

BYLAWS
John Muir Association of Parents, Inc.

ARTICLE 1. Purpose

The purpose of the corporation is to support John Muir School, a public school in the San Diego Unified School District. Support to the students, teachers and staff may include, but is not limited to, providing supplementary financial and volunteer support for the various activities at John Muir School, organizing and staging special events and fundraisers, and promoting student and parent involvement at school events. The John Muir Association of Parents, Inc. may also be known by the acronym, JMAP.

ARTICLE 2: Membership

This corporation shall have members that will be comprised of parents or guardians of any students currently enrolled at John Muir School, a public school in the San Diego Unified School District; and shall be called a Member.

ARTICLE 3: Board of Directors, Meetings and Elections

Section 1. Number of Directors

The Board of Directors will be comprised of at least four officers (President, Vice President, Secretary, and Treasurer.) The Board may include an additional five board members who are elected by the members. Each member of the Board shall be known as a Director.

Section 2. Quorum

A majority of the Directors in office at a particular time shall constitute a quorum for the transaction of business.

Section 3. Voting Procedures

Actions of the Board of Directors shall be based upon a majority vote of those Directors present. The presiding officer shall resolve the issue in the event of any tie vote.

Section 4. Powers of Directors

Subject to the limitations of the articles of incorporation, other sections of these bylaws, and of California law, all corporate powers of the corporation shall be exercised by, or under the authority of, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- a) To select and remove agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the articles of incorporation, or these bylaws, and require from them security for faithful service.
- b) To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the articles of incorporation, or these bylaws.

Section 5. Place of Meeting

Regular or special meetings of the Board of Directors shall be held at any place that has been designated from time to time by action of the Board of Directors.

Section 6. Annual Meeting

An Annual Meeting of the Board of Directors shall be held in May, the date and place to be fixed by the Board. Written delivery by United States Postal Service or e-mail notice of the Annual Meeting shall be sent to each Director 15 days in advance. Each Member shall also receive written delivery by the John Muir School newsletter or bulletin, or United States Postal Service from JMAP, or e-mail from JMAP, notice of the Annual Meeting **15** days in advance. The purpose of the Annual Meeting shall be to elect Directors, select Officers, and to transact other business.

Section 7. Special Meetings

Special or regular meetings of the Board of Directors may be called at any time by the President or by a majority of the Board.

Section 8. Action Without a Meeting

Any action by the Board of Directors may be taken without a meeting if all Directors individually or collectively consent in writing or email to this action. Such consent shall be filed with the minutes of proceedings of the Board.

Section 9. Compensation

The Directors shall receive no compensation for their services as directors.

Section 10. Elections

Nominations for Directors may be submitted by any qualifying Member for themselves or another qualifying Member to the President before or during the April JMAP meeting starting in 2009 for those terms expiring or vacancies. A qualified member is defined as a member who:

- Has consistently attended JMAP meetings in the past
- Agrees to attend monthly JMAP meetings
- Agrees to attend monthly JMAP Board meetings
- Will be actively involved in at least one JMAP project/committee
- Will work positively with each other, school staff and parents.

Qualified board member nominations will be accepted prior to or at the April meeting. All members present at the final May JMAP meeting will vote by secret ballot at the beginning of the meeting and new board members will be announced the following day via email and postings in the school office.

Section 11. Term of Office

The term of office for Directors is two years from the date of the annual meeting; except the first term in 2008 where one half of the Directors will have a term of one year and the other half of the Directors will have a term of two years so the terms are staggered thereafter. The Board may

appoint any Member to fill a vacancy of a Director for the remainder of the term until the next Annual Meeting.

Any director may resign effective upon giving written notice to the President or Vice President of the Board. Vacancies on the board may be filled by approval of the board with unanimous written consent of the directors then in office. A person appointed to fill a vacancy shall hold office for the unexpired term of the director whom such person is replacing or until such person's resignation or removal from office.

The Board may remove a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of any court to have breached any duty under Section 5230 and following of the CA Nonprofit Public Benefit Corporation Law or fails to meet the criteria of a qualified board member while in office.

ARTICLE 4: Officers

Section 1. Officers

The Officers of this corporation shall be a President, Vice President, Secretary and Treasurer. Officers shall be selected annually by the Directors at the Annual Board Meeting by a majority vote. Officers are members of the Board of Directors.

Section 2. President

Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the administration and affairs of the corporation. He or she shall preside at all meetings of the Board and shall have such other powers and duties as may be prescribed from time to time by the Board.

Section 3. Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4. Secretary

The Secretary shall assure that a full and complete record of the proceedings of the Board of Directors is kept, shall assure that the records of the corporation are kept, shall serve such notice as may be necessary or proper in the course of business, shall be responsible for timely submission of all government reporting, and shall discharge such other duties as prescribed by the Board.

Section 5. Treasurer

The Treasurer shall have charge and custody of all funds of the corporation, shall deposit such funds in the manner required by the Board of Directors, shall see that adequate and correct accounts of the corporation's properties and business transactions are kept and maintained, shall

see that reports and accounting are rendered as may be required, shall see that at all reasonable times the books of account and financial records are exhibited to any Director of the corporation, or to his or her attorney on request therefore, and shall discharge such other duties as pertain to the office or are prescribed by the Board. Bookkeeping and accounting may be contracted to an independent professional by the Board of Directors.

Section 6. Terms of Office

The term of office for an Officer begins on the date of selection and ends two years from that election. The Board may appoint any Director to fill a vacancy of an Officer to complete the remainder of the term until the next election.

ARTICLE 5: Amendment of Bylaws

Section 1. Procedure

These bylaws may be amended or repealed and new bylaws adopted by a vote of the majority of the Directors present at any duly called meeting. Proposed amendments or new bylaws shall be submitted to Directors in writing and delivered by either United States Postal Service or e-mail at least one month in advance of the meeting of the Directors at which they will be considered.

Section 2. Consistency

Any amendments or replacements of these Bylaws must be consistent with the Articles of Incorporation, and the laws and regulations that govern the Corporation.

CERTIFICATE OF OFFICERS

We, the undersigned, do hereby certify that we are the Incorporators of the John Muir Association of Parents and the foregoing constitutes the Bylaws of said Corporation.

Incorporator _____
Susan Whitney

Date _____

Incorporator _____
Lisa Armacost

Date _____