

**BYLAWS
OF
FRIENDS OF MANDARIN
IMMERSION PROGRAM
“Friends of MIP”**

Created May 2014
Amended March 2016



**FRIENDS
OF MIP**

*supporting CUSD
mandarin immersion program*

Bylaws of FRIENDS of MIP at Marian Bergeson Elementary School
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**BYLAWS OF
FRIENDS OF MANDARIN IMMERSION PROGRAM**

ARTICLE I

NAME

This organization shall be named the Friends of Mandarin Immersion Program at Marian Bergeson Elementary School, hereafter also referred to as “Friends of MIP.”

ARTICLE II

MISSION

Friends of MIP is the non-profit parent organization, incorporated under the laws of the State of California, created to advocate for and support the Mandarin Immersion Program in the Capistrano Unified School District (CUSD). Friends of MIP’s primary goal is to raise funds to support to the programs, students, teachers and families of the Mandarin Immersion Program at Marian Bergeson Elementary School (hereafter referred to as “MIP”), that are not funded by normal school district means.

Friends of MIP also strives to enrich the educational, cultural and physical needs of MIP, while increasing communication, fostering a strong parent community, and encouraging everyone to have fun and embrace the Chinese language and culture.

This will be accomplished by involving parents to plan and participate in fundraising and social activities. All Friends of MIP activities shall be conducted in accordance with the general policies adopted by Marian Bergeson Elementary School.

ARTICLE III

MEMBERSHIP

Section 1. Qualification of Membership. Any person who is a parent or guardian of a currently enrolled student in MIP and every faculty and staff member involved in the educational process of MIP.

Section 2. Membership Classifications. The membership classifications are listed below.

A. Board Members: Board members include elected Executive Board Members and appointed Classroom Representatives and Committee Members.

B. General Members: Each parent and/or guardian of a currently enrolled student in the MIP at Marian Bergeson Elementary School is a member of Friends of MIP.

C. Teachers, Administrators: Every faculty and staff member involved in the educational process of the MIP is a Friends of MIP member.

Section 3. Rights and Privileges of Membership.

- A. All members of Friends of MIP are invited to attend General meetings and open Board meetings.
- B. Parents/Guardians of current MIP students shall be entitled to hold elected and appointed offices and positions.
- C. Executive Board Members have the right to vote on matters, proposed resolutions and expenditures at Board meetings.
- D. Board and General Members have the right to vote in annual elections, as set forth in Section 10 A of Article V of these bylaws.
- E. Principal or designated Administrative Appointee, teachers and staff are non-voting, participatory members.

ARTICLE IV

GOVERNANCE

Section 1. Composition. The composition of the Board includes the Executive Board Members, appointed Classroom Representatives and Committee Members, and Principal or Administrative Appointee.

Section 2. Board Duties. The Friends of MIP Board Members shall carry out and fulfill the Mission through the following actions:

- A. Conduct all necessary business and programs of the Friends of MIP, except as otherwise provided in these Bylaws; Supervise the execution and implementation of approved actions and policies; Determine the administrative policies.
- B. Prepare and present, in conjunction with the Principal, the Proposed Budget and any subsequent Amended Budget, to the General Membership; and manage the property and fiscal affairs of Friends of MIP.
- C. Prepare and present, in conjunction with the Principal, a calendar of Friends of MIP activities to the General Membership at the beginning of the academic year and update as needed;
- D. Enhance the communication among the MIP families and Marian Bergeson Elementary School administration;
- E. Represent the interests of families of MIP perspective to the administration of Marian Bergeson Elementary School.
- F. Coordinate Friends of MIP involvement at the school level.

Section 3. Fiscal Year. The fiscal year of the organization will be November 1 through October 31, with the CUSD academic year normally August through June. Therefore, November to June income is intended to apply to the following school year. Expenditures incurred may or may not be for the current school year depending on when invoices, registrations and purchases are due.

