

**BYLAWS**  
**OF**  
**FRENCH INTERNATIONAL PROGRAM ASSOCIATION, INC.**

[Effective May 30, 2012]

to be approved by BM on May 30, 2012]

**ARTICLE I**

**OFFICES**

**Section 1. Registered Office.** The registered office of the Association shall be % the CONSULAT GENERAL DE FRANCE, Espirito Santo Plaza, 1395 Brickell Avenue, Suite 1050, Miami, Florida 33131, and the name and address of the Registered Agent of the Association is STEVEN A. EDELSTEIN, ESQUIRE, whose address is The Biltmore Hotel Executive Office Center, 1200 Anastasia Avenue - Suite 410, Coral Gables, Florida 33134. The registered office need not be identical with the principal office of the Association, and may be changed at any time by the Board of Directors.

**ARTICLE II**

**MEMBERS**

**Section 1. Members.** There shall be one class of membership of the Association. There shall never be less than three (3) members of the Association.

**Section 2. Members.** Each natural or adoptive parent, or Guardian duly appointed by a Court of competent jurisdiction, who has a child or children currently enrolled in the French Section of the International Studies Program, at Sunset Elementary School, Coconut Grove Elementary School, George Washington Carver Middle School, ISCHS (International Studies Charter High School, including the Middle School program at this school), in the Public School System of Miami-Dade County, Florida, is herewith qualified to be a Member of this Association. Such Membership shall be effective as of the date that each such member's child or children first become enrolled in the French Section of the International Studies Program at any of the above schools, who has made a monetary contribution to the Association for annual membership, and shall terminate when the last child of the member has completed his or her participation in the Program, or has dropped out or withdrawn from the program.

**Section 3. Voting.** Every Member of the Association, who has made a monetary contribution to the Association for annual membership, shall be a Member of the Association,

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and shall be entitled, at each meeting of the members of the Association, and upon each proposal presented at such meeting, to one (1) vote.

**Section 4. Termination of Membership.** Members may be dismissed, with or without cause, upon a vote of three-quarters of all the members present at any regular or special meeting of the members, called and held as the By-laws direct. Any person ceasing to be a member, whether voluntarily, by attrition, by expulsion, or by death, shall forfeit all rights and privileges of membership and all rights to any interest in the property of the Association, and all of his or her interest in such property shall vest in the Association absolutely.

**Section 5. Liability of Members.** No member shall be personally liable for any of the debts of the Association. No member shall be liable for any assessment.

**Section 6. Certificates.** The Association may issue certificates evidencing membership in the Association.

**ARTICLE III**  
**MEETINGS OF MEMBERS**

**Section 1. Regular Meetings.** The members of the Association shall meet annually, in either May or June of each school year, and at such other time(s) as the Board of Directors may deem necessary. The meetings shall be held at the registered office of the Association, or at any other place designated by the Board of Directors. At the regular meetings the members shall review the curriculum and operation of the Association for the school year in which the meeting occurs. The members may also discuss the future curriculum and operation of the Association and transact such other business as may properly be brought before the meeting. At the final annual meeting of members, which shall be held in either May or June of each calendar year, the members shall elect directors for the following school year, and the directors shall assume their responsibilities at the conclusion of the meeting.

**Section 2. Special Meetings.** Special meetings of the members shall be held at the registered office of the Association or at such other place as may be designated in the notice of said meetings; upon call of the President, the Board of Directors or at the request in writing of members representing at least twenty-five percent (25%) of the membership of the Association. Any such request shall state the purpose for which the meeting is to be called.

**Section 3. Notice of Meetings.** Written notice of every meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member of record entitled to vote at such meeting. Such notice shall be delivered not less than five (5) nor more than fifty (50) days before the date of such meeting. Notice of meetings may be made by delivering to each of the schools, sufficient copies of a Notice of Meeting, to enable the

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teachers of each class to provide a copy to each student to take home. Notice of Meetings to Members may also be mailed, in which case, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the Member at his address as it appears on the Association's record of membership. Notice of meetings may also be delivered by E-Mail to each member who has provided an E-Mail address to the Association.

