

Bylaws of Friends of the IHP

Voted on June 14, 2010

ARTICLE I: NAME AND PURPOSE

Section 1. Name

The name of the organization shall be Friends of the IHP (FIHP)

Section 2. The Mission Statement of Friends of the IHP

The Friends of the IHP (FIHP) is a non-profit organization created to promote and support the educational activities and programs of the diverse group of Individualized Honors Program (IHP) students at Walter Reed Middle School. FIHP works to provide support for the educators and their vision of accelerated learning environments and materials needed for empowering students to reach their full potential through academic rigor and inquiry-based instruction.

The Goals of FIHP

1. To provide financial and volunteer support for accelerated classroom materials including technology based learning for IHP classrooms at Walter Reed Middle School.
2. To help provide the IHP with the additional materials needed to assist the students in developing skills to become independent and self-sufficient learners who will succeed and contribute responsibly in a global community.
3. To advocate on behalf of gifted, highly gifted and high-achieving students.
4. To organize and encourage parent participation in the support of the IHP.
5. To support social activities and collaborative learning amongst IHP students and the local community.

ARTICLE II: MEMBERSHIP

Section 1. Membership

Any parent or legal guardian of an enrolled Walter Reed Middle School Individualized Honors Program (IHP) student, and any faculty or administrator associated with the IHP, is a member of the Friends of the IHP.

Section 2. General Meetings

General Meetings of the Members shall be held at Walter Reed Middle School once a month, with a minimum of eight (8) General Meetings in the school year, starting in January. The President shall preside at all General Meetings of the Members and in his or her absence, the Vice-President shall preside. In the event of the absence of both the President and the Vice-President, any of the Executive Committee may preside.

Section 3. Special Meetings

Special Meetings of the Members or the Executive Committee may be called at any time by the President or a majority of the Executive Committee. Special Meetings need only to have the presence of the majority of the Executive Committee to constitute a quorum. No expenditure over the amount of \$10,000 may be approved at a Special Meeting without a full ten (10) Member quorum

Section 4. Quorum

The presence of ten (10) Members including board members shall constitute a quorum of any General Meeting of the Members. Less than a quorum shall adjourn any General Meeting from time to time without further notice

Section 5. Voting

Each Member shall have one (1) vote. Voting by proxy shall not be allowed. Passage of a motion requires a simple majority.

Section 6. Order

Meetings shall be governed by the 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, or with provisions of law.

ARTICLE III: EXECUTIVE COMMITTEE

Section 1. Powers

The business of the corporation shall be managed by an Executive Committee who may exercise all of the powers of the corporation except as otherwise provided by law, by the Articles of the Organization or by the Bylaws. The Executive Committee, as the governing body of this Organization, shall have the full responsibility for the conduct and the furtherance of the Organization's business except for those matters specifically

delegated to the President through these Bylaws or by the action taken at duly called General Meetings of the Members.

Section 2. Qualifications

Members of the Executive Committee (Officers) must be parents or guardians of a current IHP student.

Section 3. Election

The Executive Committee shall consist of five (5) persons to be elected by the Members at a General Meeting. Elected Officers will be elected to serve at least a one (1) year term. The elections for the Executive Committee shall be decided by a plurality of votes cast by the Members.

Section 4. Vacancies

Any vacancy on the Executive Committee that arises during the school year shall be filled by the Executive Committee.

Section 5. Agenda

Any Member of the Organization, other than an Officer, who desires to be heard or have a matter considered at a General Meeting, must contact the President and inform him or her as to the matter or matters on which said Member wishes to be heard or wishes the Membership or Executive Committee to consider prior to the start of said meeting. No person, other than an Officer, may address any General Meeting or Special Meeting unless the procedure stated in the preceding sentence has been fully complied with. The Executive Committee may in particular instance waive this particular requirement.

ARTICLE IV: OFFICERS

Section 1. Designation

The Officers of the Organization, known as the Executive Committee, shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Parliamentarian, and other such Officers as the Executive Committee may from time to time determine.

Section 2. Voting

The Executive Committee can make decisions if convening a General Meeting is infeasible for the matter at hand; a simple majority of the Executive Committee shall constitute a quorum and a simple majority of those present is required for any Executive Committee decision. Any decision voted by the Executive Committee needs to be

ratified at the subsequent General Meeting.

