

# BYLAWS OF THE ASOCIACIÓN DE MADRES Y PADRES DE ALUMNOS DE LA ALCE DEL ÁREA DE WASHINGTON, D.C. [Parents Association of ALCE Students in the Washington, D.C. area]

## PART ONE - GENERAL

**Article 1.** INCORPORATION: It is hereby decided the incorporation of a parents association as a not for profit corporation to be known as **ASOCIACIÓN DE MADRES Y PADRES DE ALUMNOS DE LA ALCE DEL ÁREA DE WASHINGTON, DC** (hereinafter the Association). The acronym ALCE means Agrupación de Lengua y Cultura Españolas (ALCE) [Spanish Language and Culture Association], which teaches classes in educational facilities in Maryland and Virginia .

**Article 2.** The Association is formed and shall operate as a non-profit corporation upholding the principles of internal democracy, participation, transparency, and pluralism.

**Article 3.** The purposes of the Association shall be the promotion of, cooperation with, and fostering of classes offered by ALCE of the Spanish language and cultural values. The Association shall work to:

- a) Contribute to the proper operation of the ALCE Washington DC Area school and the quality of instruction therein.
- b) Promote participation by students and their family members in cultural activities organized by ALCE and the Association.
- c) Assist in the educational activities of the school and the supplementary and extracurricular activities thereof.
- d) Create and maintain open and efficient communication channels with the teaching staff, the ALCE staff and the supervisory representatives of the Embassy and the Ministry of Education of Spain assigned to oversee the activities of ALCE seeking to identify areas for improvement, propose possible solutions and follow-up to ensure the proper implementation of a plan of action, when applicable.
- e) Create and maintain open communication channels between the members of the Association and the teaching staff to ensure proper operation of the school and the Association itself.

**Article 4.** The Association's domicile shall be in the District of Columbia at a place to be designated by its President.

## PART TWO - INTERNAL ORGANIZATION.

**Article 5.** The governing bodies of the Association shall be: the General Assembly and the Board of Directors.

**Article 6.** The Assembly shall be formed by all members of the Association and shall be the supreme governing organ of the Association. All decision of the Assembly shall be made through the vote of its members.

**Article 7.** The Ordinary General Assembly shall meet once per year during the school year. Notice of meeting and the agenda shall be published at least fifteen (15) days in advance.

**Article 8.** The Ordinary General Assembly shall make its decisions by the simple majority vote of the members present or represented by proxy. The General Assembly shall be deemed validly in session regardless of the number of members present (no minimum quorum required). Its functions shall be:

- a) To approve the general plans and examine the execution thereof.
- b) To examine and approve accounts and budgets.
- c) To elect the Board of Directors.
- d) Any other matter referred for discussion or decision by the Board of Directors.

**Article 9.** The Extraordinary General Assembly shall meet when the Board of Directors or over half of the members consider it necessary to do so.

**Article 10.** The Extraordinary General Assembly shall make valid decisions by simple majority of the votes of the members present at the Extraordinary General Assembly in question, unless otherwise provided herein. Its functions shall be:

- a) To approve and amend the Bylaws.
- b) To elect the first Board of Directors.
- c) To agree on any federation with other associations.
- d) To authorize the alienation of its assets.
- e) To decide on the dissolution of the Association, which shall required a qualified majority vote as provided in Article 28.
- f) To expel members considering a proposal from the Board of Directors.
- g) Any functions that, though within the jurisdiction of the Ordinary General Assembly, cannot wait until its meeting.
- h) Any other matter referred for discussion or decision by the Board of Directors.

## THE BOARD OF DIRECTORS

**Article 11.** The Board of Directors shall be formed by the following persons: the President, the Vice President, the Secretary, the Treasurer and one or three other members of the Association. The first Board of Directors shall be elected in the first Extraordinary General Assembly held, by a simple majority in the first round. Subsequent Boards of Directors shall be elected every three years at the Ordinary General Assembly of the corresponding year.

**Article 12.** The Board of Directors shall be the executive organ of the Association and shall be responsible for directing its operations when the Assembly is not in session. The functions of the Board of Directors shall be:

- a) To direct the Association operations via resolutions.
- b) To coordinate the operation of the various organs, departments or committees within the Association.

