

# **FRIENDS OF IVANHOE**

## **BYLAWS**

### **ARTICLE I: NAME**

#### **SECTION 1. NAME**

The name of this organization is the FRIENDS OF IVANHOE SCHOOL (FOI).

FOI is a Parent Teacher Organization (PTO).

The address of FOI is P.O. Box 39985, Griffith Station, Los Angeles, California, 90039.

### **ARTICLE II: PURPOSE**

#### **SECTION 1. PURPOSE**

The purpose of FOI is to raise funds and obtain donations to support educational, student, teaching, enrichment and capital improvement programs for Ivanhoe School. Activities will be coordinated with the governing body or bodies of Ivanhoe School.

### **ARTICLE III: MEMBERSHIP**

**SECTION 1. MEMBERS** The members of FOI shall consist of all parents of students currently enrolled at Ivanhoe Elementary School.

### **ARTICLE IV: BOARD OF DIRECTORS**

#### **SECTION 1. OFFICERS**

The direction, control and governance of FOI and its business affairs, management and activities shall be vested in the Board of Directors ("Board"). The members of the Board are hereby known as the "Officers" of the Board. The number of Officers shall be no less than four (4) and no more than eight (8).

The Officers of the Board are the President, Vice President, Secretary and Treasurer.

If so desired by the candidates for the Officer positions and approved by the voting members of FOI at the annual meeting, each Officer may share his or her duties with a Co-President, Co-Vice President, Co-Treasurer or Co-Secretary.

#### **SECTION 2. COMPENSATION; REIMBURSEMENT OF EXPENSES**

The Officers shall not be compensated for their services. The Officers may be reimbursed for expenses advanced on behalf of FOI.

### SECTION 3. DUTIES OF THE OFFICERS

- A. President - The President shall serve as the chief executive officer and official spokesperson and carry out the policies of FOI. The President shall also schedule and cause to be called all meetings of FOI and its Board.
- B. Vice President - The Vice President shall assume all duties of the President in his/her absence or until any vacancy in that office is filled and perform other duties as are assigned by FOI.
- C. Secretary - The Secretary shall have custody of all membership records, attendance records and documents of FOI and its Board; keep written minutes of meetings; be custodian of the corporate seal; receive and answer written communications; provide notice of meetings as set forth in the Bylaws and as directed by the President;
- D. Treasurer - The Treasurer shall be responsible for receipt, custody and disbursement of all FOI funds; be responsible for adequate recordkeeping and reporting; file the appropriate federal, state, and county tax filings and other reports; establish and/or maintain bank accounts as directed by the Board; serve as the primary liaison to FOI's bookkeeper and/or accountant.

### SECTION 4. TERM OF OFFICE

The term of office shall be one year, starting on July 1st and ending on June 30th. An Officer may serve for no more than two (2) consecutive one-year terms.

### SECTION 5. RIGHT OF INSPECTION

Any Officer or member may have the right at any reasonable time to inspect and copy all books, minutes, and documents of any kind and to inspect the physical properties of the organization.

### SECTION 6. COMMITTEES

The Board may appoint one or more committees, each consisting of one or more Officers, and delegate to such committees any of the authority of the Board.

### SECTION 7. RESTRICTION WITH REGARD TO INTERESTED PERSONS

No person serving on the Board may be an interested person. An interested person is defined as any person compensated by the organization for services within the last 12 months, whether as an employee or contractor, any person who stands to make financial gain based on the activities of the organization; a family member of any such person. Inquiries may be made from time to time to determine the existence of interested directors.

## ARTICLE V: ELECTION OF THE BOARD OF DIRECTORS

### SECTION 1. NOMINATIONS

The Board shall appoint a Nominating Committee to generate candidates for Board membership. The Nominating Committee may consist of Board and non-Board members. Care should be given to have nominations reflect the richly diverse community of our school. Nominations may also be entertained from the floor of the annual membership meeting.

### SECTION 2. ELECTION OF OFFICERS

There shall be an election of Officers by a plurality of those members in attendance at the annual membership meeting.

### SECTION 3. VACANCIES

Should an Officer of the Board cease to be a member of FOI or otherwise create a vacancy on the Board, a vacancy shall be filled by a vote of the members of FOI within 30 days after notice of the vacancy is given, or at the next regularly scheduled general meeting. The term shall be for the unexpired portion of the term of the vacated position.

## ARTICLE VI: MEETINGS

### SECTION 1. GENERAL MEETINGS

There shall be no fewer than three (3) general meetings per year held at a time, date and location established by the Board. These meetings will be held to conduct the regular business of FOI.

### SECTION 2. ANNUAL MEETINGS

There shall be an annual meeting in May or June. It shall be held at Ivanhoe Elementary School. The purpose of the annual meeting is to nominate and elect the Officers of the Board.

### SECTION 3. NOTICE OF ALL MEETINGS

Notice of both general and annual meetings shall be posted ten (10) calendar days in advance in a visible place at the school and by other appropriate means determined by the Board.

### SECTION 4. SPECIAL MEETINGS

Special meetings may be called by the Board. Notice shall be given to members by posting notice two business days in advance at the school and by other appropriate means determined by the Board.

### SECTION 5. CALL TO MEETINGS

The Board shall call meetings.

### SECTION 6. VOTING

When matters arise at both general and annual meetings that require a vote, only Officers shall have voting privileges. The sole exception to this is at the annual meeting, when all members of FOI who are in attendance may vote to elect the Officers for the following school year.

The Bylaws of FOI may be changed by a majority vote of those Officers present at a meeting.

No proxy voting shall be permitted.

### SECTION 7. QUORUM

Votes must be passed by a quorum. A quorum shall consist of the majority of Officers present at a duly called meeting. In the case of the election of Officers at the annual meeting, a quorum shall consist of the majority of FOI members who are in attendance.

## ARTICLE VII: REMOVAL OF OFFICERS

SECTION 1. GROUNDS FOR REMOVAL Officers may be removed from the Board for the following reasons:

- a) for failure to attend three (3) consecutive Board and/or general membership meetings; or
- b) for misconduct, neglect of duty, or other just cause.

### SECTION 2. PROCEDURE FOR REMOVAL

Removal must occur in the following manner:

- A. At least two (2) Officers must sign and submit to the Secretary a written statement setting forth the grounds for removal;
- B. The Secretary, upon receipt of the statement, shall send to the Officer sought to be removed, by registered mail, a copy of the statement of grounds and a letter stating that he or she may resign or have a hearing before the Board and FOI members;
- C. At the next meeting of the Board, the Officer sought to be removed shall be afforded an opportunity to respond to the statement of grounds for removal. After such hearing, upon motion for removal, the Officer may be removed from office by a 2/3 majority vote of all Board members.

## FRIENDS OF IVANHOE

### CERTIFICATE OF THE SECRETARY

I hereby certify that I am the duly elected and acting Secretary of said organization and that the foregoing bylaws constitute the bylaws of said organization as duly adopted by the incorporators of said organization on May 2010.

Louisa Hubanks  
Secretary (printed name)

Louisa Hubahs  
Secretary (signature)