Section 3. Removal

If an Officer is absent from two (2) General Meetings during any twelve (12) month period said Officer may be deemed to have forfeited his or her seat. The Executive Committee may remove any Officer by a vote of two-thirds of the Executive Committee present at said meeting, provided that an Officer may be removed only after reasonable notice and opportunity to be heard by the Executive Committee prior to action thereon. Reasons for removal include, but are not limited to, the following:

1. Cause
2. Inappropriate behavior, including but not limited to misuse of funds
3. Misrepresentation of the Organization
4. Lack of attendance: if such person misses two (2) consecutive meetings, except for reasonable circumstances.

Section 4. President

The President shall be the Chief Executive Officer of the organization and shall have general supervision and control of its business. The president shall preside at all meetings of the Members and at all meetings of the Executive Committee. The President shall sign all contracts and agreements on behalf of the Organization after the same have first been approved by a vote of the General Membership or a majority of the Executive Committee. The President shall also serve as an ex officio member of all Committees. The President shall also serve as a signatory on all checks, deposits and financial accounts.

Section 5. Vice President

The Vice President shall preside at meetings in the absence of the President or upon the President's inability to serve. The Vice President shall represent the President upon request by the President, as well as assume the duties of the President in the event of a vacancy until the position is filled in accordance with the Bylaws. The Vice President shall act as an aide to the President. The Vice President shall act as the Executive Committee liaison with the teacher liaison(s). The Vice President shall also act as email communication liaison with the parent/ guardians of IHP students. The Vice President shall also serve as an ex officio member of all Committees.

Section 6. Secretary

The Secretary shall act as a Correspondence Secretary for the Organization. The Secretary shall also be responsible for keeping and maintaining records of the Minutes of the meetings of the Members and Executive Committee.

Section 7. Treasurer

The Treasurer shall be the Chief Financial Officer of the Organization. He or she, subject to the Direction of the Executive Committee, shall have general charge of the financial affairs of the Organization. He or she shall have custody of all funds and valuable documents of the Organization except as the Officers may otherwise provide. He or she may endorse for deposit or collection all checks, notes, etc. payable to the Organization or its Order. He or she shall cause to be kept accurate accounts of all of the Organization's financial transactions. The Treasurer shall sign all checks and drafts for the disbursements of funds of the Organization provided said disbursements have first been approved by the appropriate committee. He or she shall be responsible for the preparation and filing as required by law of such returns and financial reports of all accounts of the Organization. The President shall also serve as a signatory on all checks, deposits and financial accounts. The Treasurer shall maintain a general account and such other bank accounts as may from time to time be approved by the Executive Committee. The Treasurer shall provide written reports at such times as requested by the Executive Committee, and during General Meetings.

Section 8. Parliamentarian

The Parliamentarian shall maintain adherence to Robert's Rules of Order and the Organization's Bylaws at all meetings of the Executive Committee and General Meetings of the Members. The Parliamentarian shall also chair a Bylaws Committee as needed.

Section 9. Indemnification

Each person now or hereinafter an Officer of this corporation shall be indemnified by this corporation against all expenses and losses reasonably incurred or suffered by him or her in connection with any claim, action, suit, or proceedings, civil or criminal, actual or threatened, to which he or she may be made party by reason of his or her being or having been such an Officer as aforesaid, or by reason of his or her alleged acts or omissions as such Officer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, provided, however, that the corporation may compromise and settle any such claim, action, suit, or proceeding and pay such expenses and losses, if such settlement and payment appear to be for the best interest of the corporation in the judgment of a majority of the disinterested members of the Executive Committee, whose judgment on the matter shall be final.

ARTICLE V: INSURANCE

The Executive Committee 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 in such capacity or arising out of the agent's status as such.

ARTICLE VI: COMMITTEES

Section 1. Appointments

The Executive Committee may appoint standing and ad hoc committees as needed.

ARTICLE VII: MISCELLANEOUS

Section 1. Fiscal Policies

The fiscal year of the board shall be the first day of August to end the last day of July in each year.

Section 2. Amendments

These Bylaws can be amended at any General or Special Meeting of the Membership by a two-thirds vote of those Members present.

Section 3. Seal

The Executive Committee may adopt, use and at will alter, a corporate seal.

Section 4. Bylaws

The Bylaws should be reviewed at least every five (5) years to ensure that provisions are relevant and meaningful to the Organization and its Members.

We, the undersigned, are all of the persons approving the revision of the Bylaws of the Friends of the IHP, a California nonprofit corporation, and pursuant to the authority granted to the Officers by these Bylaws to consent to, and hereby do, adopt the foregoing Bylaws, consisting of 6 pages, as the Bylaws of this corporation.

Signatures