- c) To take actions approved by the Assembly, including those associated with expenditures of funds.
- d) To propose the expulsion of members to the Assembly
- e) To ensure compliance with the purposes and Bylaws of the Association.

**Article 13.** The President shall be the legal representative of the Association and shall monitor the operations thereof, managing and coordinating its affairs with the direction and internal rules enacted by the General Assembly and Board of Directors. The President shall also chair the meetings of the Board of Directors. The President's functions shall be:

- a) To convene meetings of the Ordinary or Extraordinary Assemblies using the procedure established thereto.
- b) To organize the agenda to discuss matters proposed by the Assembly itself, the Board of Directors, or any member and to publish the agenda at least 15 days prior to the Assembly meeting.
- c) To chair and moderate the meetings of the Assembly and allocate time to those wishing to speak therein.
- d) To execute contracts, acts and other deeds on behalf of the Association.

**Article 14.** The Vice President shall assist the President in his/her activities and shall be the ordinary representative of the Association if the President is absent or ill or the office is vacant, assuming the President's responsibilities in such cases.

**Article 15.** The Secretary shall have the following functions:

- a) To maintain the list of members and the files of the Association.
- b) To write the minutes of assemblies and meetings of the Association, which must include the agenda, the agreements reached, the initiatives presented and anything explicitly requested by any member, submitting them to the Board of Directors. In addition, he/she shall be in charge of taking, signing and maintaining minutes of Board of Director meetings and certifying copies thereof.

**Article 16.** The Treasurer shall be the custodian of the Association's funds, providing the Board of Directors with account statements requested by the Board of Directors. In addition, he/she shall coordinate bank account reconciliation, accounts record keeping, tax return preparation and the preparation of financial reports at the request of the President or the Board of Directors.

**Article 17.** The other Board Members shall support the activities of the Board of Directors for the proper operation of the Association, forming when required committees charge with promoting specific goals of the Association.

**Article 18.** The term of the Board of Directors shall be three school years. The Board shall be responsible to the Assembly for the management of the Association operations. The Assembly may remove any member of the Board before that member's term ends by a majority vote of those present. If any member ceases to perform his/her functions, whether voluntarily or through the Bylaw mechanisms, or the member is simply replaced on a temporary basis, the functions of such member shall be assumed by another member of the Board until the next Assembly is convened. This shall not apply to the office of the President, which shall be assumed by the Vice President. The absence of a Board member or members that result in an even number of voting Board members shall prompt

a meeting of the Extraordinary General Assembly to elect a substitute.

### PART THREE - MEMBERS

**Article 19.** All parents of students enrolled in the school shall be members of the Association and shall have the right to remain members to the extent that current law and their own will permits, provided that such parent is up to date with the payment of established dues and no outstanding expulsion order is in place.

**Article 20.** All members shall have the following rights:

- a) To effectively participate in the Association's activities by speaking and voting at the Assemblies.
- b) To use the Association's services, meet and express themselves through the Association's bodies and, in general, avail themselves of any rights accruing to them as members.
- c) To present and defend any topic of interest for the Association.
- d) To vote for and be eligible for any position as provided herein.
- e) To monitor the Association's activities through access to a semi-annual report about the Association's affairs and activities.

**Article 21.** Members shall have the following duties:

- a) To respect and comply with the Bylaws and resolutions passed by the Association governing bodies.
- b) To promote enrollment of new pupils in the ALCE Washington DC Area school.
- c) To perform in any positions for which they are elected.
- d) To contribute to the Association's finances by paying the dues set annually by the Assembly.
- e) To exercise voting rights as previously established.

**Article 22.** To become a member, an applicant must have one or more children enrolled in ALCE classes and pay the appropriate dues.

**Article 23.** The expulsion of members shall be decided by the Board of Director with the person in question being granted the right to be heard. The member subject to an expulsion order shall have the right to reserve appeal within three (3) business days from the decision and appeal the decision to the General Assembly, which shall be heard at its next meeting. The appeal shall not suspend the effects of the expulsion order. In any event, membership shall be lost:

- a) If the member so decides.
- b) If the member's child(ren) are no longer enrolled at the school.
- c) If the established dues are not paid.
- d) If the Bylaws and agreements of the Association are not respected or its interests are seriously damaged.