Section 4. Meetings. All General meetings and monthly Board meetings are open to any Member of Friends of MIP. Special Executive Board meetings may be called by the President and closed at the discretion of the Principal and/or Executive Board Members.

A. Meeting Times and Attendance. Board meetings shall be held monthly, on a set day and time, to be determined annually by the incoming Board Members. It is each Board Member's responsibility to report to the President if he or she is unable to attend the meeting and arrange any necessary business in their absence.

B. Agendas. Meeting agendas will be prepared by the President no later than 3 days prior to the meeting. It is each Board Member's responsibility to report to the President, one week prior to the meeting, any subject they feel should be on the agenda.

C. Quorum. The quorum for the transaction of business for Board meetings shall be six (6) voting members of the Executive Board.

D. Order. The Past President shall preside as Parliamentarian at Board meetings and act in accordance with Parliamentary Authority as described in Article VII of these Bylaws.

E. Voting. Although all Members in attendance may be recognized to speak, only Board Members may offer motions to vote. Each Executive Board Member entitled to vote as set forth in Section 3 C of Article III of these Bylaws shall be entitled to one vote on each matter submitted for voting. Resolutions shall be passed by a majority of the Executive Board members present and voting.

Section 5. Manner of Acting. If a physical meeting is not possible, Board Members may participate in a meeting through the use of video conference, conference telephone or other similar technology, provided that all participating members can hear each other. The Board may also conduct business by mail or e-mail. Matters must be submitted to the Board in writing and delivered by e-mail or first class mail for vote and decision. Any action of the Board in writing or by e-mail must be by majority vote of the Executive Board Members. The originals of all documents sent by e-mail or mail must be sent to the Secretary for inclusion with the minutes.

Section 6. Compensation. Friends of MIP shall not pay any compensation to Board members for services rendered to the organization as Directors, except that Board members may be reimbursed for approved expenses incurred in the performance of their duties to the organization, under budgetary allowance.

ARTICLE V

BOARD MEMBERS

Section 1. Eligibility. As put forth in Section 3 of Article III of these Bylaws, Parents or Guardians of current MIP students shall be entitled to hold elected and appointed offices and positions.

Section 2. Executive Board. The Executive Board shall be composed of the President, Vice President, Secretary, Treasurer, Financial Controller, Public Relations/Communications Director, Community Liaison, Outreach Director and Parliamentarian. Executive Board Members may not hold another elected Executive office in the Parent Teacher Association (PTA) or Foundation organizations of Marian Bergeson Elementary School, be related to each other by blood or marriage, or reside in the same household.

Section 3. Selection.

A. Candidates for Executive office are determined by the Nominating Committee. Executive Board Members shall be elected by the General Membership, as described in Section 7 of Article V of these Bylaws.

B. Classroom Representatives and Committee Members are appointed by the Executive Board and selected from qualified Members solicited to fulfill, or volunteering for, those positions with two Representatives per MIP classroom.

Section 4. Tenure of Office.

A. All terms of office are 1 year with a maximum tenure of 2 consecutive years per position by re-election (or re-appointment in the case of Parliamentarian) for Executive Board positions.

B. The President upon the expiration of his or her tenure, shall succeed to the office of Parliamentarian.

C. Incoming Executive Board and Committee Members will be installed at the June meeting.

D. Classroom Representatives shall be determined after the start of the academic school year but no later than October 1st.

Section 5. Executive Board Responsibilities.

A. President shall:

1. Preside at all Board and General Meetings as the chief executive officer of this organization;
2. Prepare the agendas for all Board and General meetings;

3. Work with Treasurer to prepare and submit following school year's annual budget forecast by April 1st and the final current school year's annual budget to the Board by June 1st for approval at the following Board meeting;
4. Devise and disseminate Board and Committee policies and operating procedures in conjunction with other Board members;
5. Approve check requests with the assistance of the Treasurer;
6. Execute contracts and other instruments which may be authorized by the Board;
7. Maintain active Director's and Officer's insurance policy;
8. Work with Treasurer to submit/file any necessary government forms;
9. Serve on the Nominating Committee and as ex-officio member of all committees;
10. Maintain detailed records of communication and reports;
11. Update electronic files/binder with all President information from current term in order to pass information on to the next President;
12. Become Parliamentarian the year following the end of his or her tenure.