**Section 4. Waiver of Notice.** Attendance as a member at a meeting of members, either in person or by proxy, shall constitute a waiver of notice of such meeting and of all objections to the place or time of meeting, or the manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection. Notice need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting.

**Section 5. Quorum.** The presence of a majority of the Directors of the Association, together with a minimum of five (5) additional Members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the members, where proper Notice to Members has been given as specified in this Article III of the By-Laws, except as otherwise provided by statute, by the Articles of Incorporation or elsewhere in these By-Laws. When a quorum is once present at a meeting, it is not broken by the subsequent withdrawal of any of those present. If a quorum is not present or represented at any meeting of the members, a majority of the members entitled to vote, present in person or represented by proxy, may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjournment meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

**Section 6. Voting.** When a quorum is present at any meeting, the vote of members representing a majority of the members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law or of the Articles of Incorporation or of these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of the question.

**Section 7. List of Members.** The Association shall keep at its registered office or principal place of business, a record of its members, giving their names and the address of each. The Secretary of the Association shall obtain from the Treasurer, a list of those members of the Association who have paid for annual membership, and shall prepare and maintain a complete list of the members entitled to vote, arranged in alphabetical order.

ARTICLE IV

DIRECTORS AND COMMITTEES

**Section 1. Powers.** The property, affairs and business of the Association shall be managed and directed by its Board of Directors, which may exercise all powers of the Association and do all lawful acts and things which are not by law, by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the members.

**Section 2. Number, Election and Term.** The number of directors which shall constitute the whole Board of Directors shall not be less than three (3) nor more than fifteen (15). The initial Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by resolution of the directors. A minimum of eighty percent (80%) of the members of the Board of Directors shall be members of the Association, and shall be elected by plurality vote at the last annual meeting of membership at the conclusion of each school year. The remaining members of the Board of Directors shall be appointed by Elected members of the Board, and such appointed members of the Board of Directors shall not be required to be members of the Association; provided, however, that the total number of members of the Board of Directors who are not members of the Association shall never exceed a total of twenty percent (20%) of the membership on the Board of Directors. Each director shall hold office for one year or until his successor is elected and qualified or until his earlier resignation, removal from office or death.

**Section 3. Qualifications.** All members of the Board of Directors shall be natural persons who have attained the age of eighteen (18) years, and shall be residents of Dade County, Florida. At least a minimum of eighty percent (80%) of the members of the Board of Directors shall be members of the Association who are elected by the membership of the Association. The remaining members of the Board of Directors shall be appointed by the Elected members of the Board, and shall not be required to be members of the Association; provided, however, that each appointed member of the Board of Directors who is not a member of the Association, shall have sufficient standing and/or influence in the Metropolitan Dade County community at large, or shall have other unique qualifications, to enable him or her to be able to contribute substantially to assisting the Association in accomplishing the Purpose for which the Association was organized, as set forth in the Articles of Incorporation.

**Section 4. Vacancies.** Vacancies, including vacancies resulting from any increase in the number of directors, but not including vacancies resulting from removal from office by the members, may be filled by a majority of the Directors then in office, though less than a quorum, and a director so chosen shall hold office until the next annual election and until his successor is duly elected and qualified unless sooner displaced. If there are no directors in office, then vacancies shall be filled by election of the members.

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**Section 5. Committees.** The Board of Directors may, by resolution passed by a majority of the whole Board, designate from among its members one or more committees, each committee to consist of two or more directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of such committee. Any such committee, to the extent provided in the resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Association, except that it shall have no authority with respect to: (1) amending the Articles of Incorporation or these By-Laws; (2) submitting to the members any action which requires approval of the members under applicable law or the Articles of Incorporation or By-Laws of this Association; (3) filling vacancies in the Board of Directors or any committee; and (4) a voluntary dissolution of the Association or a revocation thereof. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee and each member thereof shall serve at the pleasure of the Board, and the designation of any such committee and the delegation thereto of authority shall not relieve any director of any responsibility imposed by law. So far as applicable, the provisions of these By-Laws relating to the conduct of meetings of the Board shall govern meetings of the committees.

