**MIR Parents, Inc.**

**Bylaws**

**Article I: Name**

The name of this organization is MIR Parents, Inc. (MIR) located in Anchorage, Alaska.

**Article II: Purposes**

**Section 1.** MIR is organized for the purpose of assisting the Turnagain Elementary School, Romig Middle School, and West High School’s administrative staff and teachers on matters relating to the partial Russian Immersion Program (the PROGRAM) and fostering an understanding of the PROGRAM in the school and in the community. MIR will support the extra-curricular education and exchange opportunities of immersion program students.

**Section 2.** The corporation is organized for and shall at all times be operated exclusively for charitable, scientific, literary and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”) or the corresponding provisions of any subsequent tax law (“Section 501(c)(3)”).

**Article III: Basic Policies**

The following are the basic policies of MIR:

1. MIR shall
	1. Promote the Russian Immersion Program in the school, exchange, community and cultural levels.
	2. Promote communication, exchange, and sharing between immersion programs at Turnagain Elementary, Romig Middle, and West High schools; and
	3. Provide a non-profit entity for use by Turnagain Elementary, Romig Middle, and West High schools.
2. The organization shall be noncommercial, nonsectarian, and nonpartisan.
3. The name of the organization or the name of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the organization.
4. No member shall act in the name of MIR unless authorized to do so by these bylaws or by resolution of the Executive Board.
5. The organization shall not – directly or indirectly – participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
6. The organization shall work with the schools to provide quality education for all children and youth in the PROGRAM, and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
7. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
8. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.
9. Upon dissolution of the organization, after paying or adequately providing for the debts and obligation of the organization, the remaining assets shall be distributed pursuant to the provisions of Article IV(d) of the Articles of the corporation, or, if no such corporation is then in existence, shall be distributed to an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Code or the corresponding section of any amended federal tax code.

**Article IV: Powers**

The corporation shall have all of the general powers set forth in Article IV of the Articles of Incorporation and in Alaska Statute 10.20.011 or its successor statute, including any amendments or restatements or re-adaptations of that statute, to the extent those powers are not inconsistent with the Article of Incorporation or these Bylaws.

**Article V: Membership**

**Section 1.** Membership shall be open, without discrimination, to anyone who believes in and supports the Mission and Purposes of this organization.

**Section 2.** MIR shall conduct an annual enrollment of members, but may admit persons to membership at any time.

**Section 3.** Each member of MIR shall pay such annual dues to said organization as may be prescribed by the organization.

**Section 4.** The annual dues to the organization shall be $10.00 per annum.

**Section 5.** Only members of MIR who have paid dues for the current membership year may participate in the business of that association.

**Article VI: Fiscal Year and IRS Number**

**Section 1.** The fiscal year of MIR shall begin on the first day of July and end on the following June 30.

**Section 2.** The Internal Revenue Service Employer Identification Number (EIN) for MIR is 01-0829469.

**Article VII: Officers and Their Election**

**Section 1.** The number and election of officers are based on the following provisions:

1. The officers of this organization shall consist of a president, at least one vice-president (and two or more if the board so designates), a secretary, and a treasurer.
2. Officers shall be elected by ballot, or be voted on by mail, in the month of May. However, if there is but one nominee for any office, election for that office may be by voice vote.
3. Elections of the President, Vice President, Secretary, and Treasurer shall take place biennially. Half of the terms of the board will overlap, therefore elections of officers will also overlap. Elections shall take place in May and the elected officers will assume their official duties following the close of the meeting for their term or until their successors are elected.
4. A person shall not be eligible to serve more than two consecutive terms in the same office, unless approved by the board.

**Article VIII: Duties of Officers**

**Section 1.** The president shall:

1. Preside at all meetings of the organization and of the board;
2. Perform such other duties as may be prescribed in these bylaws or assigned by the organization;
3. Be a member ex officio of all committees except the nominating committee;
4. Coordinate the work of the officers and committees of the organization in order that the objectives may be promoted;
5. The President does not need to be a check signer as long as two non-ASD employee board members can sign checks;
6. Meet frequently with the principal to coordinate activities; and
7. Meet frequently with community school coordinator or board to coordinate activities.

**Section 2.** The vice-president shall act as an aide to the president. In the absence of the president, the vice-president shall assume the duties of the president. If more than one vice president is elected in any given year, the order and duties of the vice-presidents shall be determined by the board.

**Section 3.** The secretary shall:

1. Keep an accurate account of all meetings;
2. Be prepared to read the records of any previous meetings;
3. To file all records, including a current copy of the bylaws and a current membership; and
4. Perform other duties as may be delegated.