### PART FOUR - FINANCIAL RESOURCES

**Article 24.** The Association's assets shall be the funds obtain from dues paid by members, properties acquired by the association, and other contributions made by members or other persons or entities.

**Article 25.** As indicated in Article 16, the Treasurer shall be the person in charge of custody of funds, record keeping and financial reporting during his/her term. He/she must

maintain a ledger and provide a statement of account to the Assembly, as well as, prepare or direct the preparation of any report, return, or record required by applicable laws or regulations.

#### **PART FIVE - OBLIGATIONS IN THE EVENT OF DEBTS OR PERSONAL LIABILITY**

**Article 26.** No member or officeholder of the Board of Directors of this Association shall be personally liable for any debt or obligation of the Association. The personal assets of members, directors, or officeholders shall in no case be directly or indirectly attachable for debts and/or obligations contracted by the Association.

#### **PART SIX - MODIFICATION OF THE BYLAWS**

**Article 27.** The Bylaws may only be modified by the General Assembly with a favorable vote of two thirds (2/3) of the members presents or represented at the meeting. .

#### **PART SEVEN - DISSOLUTION OF THE ASSOCIATION**

**Article 28.** The Association shall be dissolved if two thirds (2/3) of the members present or represented at the meeting vote in favor of a resolution deciding termination of the Association, which shall direct the filing of articles of termination or dissolution, decide on the distribution of remaining assets, and grant special powers to the person responsible for execution of articles, deeds, and any other legal act to effectuate the dissolution. If the Association is dissolved, the remaining assets shall be distributed to another or other non-profit organization with valid qualification as an income tax exempt entity or organization.

#### **PART EIGHT - MISCELLANEOUS PROVISSIONS**

**Article 29. NOTICES:** The Association shall receive valid notices at its principal domicile and all notices shall be addressed to its President. Nonetheless, legal notices might also be provided to the Resident Agent of the Association at the address in record of with the Secretary of State or its equivalent. The members shall provide the Association his or her full name, residential address, phone number, and email addresses, or authorize the association to obtain said contact information from the school. The Association shall post in its website or send by email, notices of general interest, including those regarding place, time, and agenda of any meeting. Notices of personal interest to a member or a specific group of members might only be sent via first class mail or email.

**Article 30. RECORD MAINTENANCE:** The organization shall maintain records of meetings, relevant correspondence, and financial records and reports, for at least seven (7) years after closing of the fiscal year in which the record or document was produced.

**Article 31. COMITTEES:** The Board of Directors might appoint standing and Ad-hoc committee chairpersons. The standing committees of the association are the following:

- a) **Membership:** The membership committee shall be responsible for encouraging parent participation, outreach and recruitment. The chairperson of the membership committee shall make every effort to coordinate their outreach efforts and strategies. The membership committee shall also prepare an annual newsletter to all members which contains, at a minimum, message from Association president, list of board members, all association meeting dates, student and parent events, budget and any other

material deemed appropriate by the Association. The committee shall also be responsible for maintaining a current list of members. The Committee shall also present a pull of candidates nominated to form the Board of Directors and their resumes and plans for the Association shall be made available to the members prior to the General Assembly at which an election is scheduled.

- b) **Budget:** The budget committee shall be responsible for drafting: (1) a proposed budget each spring for approval by the Board, (2) a written review of the prior year's budget, both of which must be presented for vote at the Board, and (3) presenting the budget process.
- c) **Audit:** The audit committee shall conduct an internal audit of all financial affairs of the organization. The treasurer shall make all books and records available to the audit committee. The audit committee shall prepare a written report to be presented to the members at a general assembly meeting or upon completion of their review and investigation.

**Article 32. FISCAL YEAR.** The fiscal year of the Association shall run from July 1, through June 30 of each year.

**Article 33. JURISDICTION AND APPLICABLE LAW:** These bylaws and all resolutions and acts of the association shall be interpreted according to the laws of the District of Columbia. The members and all entities dealing with the Association chose to be subject to the courts of the District of Columbia. Nonetheless, the Association might agree in writing to the jurisdiction of courts in any other state or territory of the United States.

#### **FINAL PROVISION**

These Bylaws shall become effective on the same day of their approval by the General Assembly.-----