B. Vice President shall:

1. Attend all Friends of MIP Board and General meetings;
2. Assume duties of President in his or her absence or when the President is unable to act;
3. Maintain ongoing detailed communication with and offer assistance to the President;
4. Propose fundraising events and their committee structure to the Board for approval as needed;
5. Assist in the appointment of fundraiser Chairpersons and committee members;
6. Oversee the Annual Gala Chairperson and Chairpersons for any other Friends of MIP approved fundraising event;
7. Assist fundraising Chairpersons in the preparation of their budgets prior to financial obligation;
8. Attend, if available, all meetings in regards to all fundraising events;
9. Serve on the Nominating Committee and as an ex-officio member of all committees;
10. Maintain detailed records of communications and reports;
11. Update electronic files/binder with Vice President information from current term in order to pass information on to next Vice President.

C. Treasurer shall:

1. Attend all Friends of MIP Board and General meetings;
2. Serve as the chief financial officer of Friends of MIP by acting as custodian of all Friends of MIP funds;
3. Be responsible for all financial accounts, including banks and accounting software;
4. Be responsible for all 3rd party ACH/credit card processing accounts;
5. Approve all income and checks and review deposits of funds;

6. Approve all invoices and reimbursement requests and secure two authorized signatures on all checks.
7. Code all transactions to appropriate budget categories in accounting software;
8. Prepare and submit monthly Treasurer Report and Donation Reports at each Board Meeting;
9. Review and reconcile monthly account statements;
10. Assist President with preparation and submission of annual budget forecast and final annual budget;
11. Work with President and Tax Accountant to ensure compliance with tax-exempt status and ensure all regulatory requirements are met;
12. Work with Tax Accountant to file taxes within 4 months of fiscal year-end;;
13. Serve on the Nominating Committee;
14. Pass all records, books, checks, etc., from current term on to next Treasurer.

D. Financial Controller shall:

1. Attend all Friends of MIP Board and General meetings;
2. Review budget with each individual Committee Chairperson for their Friends of MIP sponsored project or event;
3. Deposit all checks and scan all files to the Treasurer's secured online storage in a timely manner;
4. Work with the Executive Board appointed Auditor to maintain clear audit trail;
5. Act as point of contact for all financial-related Member and Committee inquiries;
6. Oversee entry and tracking of direct giving and open donations;
7. Be responsible for management and tracking of gift matching entities;
8. Serve on the Nominating Committee;
9. Prepare and maintain financial forms, records, accounts, contracts and business transactions;
10. Pass all records, books, checks, etc., from current term on to next Financial Controller.

E. Secretary shall:

1. Attend all Friends of MIP Board and General meetings;
2. Serve as the custodian of the organization's records;
3. Keep minutes at all Board and General Meetings or make arrangements to provide replacement;
4. Copy and distribute transcribed Board Meeting minutes to all Board members;
5. Copy and distribute all General Meeting minutes to all Board members and Administrative Liaison.
6. Maintain all records of minutes, reports and communications of the Board;
7. Requisition Friends of MIP letterhead and envelopes from Administration as necessary;
8. Cause all notices as are required by these Bylaws to be given;
9. Serve on the Nominating Committee;
10. Update Secretary electronic files/binder including all minutes for Board and General Meetings from current term in order to pass along to next Secretary.