**Section 4.** The treasurer shall be responsible for all the funds of the organization and shall keep a full and accurate account of receipts and expenditures in books belonging to the organization. The treasurer shall present a written financial report at every meeting of the organization, as well as at every meeting of the executive board, and shall make an annual report to the organization at the annual meeting. The treasurer’s accounts shall be examined annually by an auditor or an auditing committee of not less than three (3) members, who, satisfied that the treasurer’s annual report is correct, shall sign a statement of that fact at the end of the report. The executive board shall select the auditing committee at least two (2) weeks before the annual meeting. Persons authorized to sign checks are not eligible to serve on the auditing committee. The treasurer should be able to write checks, but should not sign checks.  Checks need to be signed by two other board members.

**Section 5.** All officers shall perform the duties outlined in these bylaws and those assigned from time to time. Upon expiration of the term of office or in case of resignation, each officer shall turn over to the president, without delay, all records, books and other materials pertaining to the office, and shall return to the treasurer, without delay, all funds pertaining to the office.

**Article IX: Board**

**Section 1.** The board shall consist of the officers of MIR, and the principals of Turnagain Elementary, Romig Middle, and West High schools, or a representative appointed by him/her. The officers of the organization shall select the chairmen of the standing committees. The principals are non-voting members of the board. All other members are entitled to vote.

The president may appoint a parliamentarian, subject to the approval of the officer of the organization.

**Section 2.** The duties of the board shall be the following:

1. To transact necessary business in the intervals between organization meetings and such other business as may be referred to it by the organization. No action taken by the board shall conflict with action taken by the organization;
2. To create standing and special committees;
3. To approve the plans of work of the standing and special committees;
4. To present a report at the regular meetings of the organization;
5. To prepare and submit to the membership a budget for adoption for the year;
6. To approve expenditures within the limits of the budget;
7. To act in an emergency between meetings of the membership;
8. To approve at least two board members as check signatory. Individuals authorized to sign checks should not be related to each other by marriage or any other relationship;
9. To select an auditor or auditing committee;
10. To file Form 990 with the IRS;
11. To ensure that any bylaw amendments are attached to IRS Form 990 along with a page of explanation of the changes;
12. To approve routine bills within the limits of the budget.

**Section 3.** Regular meetings of the board shall be held during the school year, the time to be fixed by the board at its first meeting of the year. A majority of the board members shall constitute a quorum. Special meetings of the board may be called by the president or by a majority of the members of the board, one day’s notice having been given.

**Section 4.** Any member of the board who ceases to meet the qualifications of office as listed in the bylaws or standing rules, or fails to carry out the duties of office may be removed from office by two-thirds vote of the board providing that proper procedures have been followed.

**Section 5.** Two (2) consecutive unexcused absences from regular meetings will be cause for removal from the board.

**Section 6.** Vacancies

1. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the board, notice of such election having been given, in case a vacancy occurs in the office of president, the vice-president shall serve notice of the election.
2. Any member of the board who ceases to meet the qualifications of the office as listed in the bylaws and standing rules, or fails to carry out the duties of office may be removed from office by two-thirds vote of the board providing that proper procedures have been followed.

**Article X: Membership Meetings**

**Section 1.** At least two (2) general membership meetings of MIR shall be held during the school year. Dates of meetings shall be determined by the board and announced at the first regular meeting of the year. Two (2) days notice shall be given of a change of date.

**Section 2.** Special meetings of the organization may be called by the president or by a majority of the board, seven (7) days notice having been given.

**Section 3.** The election meeting shall be held in May. The annual meeting shall be held in September.

**Section 4.** Ten percent of the membership, shall constitute a quorum for the transaction of business in any membership meeting or for a vote by mail.

**Section 5.** Individual memberships are entitled to one (1) vote each. Family memberships shall be entitled to two (2) votes.

**Section 6.** Membership voting by mail-in ballot or electronic means shall be allowed but only according to the following procedures:

1. Voting by mail or electronic means shall be allowed for the subjects of election of officers, adoption of the budget, and amendments to the bylaws, and only if the board votes to do so for a particular vote.
2. Voting by mail or electronic means shall follow the procedures outlined in *Robert’s Rules of Order*.
3. No votes on a matter shall be taken at a meeting if the same matter is being voted on by mail.
4. The secretary will generally be the individual to conduct a vote by mail, unless he/she declines or unless the incumbent secretary is running for an office at issue on the ballot. In either of the latter events, the president will appoint another member (the “substitute”) to conduct the vote.
5. The secretary or substitute shall obtain from the membership chairman a current mailing list of all paid members of the organization, and shall prepare a simple ballot stating the matter at issue and including a signature line for the member.
6. Appropriate detail shall be provided in the mailing; for example, a copy of the proposed budget with an explanation of changes from the prior year; a summary of a proposed bylaw change and any pros and cons, or a list of the candidates for office and a brief resume of each. A complete package shall be mailed or emailed to the address of record for each member, with return address instructions.
7. The secretary or substitute shall tabulate all returned ballots and present the results for verification at the next succeeding board and general membership meetings. The specific vote of any members voting by mail shall be kept confidential.

