determine whether a hearing shall be granted before the corresponding vote for removal.
 - d. A member that has been voted to be removed from office, after being ensured a due process, shall not occupy a position within the Board, nor participate in any kind of committee or act as an advisor ever again.

ARTICLE III

OFFICES AND DUTIES

- 3. 1 The newly elected Board members will elect the officers of the Board within four weeks after their election. The officers and their respective duties are as follows:
 - a. **President** - Shall be the executive officer and shall preside at all meetings of the Board. He shall have general management of the affairs of the Board and shall see that all resolutions and recommendations of the Board are submitted to the school Headmaster and Administration. He or she shall appoint and remove the head of all committees.
 - b. **Vice President** - Shall, in the absence or disability of the President, be vested with and perform all the President's powers and duties.
 - c. **Secretary** - Shall attend the meetings of the Board and the Executive Committee and shall record the resolutions, recommendations, votes, and proceedings thereof. He shall give notice of the meetings of the Board and maintain the papers and records of the Board.
 - d. **Treasurer** - Shall be in charge of forecasting, budgeting, and supplying financial records of the Corporation.

ARTICLE IV EXECUTIVE COMMITTEE

- 4. 1 The Executive Committee shall consist of the elected officers of the Board and the School's Headmaster.
- 4. 2 The committee shall meet at such time as called by the President.
- 4. 3 The President of the Board shall be the Chairman of the Executive Committee.

ARTICLE V STANDING COMMITTEES

- 5. 1 The Standing Committees of the Board and their respective duties are listed below.
- 5. 2 Each Standing Committee shall consist of not less than three (3) nor more than seven (7) members.
- 5. 3 The President of the Board shall appoint the chairman from the members of the Board. Each such appointment will be effective for the school year.
- 5. 4 Associate members may be selected for each committee as needed.
- 5. 5 Education Committee
 - a. Review the educational program of the Academy and develop proposals for presentation to the Board of Trustees. At least three members shall be selected from the faculty representing Elementary, Middle, and High School.
- 5. 6 Facilities Committee
 - a. Prepare a program for securing funds for:
 - b. Expanding the physical facilities.
 - c. Development of endowment fund.
 - d. Development of a scholarship fund.
- 5. 7 Long-Range Planning Committee
 - a. Review the status of the Academy, prepare a summary of the tactical and long-range goals, and prepare proposals to achieve these goals.
- 5. 8 Public Relations and Publicity (Marketing) Committee
 - a. Develop a program designed to interest the general public in the affairs and activities of the Academy.
 - b. Encourage the Academy to assist in the improvement of the general community.
 - c. Develop a program designed to promote the interchange of visits and share experiences with other schools in Dorado, Puerto Rico.

ARTICLE VI OTHER COMMITTEES

- 6. 1 The President shall establish such other committees and define their duties as he may deem necessary, or as suggested by the Board.

ARTICLE VII MEETINGS

- 7. 1 The Board of Trustees shall meet at least once every month.
- 7. 2 Special meetings shall be called by the President as he deems necessary.
- 7. 3 The Secretary shall notify all members at least three (3) days before all meetings.
- 7. 4 A majority of the Board may call an extraordinary meeting by written notice designed by this same majority.
- 7. 5 A majority of the Board shall constitute a quorum for the transaction of business. The will of the majority present at the meeting at which a quorum is present shall be the will of the Board.

ARTICLE VIII THE GENERAL ASSEMBLY

- 8. 1 The General Assembly represents the community that the school serves.
- 8. 2 A General Assembly meeting must be organized every year during the month of April.
- 8. 3 It is composed of one (1) representative of each family with children enrolled in the Academy and the members of the Board of Trustees.
- 8. 4 Each family will vote as one (1) unit.
- 8. 5 The General assembly will meet once a year, at which meeting, the quorum for the first call is established as twenty-five percent (25%) of the total eligible to vote.
- 8. 6 A second call will take place 30 minutes after the first call if a quorum is not met, at which time those present will constitute a quorum.
- 8. 7 Special meetings of the General Assembly may be called by the President of the Board at any time, to discuss items that need priority attention and decision.
- 8. 8 Extraordinary meetings of the General Assembly may be called by the President of the Board, or by a majority of the members of the Board, or by ten percent (10%) of the members of the General Assembly to consider any matter requiring emergency measures.
- 8. 9 The President of the Board of Trustees will preside over all meetings of the General Assembly, and if unable to do so, will be substituted by the Vice President. If neither is present, the Board will elect a President Pro-Tempore for that assembly.

ARTICLE IX AMENDMENT AND REPEAL

- 9. 1 These By-laws governing the Board may be adopted or repealed by a vote of the majority of the General Assembly.
- 9. 2 Any changes or amendments shall be circulated by the Board of Trustees to the school community, thirty days before the general assembly.

ARTICLE X
PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern in all cases to which they apply and in which they are not inconsistent with these By-Laws.