F. Public Relations/Communications Director shall:

1. Attend all Friends of MIP Board and General meetings;
2. Provide Friends of MIP communication and event updates to community members via email, social media, etc.;
3. Edit and publish digital monthly newsletter, “BaoZhi” and distribute to Membership;
4. Provide Principal or Administrative Appointee with Friends of MIP updates for weekly Bergeson Bark e-newsletter;
5. Create press releases for Friends of MIP and MIP events;
6. Oversee the maintenance and content management of Friends of MIP website;
7. Assign volunteer photographers and archive photographs from Friends of MIP sponsored events;
8. Oversee the development and implementation of Friends of MIP product marketing strategy until a committee chair takes on this task;
9. Serve on the Nominating Committee;
10. Update electronic files/binder of PR/Communications information from current term to pass on to next PR/Communications Director.

G. Community Liaison shall:

1. Attend all Friends of MIP Board and General meetings;
2. Act as a parent liaison between Friends of MIP and CUSD;
3. Act as liaison between Friends of MIP and the Bergeson Parent Teacher Association (herein referred to as the “PTA”);
4. Act as liaison between Friends of MIP and the Bergeson Elementary School Foundation (BESF);
5. Attend CUSD Board of Trustee, PTA and BESF board meetings as necessary;
6. Communicate to PTA and BESF the planned Friends of MIP events, including meeting agendas and minutes;
7. Help coordinate Friends of MIP event and General meeting schedule with Administrative Liaison, taking into consideration PTA and BESF event dates;
8. Serve on the Nominating Committee;
9. Update electronic files/binder of Community Liaison information from current term to pass on to the next Community Liaison.

H. Outreach Director shall:

1. Attend all Friends of MIP Board and General meetings;
2. Serve as the Chairman to any Committee not reporting to another officer;
3. Coordinate event/program volunteers and Classroom Representatives;
4. Be responsible for cultural opportunities for the MIP Community;
5. Direct Host/Mentorship program between new and established MIP families;
6. Assist Vice President with Annual Fund solicitation and promotion;
7. Assist Public Relations/Communications Director with marketing and Kindergarten recruitment;
8. Serve on the Nominating Committee;
9. Update electronic files/binder of Outreach Director information from current term to pass on to the next Outreach Director.

I. Parliamentarian shall:

1. Be outgoing President;
In the event that the outgoing President is unable to serve as Parliamentarian, another Board member from a previous year shall be appointed to serve as Parliamentarian as advised by the Nominating Committee and approved by the Executive Board;
2. Attend all Friends of MIP Board meetings and General meetings as able;
3. Act as Parliamentarian to keep order during Board meetings;
4. Provide guidance to Committee Members;
5. Interpret and enforce Bylaws;
6. Supply historical information from previous board where needed;
7. Act as Chairperson of the Election Committee;
8. Serve on the Nominating Committee;
9. Update electronic files/binder of information and a copy of Roberts Rules of Order for following term's Parliamentarian.

Section 6. Appointed Officers Duties.

A. Classroom Representatives shall:

1. Attend all Friends of MIP Board meetings when able and necessary;
2. When open discussion is invited, give opinion on matters relevant to their MIP classroom (teacher, students and families);
3. Act as liaison between Friends of MIP Board and their MIP classroom.

B. Committee Members shall:

1. Attend all Friends of MIP Board meetings when able and necessary;
2. Plan and carryout, with Executive Board approval, the tasks necessary to complete the committee objectives;
3. Adhere to committee expenditures according to the Budget and submit reimbursement requests to Financial Controller in a timely manner;
4. Update the Executive Board monthly with committee progress.

C. Principal or Administrative Appointee shall:

1. Attend all Friends of MIP Board and General meetings when able;
2. Assist the Executive Board in establishing the Budget;
3. Serve on the Nominating Committee;
4. Act as liaison between Friends of MIP Board, Administration and the MIP Advisory Council.

Section 7. Elections.

A. Nominating Committee composition and purpose: All members of the Executive Board and the Principal or Administrative Appointee shall be on the Nominating Committee whose purpose is to secure qualified candidates for office.

B. The Nominating Committee shall open up nominations for the next school term during the second trimester of the current term.

