

BYLAWS
FRIENDS OF THE IMMERSION PROGRAM OF SMMUSD

Section 1 NAME AND LOCATION

1.1 The name of this unincorporated association, organized under the laws of the State of California, is FRIENDS OF THE IMMERSION PROGRAM OF SMMUSD (hereafter "Friends of Immersion"). The Association is a nonprofit, public benefit organization and not for the private gain of any person.

1.2 The principle office of Friends of Immersion shall be located in the County of Los Angeles, State of California at such specific locations as the Board of Directors shall determine from time to time.

Section 2 PURPOSE

2.1 General purpose. The Association is organized and formed for the specific purpose of supporting the immersion program in the Santa Monica-Malibu Unified School District (SMMUSD) in Santa Monica, CA.

2.2 Specific Purposes. The specific purposes of the Association include, without limitation, the following:

2.2.1 Promotion of the SMMUSD's Immersion Program

2.2.2 Support for the program by raising funds. All funds raised by the organization will be used for the benefit of the students enrolled at SMMUSD.

2.2.3 Coordination with SMMUSD staff and teachers annually to identify areas where the Association's assistance may be appropriate, including, but not limited to, community building and enrichment programs and activities.

Section 3 MEMBERSHIP

3.1 The members of the Association shall consist of adults involved with the Immersion Program of SMMUSD including parents or legal guardians of Immersion students; Immersion Staff; and alumni students and parents. No membership fees or dues shall be charged.

3.2 Rights of Members. Members have the right to attend any and all meetings called by the Board. Members have the right to review the books, records and papers of this Association, upon reasonable notice and at reasonable hours, except to the extent such would be related to any legal proceedings to which the Association is a party and confidentiality is required by the Association. Members have any other rights conferred by these Articles of Association.

Section 4 BOARD OF DIRECTORS

4.1 Powers. Subject to any limitations of the Articles of Association, California law or these Bylaws, all powers shall be exercised by, or under the authority of, and the business affairs of the Association, shall be

controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

4.11 To conduct, manage and carryout the affairs of the Association, and to make such rules and regulations therefore, not inconsistent with law, or with the Articles of Association, or the Bylaws, as they deem best.

4.12 To manage in such matter as they may deem best, all funds and property, real and personal, received and acquired by the Association, and to distribute, loan or dispense the same or the income and profits there from.

4.13 Number of Directors. The number of directors constituting the Board of Directors shall be a minimum of three (3) and a maximum of fifteen (15) until changed by amendment to these Bylaws.

4.14 Election of Directors. Friends of Immersion may choose its own members. The regular term of office shall be two (2) years unless terminated or renewed.

4.15 The Board shall strive for diversity and the inclusion of staff of the SMMUSD.

Section 5 EXECUTIVE COMMITTEE

5.1 Officers. The Officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer. Additional officers may be approved by a majority vote of the executive committee. Officers will be known as the Executive Committee

5.12 The President shall be the general manager and chief executive officer of this Association with general supervision, direction and control of the business and Officers thereof, subject to the direction and control of the Executive Committee.

5.13 The Vice-President shall assist the President, and in the President's absence or disability, shall perform all the duties of the Chair and when so acting shall have all the powers of the President. The Vice President shall perform other duties as may be prescribed from time to time by the Executive Committee

5.14 The Secretary shall keep or cause to be kept a full and complete record of all meetings of the Executive Committee and its committees. The Secretary shall have such powers and perform such duties as may be prescribed by the Executive Committee, or these Bylaws. The Secretary shall keep the original or a copy of this Association's Articles of Organization and Bylaws, as amended to date, as well as the records of this Association.

5.15 The Treasurer shall receive and safely keep all funds of this Association and deposit them in the bank that may be designated by the Executive Committee. Those funds shall be paid out only on the checks of the Association. **The treasure shall secure two signatures on all checks. Including the president and treasurer, any two elected officers are authorized to sign, with the exception of the secretary and auditor. The authorized signers shall not be related by blood or marriage or reside**

in the same household. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the business transactions of this Association. The Treasurer shall have other powers and perform such other duties as may be prescribed from time to time by the Executive Committee.

Section 6 MEETINGS

6.1 Place and Number of Meetings. Any member of the Board of Directors may call a meeting of the Board at any time. There will be a minimum of two (2) meetings each calendar year. Meetings shall take place at a location designated by the Executive Committee.

6.2 Annual and Special Meetings. The Board of Directors may decide to hold an annual meeting for the purpose of filling vacancies on the Board and the election of officers. An officer of the Board may call a special meeting at any time.

6.3 Quorums and Voting. A majority of the Board of Directors must be present to constitute a quorum for the transaction of business. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

Section 7 AMENDMENT OF BYLAWS

These bylaws may be amended or repealed and new Bylaws adopted by a vote and resolution duly adopted by a majority of the Board of Directors.