Board Member Code of Ethics

As a member of the Dorado Academy Board of Trustees, I will:

- Act in a manner that is consistent with the mission, vision and values of Dorado Academy.
- Keep all matters discussed in Board meetings confidential.
- Support the actions of the Board of Trustees, even when in my position is in the minority.
- Listen carefully to my Board colleagues and the Headmaster.
- Respect the opinions of others.
- Respect and support the majority decisions of this Board.
- Recognize that all authority is vested in the full Board only when it meets in legal session.
- Be well-informed of developments relevant to the issues that come before the Board.
- Prepare and actively participate in Board and community meetings.
- Attempt to interpret the needs of those we serve at Dorado Academy and interpret the actions of the Dorado Academy to those we serve. to represent the needs of those we serve at Dorado Academy and explain the actions of the Dorado Academy Board of Trustees to those we serve.
- Represent everyone whom Dorado Academy serves and not a particular interest group.
- Recognize that my job is not to manage Dorado Academy but to ensure that it is well managed by its Headmaster.
- Understand that I am a Trustee of Dorado Academy and do my best to ensure that it is well-maintained, has sound finances, and is always operating in the best interests of those we serve.
- Work to learn to do my job effectively.
- Refer complaints and concerns to the proper level on the organization's chain of command.
- Declare conflicts of interest between my personal life and my position on the Board and abstain from voting when appropriate.
- Commit to my Headmaster and recognize that we have given him/her the authority to hire, manage, supervise, evaluate, and fire or lay-off staff when necessary.
- Never exclude the Headmaster from meetings of the Board.

As a Board member, I will not:

- Criticize fellow Board members or their opinions, in or out of the Board room.
- Use Dorado Academy's property, services, equipment, or staff for my benefit or the benefit of my friends, family, business interests, or acquaintances.
- Discredit the reputation of Dorado Academy, faculty, staff, and/or administration, both inside and outside of the school.
- Discuss confidential proceedings of the Board outside of the Board room.
- Promise how I will vote on an issue before a Board meeting.
- Interfere with the duties of the Headmaster, or undermine his/her authority with staff matters.

Print Name:

Signature:

Date: _____

Confidentiality Policy for the Board of Trustees of Dorado Academy

Rationale and Statement on the Importance of Confidentiality Policy

During the course of its proceedings, Board members of Dorado Academy will likely be party to sensitive information regarding finances, admissions, financial aid, personnel, pending decisions or actions, opinions, or other matters of a confidential nature.

Of the many reasons for confidentiality, perhaps the most important, is that it provides all Board members with a safe environment to think out loud, engage in rigorous debate, and come to consensus.

Breaches of confidentiality can lead to inaccurate, even destructive rumor, but they invariably lead to the erosion of the trust Board members must have in each other to serve the school well.

Policy Statement

It is a requirement that Board members of Dorado Academy not discuss or disclose confidential information to anyone, including spouses and family members. In addition, Board members must insure that all written and online materials containing Board-related information are kept secure from everyone, including spouses and family members.

Board deliberations should remain confidential until it is appropriate to communicate them publicly.

Breaches of confidentiality, whether intended or unintended, must be reported immediately to the Board chair.

Applicability

This policy applies to Board members and non-Board members invited to participate at any meeting or committees. Non-Board members will be informed of this policy when applicable.

Failure to comply with the Confidentiality Policy may include removal from position after a due process as stated in the bylaws (Article II).

Definition

Confidential information: all non-public information entrusted to or obtained by Board member and/or the school Director by reason of his or her position in Dorado Academy. Examples include personnel issues, legal matters, matters of student discipline, contractual or procurement matters and discussions, etc.

Confidentiality Acknowledgment and Agreement Statement

As a member of the Board, I recognize that I owe a fiduciary duty of care to Dorado Academy. This includes a duty of confidentiality. All information and documentation that I produce for, or receive from, Dorado Academy and others in connection with my service on the Board will be treated with strict confidentiality.

I have read the Confidentiality Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a Dorado Academy Board member. If at any time following the submission of this form I become aware of any actual or potential breach of this policy I will promptly notify the President of the Dorado Academy Board of Trustees in writing.

I acknowledge and agree that my selection for service on the Board and the opportunities made available to me by serving on the Board constitute good and valuable consideration for entering into this agreement, the receipt and sufficiency of which I hereby acknowledge.

In my individual capacity:

Signature: _____

Name: _____

Date: _____

Policy Authority

This policy was prepared and approved by the Board of Trustees of Dorado Academy on September 25, 2013.

*Board members must review and sign the **Confidentiality Policy Acknowledgment and Agreement every year**. The Board of Trustees shall review the said policy within 2 years from its approval to determine the need for amendments.*

Board Member Job Description

Print Name: _____

Purpose: To serve the Board as a voting member, to assist in the development of and then approve policies, procedures and regulations to govern the operations of **Dorado Academy, an independent, non-profit/non-sectarian, English language co-educational college preparatory school**, to monitor the finances, programs and performance of the organization.

Term: _____

Attendance Expectations:

- Regularly attend scheduled meetings (12/year)
- Attend meetings of committees served (about 6/year)
- Attend Board retreats, planning sessions, and Board development workshops.
- Attend and participate in special events.

Obligations of the Board:

- Establish Policy
- Hire, fire (if necessary), supervise and annually evaluate the administrator.
- Secure adequate funds.
- Monitor finances.
- Main, update and monitor strategic plans.

Specific Duties:

- Attend meetings, participate and show commitment to Board activities.
- Be well-informed and prepared for meetings.
- Contribute skills, knowledge and experience when appropriate.
- Listen respectfully to other viewpoints.
- Assume leadership roles in all Board activities, including fundraising.
- Represent the Dorado Academy to the public, businesses, government officials and the community.
- Educate yourself about the needs of the people that Dorado Academy serves.

Print Name:

Signature:

Date: _____