

## **Bylaws of Parents Association Rochambeau, Inc.**

### **ARTICLE I — NAME AND PURPOSE**

*Section 1 — Name:* The name of the organization shall be Parents Association Rochambeau, Inc. (hereafter called “PAR”). It shall be a nonprofit organization incorporated under the laws of the State of Maryland.

*Section 2 — Purpose:* PAR is organized exclusively for charitable, scientific and educational purposes.

The purpose of this corporation is:

- To support Lycée Rochambeau French International School, 9600 Forest Road, Bethesda Maryland 20814 (hereafter called the “School”) and ensure the success of its educational objectives consistent with the standards and methods in use in France and the United States;
- to promote understanding and cooperation between the parents of the students attending the School and the School's administration and teachers;
- to maintain a permanent dialogue between the parents and the administration and teachers of the School and represent the views of the parents before the School's Board of Trustees;
- to provide a forum of discussion among parents concerning issues related to the development of their children and of common interest; to promote cultural, artistic, social, recreational, athletic, fundraising or other activities for the benefit of the School's community;
- and to perform and do such acts as shall be related to the foregoing purposes.

### **ARTICLE II — MEMBERSHIP**

*Section 1 — Eligibility for membership:* Application for voting membership shall be open to any parent whose child is enrolled at the School and supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

*Section 2 — Annual dues:* The amount required for annual dues shall be \$25 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

*Section 3 — Rights of members:* Each member shall be eligible to appoint one voting representative to cast the member's vote in PAR elections.

*Section 4 — Resignation and termination:* Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

*Section 5 — Non-voting membership:* The board shall have the authority to establish and define non-voting categories of membership.

### **ARTICLE III — MEETINGS OF MEMBERS**

*Section 1 — Regular meetings:* Regular meetings of the members shall be held at least three (3) times a year, at a time and place designated by the chair.

*Section 2 — Annual meetings:* An annual meeting of the members shall take place in April of the School year, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

*Section 3 — Special meetings:* Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by thirty (30) percent of voting members may also call a special meeting.

*Section 4 — Notice of meetings:* Printed or emailed notice of each meeting shall be given to each voting member, not less than two weeks prior to the meeting.

*Section 5 — Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 6 — Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## ARTICLE IV — BOARD OF DIRECTORS

*Section 1 — Board role, size, and compensation:* The business and affairs of PAR shall be managed by or under the direction of the board of directors, which may exercise all such powers of the corporation and do such lawful acts as are required. Any expenditure, distribution or other disbursement of funds occurring not in the ordinary course of business, including without limitations, (i) the distribution of funds awarded in connection with PAR's scholarship program; (ii) the distribution of funds from PAR to the School in accordance with or in furtherance of PAR's purpose as set forth in Article I hereof; and (iii) the distribution of funds pursuant to or in connection with the organization and implementation of a raffle. The board of directors may delegate certain of its duties to PAR's committees as described in Article V; provided however that such delegation shall not relieve the board of the responsibility for any action so taken. The board shall have up to six (6), but not fewer than three (3) members. The board receives no compensation other than reasonable expenses.

*Section 2 — Terms:* All board members shall serve three-year terms, but are eligible for re-election for up to five consecutive terms.

*Section 3 — Meetings and notice:* The board shall meet at least quarterly, at an agreed upon time and place. Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth such action, is signed by all of the directors, and such written consent is filed with the minutes of the proceedings of the board. Such consent shall have the same force and effect as a unanimous vote. Signatures by means of email transmission shall be acceptable for purposes of this Section 3. Members of the board of directors may participate in a meeting of the board of directors by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting.

An official board meeting requires that each board member have written or emailed notice at least one week in advance; provided however, that whenever any notice of any meeting of the board of directors is required to be given under provisions of law or under the provisions of the certificate of incorporation or these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the time stated herein, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

*Section 4 — Board elections:* New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

*Section 5 — Election procedures:* A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. In addition, any

member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to three (3) available positions each year.

*Section 6 — Quorum:* A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

*Section 7 — Officers and Duties:* There shall be four (4) officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

*The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

*The vice-chair* shall chair committees on special subjects as designated by the board.

*The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

*The treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

*Section 8 — Vacancies:* When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Section 9 — Resignation, termination, and absences:* Resignation from the board must be in writing and received by the Secretary. A board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a majority vote of the remaining directors and the heads of the committees as defined in the current organizational structure.

*Section 10 — Special meetings:* Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least one day in advance.

## ARTICLE V — COMMITTEES

*Section 1 — Committee formation:* The board may create committees as needed, such as fundraising, membership, technology, social, public relations, survey and data evaluation, School Board Liaison, etc. The board chair appoints all committee chairs.

*Section 2 — Executive Committee:* The four officers of the board of directors serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

*Section 3 — Finance Committee:* The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

*Section 4 — Procedures:* All committees appointed by the board of directors pursuant to the Article V shall serve at the pleasure of the board. The board of directors shall set forth the rules of procedure for all

committees and such committees shall meet where and as provided by such rules or by resolution of the board of directors. A majority shall constitute a quorum, and in every case the affirmative vote of a majority of all the members of such committee shall be necessary for the adoption of any resolution. Each committee shall keep regular minutes of its meetings and shall provide monthly reports to the board of directors of its activities.

## ARTICLE VI — AMENDMENTS

*Section 1* — Amendments: These bylaws may be amended when necessary by a two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

## CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on May 5<sup>th</sup>, 2009.

Secretary  
Jodie Bouvery

Date  
May 5<sup>th</sup>, 2009