

**BYLAWS**  
**of**  
**Mira Loma High School**  
**International Baccalaureate Parents Organization**  
(a California nonprofit public benefit corporation)

**MLHS IB Parents Organization**

The International Baccalaureate Parents Organization (IBPO) is a non-profit corporation established to support the Diploma and Middle Year programs at Mira Loma. This parent group helps sustain the high quality of the program by providing both financial and volunteer resources to support the students, teachers, and staff.

**IBPO Mission Statement**

The mission of the International Baccalaureate Parents Organization (IBPO), a non-profit organization, is to actively assist and support the faculty, students and families of the Mira Loma IB program as well as the school community. The IBPO provides communication, financial support, and volunteer resources to encourage student participation and to maintain the program quality of the IB Middle Years and Diploma programs. IBPO values academic achievement integrated with the healthy development of the whole person.

**Article 1 – Name**

The name of this organization is the Mira Loma High School International Baccalaureate (IB) Parents Organization, and will be referred to in these bylaws as the IB Parents Organization.

**Article 2 – Offices**

**Section 1. Principal Office**

The principal office of the IB Parents Organization for the transaction of business is located at 4000 Edison Ave. Sacramento, CA 95821 in Sacramento County. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these Bylaws opposite this section. Alternatively, this section may be amended to state a new location.

**Section 2. Other Offices**

Business may be conducted at the residences or places of business of any member of the executive committee. Other branch or subordinate offices may be established at any time by the Board at any place or places.

**Article 3 – Membership**

**Section 1. Members Prohibited**

The corporation shall have no members.

**Section 2. Effect of Prohibition**

All rights that under the California Nonprofit Corporation Law would otherwise vest in the

members shall vest in the Directors. Any action that would otherwise require approval by a majority of all members or by the members shall only require approval of the Board of Directors.

## **Article 4 – Directors**

### **Section 1. Number of Directors**

The IB Parents Organization shall have no fewer than 5 and no more than 35 Directors and collectively they shall be known as the Board of Directors, hereafter referred to as the Board. The number may be changed by amendment of these bylaws or by repeal of these bylaws and adoption of new bylaws.

### **Section 2. Qualifications**

All Directors on the Board shall be parents of at least one student who attends Mira Loma High School and is enrolled in at least one IB or IB MYP course.

### **Section 3. Elections**

A Nominating Committee of no fewer than two directors shall be created by the executive committee to convene no later than each February. Officers for the subsequent fiscal year shall be nominated and elected by the Board at the regularly scheduled Board meeting each May. Each IB Parents Organization Director shall cast one vote by voice, unless the Board votes to conduct the election by written ballot. If there are more candidates than positions available in Section 1 of Article 5, the candidates receiving the highest number of votes up to the allowable number of Directors shall be elected. The election results shall be announced at the last general parent meeting of the fiscal year.

### **Section 4. Term of Office**

The term of office shall be one year. The term shall be concurrent with the fiscal year of the corporation as noted in Article 7. Individuals may serve more than one year in a particular capacity if re-elected to the Board.

### **Section 5. Powers and Duties**

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to the limitations of the articles of incorporation and these bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under direction of the Board. Under their direction, the Board may delegate the management of the activities to any person or persons, or to committees.

### **Section 6. Removal and Resignation**

A Director may be removed from the Board by a majority vote of the Directors then in office. Directors are expected to attend all regularly scheduled meetings, and to inform the President if unable to attend. Any Director, who misses three consecutive Board meetings without notifying the President of the absence or a valid excuse, as determined by the Directors, shall be considered an inactive Director and automatically be removed from the Board. Under the California Nonprofit Public Benefit Corporation Law, any Director may resign by giving written notice to the Board, which includes the effective date of resignation.

### **Section 7. Board Vacancies**

By a majority of its Directors then in office, the Board may at any time increase or decrease but not by more than two (2) the number of its Directors, not to exceed the maximum allowable number of Directors, and may elect person to fill Director vacancies The board shall vote to fill Officer vacancies from among the current Directors on the Board.

### **Section 8. Voting Rights**

Each Director on the Board shall have one vote. The Principal of Mira Loma High School, or his or her designee, and the IB Diploma and Middle Years Coordinators, and shall each serve as ex-officio members of the Board, and may choose to exercise voting rights. Interested parties are welcome to attend Board meetings but shall not have voting rights.

### **Section 9. Board Meetings**

Meetings of the Board of Directors shall be held monthly during the school year on a regularly scheduled basis, as established and noticed by the Board, or as called by the President of the IB Parents Organization. All meetings of the Board shall be open to the public and noticed via electronic media including e-mail and website postings, in the school newsletter or posted at the school two days prior to the meeting. Committees chaired by Directors of the organization may meet at any time and place without notice, provided that they report on their activities to the Board.

### **Section 10. Quorum**

A quorum for the transaction of business shall consist of a majority of the Board of Directors in attendance at a Board meeting, provided that at least one-third of the year's elected Directors and in no case fewer than three (3) are in attendance. Whether or not a quorum is present, a majority of the Directors remaining at a meeting may adjourn. Between meetings, action may be taken by the Executive committee as provided in Article 5, Section 2 of these bylaws.

### **Section 11. Conduct of Board Meetings**

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, the Vice president, or, in the absence of both of these persons, a chairperson chosen by a majority of the Directors present at the meeting.

The IB Parents Organization shall keep regular minutes of its proceedings, and cause them to be filed with the corporate records. The Secretary shall keep the attendance and minutes of each meeting; in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting,

Meetings shall be governed by "Robert's Rules of Order," as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

### **Section 12. Fees and Compensation**

Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses, as may be fixed or determined by the Board.