- C. As put forth in Section 3 of Article III of these Bylaws, Parents or Guardians of current MIP students shall be entitled to hold elected and appointed offices and positions.
- D. Both Executive and Appointed office nominees will submit a statement listing relevant experience and explanation of desire to hold position.
- E. Candidates for Executive Board positions submitting statements by the established due date will be listed on the ballot as in Section 9 of Article V of these Bylaws.
- F. For Appointed Board positions, the current Executive Board will select and approve the most qualified nominee from those submitting statements by the established due date.
- G. Both newly elected and Appointed officers will be contacted by the Nominating Committee for their acceptance of their respective positions.
- H. The results of the election and appointments shall be announced to the General membership within two weeks.
- I. In the event of an absence of candidates for an elected position, a call for candidates from the floor will be made at the next General meeting. Nominations must be seconded by a General Member, school Principal, or MIP faculty member prior to motion to vote.

Section 8. Ballots and Voting.

- A. Ballots for all elected positions shall be distributed (typically in April) via the classroom homework folders to all MIP families at least 2 weeks before the date which the ballot must be returned. One ballot per student enrolled in MIP.
- B. Only completed ballots delivered or postmarked by midnight of the designated date (typically by end of April) for the closing of the polls shall be counted.
- C. Together with the Parliamentarian and Election Committee, a minimum of two non-candidate members of the Nominating Committee shall tally the votes and record the number of ballots cast for each candidate. The count of votes shall be provided by the Parliamentarian to the Secretary for inclusion with the official records.
- D. A majority of the votes cast shall constitute an election, provided that at least twenty (20) percent of the voting members have returned ballots. In the event of a tie, the election shall be determined by lottery.

Section 9. Vacancy. Resignations from the Board must be made in writing and received by the President. In the event of a mid-year vacancy of any elected Board member, the General Membership will be informed of the vacancy. The President shall propose, based on the advice of the Nominating Committee, a replacement for the approval of the Executive Board. In the event of a mid-year Presidential vacancy, the Vice President will assume office of the President for the remainder of the term and a replacement Vice President shall be appointed by the Executive Board for the remainder of the term.

Section 10. Removals. Appointed Classroom Representatives and Committee Chairpersons may be removed from office at any time by a majority vote of the Executive Board. Any Elected Board Member may be removed from office at any time by a vote of $\frac{3}{4}$ of the members voting in-person with quorum of at least 20% of the Membership.

ARTICLE VI

BYLAWS, BOOKS AND RECORDS

Section 1. Reading. These Bylaws will be distributed and read at the first meeting of the newly elected and installed Executive Board (prior to the start of the school year).

Section 2. Amendments to the Bylaws.

- A. These Bylaws may be amended or repealed only upon two-thirds majority approval of the Executive Board.
- B. The Bylaws will be reviewed annually and any amendments adopted will be announced to the General Membership.
- C. The Executive Board positions will be reviewed annually and amended as needed.

Section 3. Books and Records.

- A. Copies of all disseminated printed materials and correspondence must be kept in applicable Officer's or Chairperson's binder.
- B. All Officers and Chairpersons must keep a printed or electronic record of responsibilities and actions taken by their Committee for the year and place them in their position binder or electronic file.

ARTICLE VII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised or the most current edition shall constitute the parliamentary authority for the conduct of all meetings of the Board and the Membership of this organization as long as they are not inconsistent with these Bylaws.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of this organization, its assets remaining after payment of all debts and liabilities shall be distributed to a nonprofit fund, foundation or association which is organized and operated for purposes which are similar or related to those of Friends of MIP and which has established its tax-exempt status under Section 501(c)3 or section 501C(6) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Internal Revenue Law).

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of FRIENDS OF MIP at Marian Bergeson Elementary School do hereby certify that the above Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this organization, approved unanimously by the Executive Board on March 28, 2016.

Date: _____

Secretary

witnessing Executive Board Member