**Article XI: Committees**

**Section 1.** Only members of the organization shall be eligible to serve in any elective or appointive positions.

**Section 2.** The board may create such standing committees, as it may deem necessary to promote the objectives and carry on the work of the organization. The officers of the organization shall select the chairmen of the standing committees. The term of each chairman shall be one (1) year or until the selection of his or her successor.

**Section 3.** The chairman of each standing committee shall present a plan of work to the board for approval. No committee work shall be undertaken without the consent of the board.

**Section 4.** The power to form special committees and appoint their members rests with the board.

**Section 5.** The president shall be a member ex officio of all committees.

**Section 6.** The board may select an auditing committee of not less than three (3) members at least two (2) weeks before the annual meeting. Persons authorized to sign checks are not eligible to serve on the auditing committee.

**Section 7.** There shall be a Russian Experience Committee (REC) consisting of one Board elected Co-Chairpersons and members expressing an interest in exchange/experience programs. The REC shall develop policies and procedures for Russian Experience activities as well as student exchanges to Russia.

**Article XII: Books and Records**

 MIR shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board, committees, and membership. MIR also shall keep all other records required by law or contract. Except as otherwise provided in these bylaws, by law or contract, all books, and records of MIR may be inspected by any director for any proper purpose at a reasonable time.

**Article XIII: Funds of the Corporation**

**Section 1.** Grants

 The corporation may submit grant applications to public or private funding sources only with the prior approval of the board.

**Section 2.** Contracts and Grant Agreements

 The board may authorize an officer or officers of the corporation or specified employees or agents to enter into any contract or grant agreement on behalf of the corporation, and such authority may be general or may be confined to specific instances.

**Section 3.** Checks, Drafts, or Orders

 All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed only by a person or persons to whom the board of directors has granted such authority under Article X, Section 2, above, and only in such manner as shall from time to time be determined by the board. In the absence of such determination by the board, such instruments shall be signed by the treasurer and countersigned by another board member with signatory authority, provided that two different persons fill such offices.

**Section 4.** Deposits and Investments

 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select or otherwise invested in accordance with the corporation’s investment policy.

**Section 5.** Gifts

 The board may accept on behalf of the corporation any gift, contribution, bequest, or devise for any purpose of the corporation.

**Article XIV: Fidelity Bonds or Insurance**

 The treasurer and all other officers, agents and employees of the corporation who handle funds of the corporation in any manner, and any other officers, agents, and employees of the corporation specifically designated by the board, may execute fidelity bonds in favor of the corporation in the penal sums specified by the board, upon written request by the board. Each such fidelity bond shall be executed by the officer, agent, or employee as principal and by a corporate surety company approved by the board, provided, however, that blanket bonds may be employed in lieu of individual bonds, in the case of employees. All premiums of fidelity bonds required of officers, agents, and employees shall be paid by the corporation and such premiums shall be a corporate expense. In lieu of the specified fidelity bonds, the corporation may obtain any standard form of insurance that provides the corporation with comparable protection against the dishonesty of those who handle funds of the corporation.

**Article XV: Indemnification of Directors and Officers**

1. Each director and officer of the corporation, formerly, now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer; and the corporation shall reimburse each such person for all legal expenses actually and reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence.
2. The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved. The right of indemnification provided for in this article XIV shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

**Article XVI: Tax-Exempt Status**

**Section 1.** Limitations on Lobbying and Political Activity

 No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code of the corresponding section of any amended federal tax code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any amended tax code.

**Section 2.** Prohibition Against Private Inurnment

 No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its directors, officers, employees, or agents, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

**Article XVII: Gaming**

**Section 1.** The corporation must maintain a separate bank account for gaming activities, and must include the word “Gaming” in the name or title that appears on checks and bank statements.

**Section 2.** Upon dissolution of the organization, the net proceeds from charitable gaming conducted under AAC 160.020 shall be distributed to a charitable organization as defined at AS 05.15.690 or another qualified organization that is authorized to conduct an activity under AS 05.15.

**Article XVIII: Amendments**

The procedures for amending these bylaws are as listed below.

1. These bylaws may be amended at any regular meeting of the organization or voted upon by mail, provided that notice of the proposed amendment shall have been given at least 30 days prior to the meeting at which the amendment is voted upon or the vote being taken by mail; that a quorum has been established; and Bylaws amendments require a two-thirds positive vote of the members present and voting or voting by mail.
2. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a meeting of the organization, or by a two-thirds vote of the board. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.