## **Article 5 – Officers and Executive Committee**

### **Section 1. Officers and Directors' Roles**

The Board of Directors shall elect five Officers: President, Vice President, Vice President Development, Secretary, and Treasurer. At their discretion, the Board may also designate Directors to serve as President-elect; as one or more assistants to the Vice President, Secretary, and Treasurer; and as chairpersons of any committees established by the Board. All other Directors shall serve as Directors-at-large. All officers, assistants, and committee chairpersons shall serve at the pleasure of the Board and shall hold their positions until their resignation or removal or until their successors shall be elected or appointed. The Board may elect or appoint persons from among the Directors to fill any vacancies. Interested individuals who attend consecutive meetings may be appointed to the Board as Directors-at-large at their request subject to the approval of the executive committee.

### **Section 2. Executive Committee**

The Executive Committee shall consist of the President, Vice President, Vice President Development, Secretary, and Treasurer. No assistants or committee chairs shall be part of the Executive Committee. The Executive Committee may take urgent action as deemed necessary between Board meetings, provided that such action is announced at the next Board meeting and noted in the minutes of that meeting. Such action may be conducted with telephone approval or approval through e-mail by a majority of the Executive Committee and shall have full authority of the Board.

### **Section 3. Duties of Officers**

**President** – The President of the IB Parents Organization is the general manager and chief executive officer of the corporation, and has, subject to the direction and control of the Board, general supervision, direction and control of the business and officers of the corporation. The President shall schedule and notice meetings, set meeting agendas, and preside over meetings.

**Vice President** - In the absence or disability of the President, the Vice President of the IB Parents Organization shall perform all the duties of the President, and when so acting, shall have all the powers of the President. The Vice President shall have such other powers and duties as may be prescribed by the Board.

**Vice President Development** - The Vice President Development of the IB Parents Organization shall review, have input to and evaluate all Board / Committee efforts to raise funds on behalf of and in support of the IB Parents Organization. The Vice President Development shall have such other powers and duties as may be prescribed by the Board.

**Secretary** – The Secretary of the IB Parents Organization shall act as Secretary of all meetings of the Board, keep and file the attendance and minutes as required under Article 4, Section 11, and report the same to the Board from time to time as the Board may require. The Secretary shall have other powers and duties as may be prescribed by the Board.

**Treasurer** – The Treasurer is the chief financial officer of the IB Parents Organization and shall keep such accurate and complete books and fiscal records as are required under Article 6 and shall present regular reports to the Board as the Board may require. The Treasurer and committee Chairpersons shall deposit all monies and valuables in the same name and to the credit of the corporation. The Treasurer shall disburse funds as may be ordered by the Board. The Treasurer shall have such other powers and duties as may be prescribed by the Board.

### **Article 6 – Fiscal Records**

The Board shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the organization. The Treasurer shall keep such books, which shall at all times be open to inspection. The Board shall maintain such records as are required by the Internal Revenue Service, the Franchise Tax Board, and the State Attorney General.

### **Article 7 – Fiscal Year of the Corporation**

The fiscal year of the corporation shall be July 1 to June 30 of the subsequent year.

### **Article 8 – General Parent Meetings**

The IB Parents Organization shall hold at least three general parent meetings during the school year. All parents of Mira Loma High School students are welcome at general parent meetings, as well as at Board of Directors meetings.

### **Article 9 – Policies and Other Provisions**

#### **Section 1. Distributions Aligned with Purposes**

This IBPO organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The organization's primary purpose is to provide financial and community support to the IB and Middle Years Programs, directly benefiting students and staff involved in the program, and indirectly strengthening the entire student body and high school program. The organization's purpose also is to provide information and advice to parents, the school, the San Juan Unified School District, and statewide organizations regarding the IB program.

#### **Section 2. Distributions to Individuals**

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its Directors, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the organization's purposes.

### **Section 3. Impermissible Activities**

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Section 4. Asset Distribution Upon Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Office of the Attorney General of the state in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Section 5. Endorsement of Commercial or Partisan Concerns**

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 its connection with any partisan interest or for any purpose not appropriately related to the purposes of the IB Parents Organization.

### **Section 6. Documents and Contracts**

As set forth in the California Nonprofit Public Benefit Corporation Law, the corporation shall be bound by documents and contracts entered into between the corporation and any other person or entity when signed on by an Officer or an agent of the corporation authorized by the Board.

### **Section 7. Indemnification**

The corporation shall have the power to indemnify Directors or other agents of the corporation authorized by the Board if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation, consistent with its bylaws, and lawful.

### **Section 8. Insurance**

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

## Article 10 – Amendments

### Section 1. Amendment of Bylaws Process

These bylaws may be regularly amended following public review. The review process shall involve no less than 1 public meeting with posted drafts. Final proposed amendments or revisions shall be communicated to Directors at least one week prior to the public meeting of which the agenda notes the bylaw amendment vote.

### Section 2. Approval of Bylaws

These bylaws may be amended or repealed by the approval of a majority of the Board of Directors present at a public meeting.

#### Written Consent of Directors Adopting Bylaws

We the undersigned, the 2019-2020 Officer and Directors of the IB Parents Organization, a California nonprofit corporation, do hereby revise, assent to and adopt the foregoing Bylaws of the IB Parents Organization, consisting of seven pages, as the Bylaws of this corporation.

Undersigned by Directors

DATED: November , 2019

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Sandra Caraway, President

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Hilary Mc Lean, Vice-President

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Christan Chittenden, Vice-President

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Tanya Marguerite, Treasurer

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Jennifer Zook Lewis, Secretary