**ARTICLE V**

**MEETINGS OF THE DIRECTORS**

**Section 1. Regular and Special Meetings.** The Board of Directors shall meet during the first two (2) weeks of each school year, and thereafter meet a minimum of every other month thereafter. At the annual meeting of the Board of Directors which follows the annual meeting of members, held in either May or June of each calendar year, the new members of the Board of Directors shall elect officers for the following school year, and the officers so elected shall immediately assume their responsibilities. By resolution, the Board may establish a date or dates on which meetings of the Board or any committee shall be held. Special meetings of the Board may be called at any time by the President or by any two Directors.

**Section 2. Place of Meetings.** Meetings of the Board of Directors or committees of the Board shall be held at any place that the Board may from time to time appoint by resolution or, if no resolution is in force, at the registered office of the Association, or at such other place as the annual meeting of members shall have been held immediately preceding such meeting, or at such other place as shall have been designated in the notice of the meeting.

**Section 3. Meetings by Conference Telephone or Similar Equipment.** Members of the Board of Directors, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment, if such equipment is available, by means of which all persons

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participating in the meeting can hear each other and participation in a meeting pursuant to this Section shall constitute presence in person at a meeting.

**Section 4. Notice Requirements.** Notice of regular meetings of the Board of Directors or any committee need not be given. Notice of every special meeting, setting forth the place and the day and hour of the meeting, shall be given to each director or committee member, as the case may be, by oral, telegraphic, telefax, or written notice served on each director or committee member personally not less than two days before the meeting, or by written notice deposited in the United States mail, first class postage repaid, post-marked at least three days prior to the date of the meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting need be specified in the notice or any waiver of notice.

**Section 5. Waiver of Notice.** Attendance of a director at a meeting of the Board or any committee shall constitute a waiver of notice of such meeting and waiver of all objections to the place and time of the meeting, or the manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business. Whenever the Board or any committee of the Board is authorized to take action only after notice to its members, the action may be taken with notice to fewer than all of such members if at any time prior to completion of the action, the member or members not receiving notice submits to the Board or committee, as the case may be, a signed waiver of notice.

**Section 6. Quorum.** At all meetings of the Board or any committee of the Board, a majority of members shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board or of the committee, as the case may be, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these By-Laws. If a quorum is present at the beginning of any such meeting of the Board or a committee, as the case may be, it shall not be broken by the subsequent withdrawal of any of those present. If a quorum shall not be present at any meeting of the Board or of a committee, the members present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**Section 7. Presumption of Assent.** A director who is present at a meeting of the Board or any committee thereof, shall be presumed to have concurred in any action taken at the meeting, unless his dissent to such action shall be entered in the minutes of the meeting or unless he shall submit his written dissent to the person acting as the secretary of the meeting before the adjournment of the meeting or shall forward such dissent by registered or certified mail to the Secretary of the Association within twenty-four (24) hours after the adjournment of the meeting. Such right to dissent shall not apply to a director or committee member who, being present at the meeting, failed to vote against such action.

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**Section 8. Action by Consent.** Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting, if all members of the Board or the committee, as the case may be, consent.

**Section 9. Removal of Directors.** At any members' meeting with respect to which notice of such purpose has been given, any director may be removed from office, with or without cause, by the vote of members representing a majority of the members entitled to vote for the election of directors, and his successor may be elected at the same or any subsequent meeting of members; provided that to the extent any vacancy created by such removal is not filled by such an election within sixty (60) days after such removal, the remaining directors shall, by majority vote, fill any such vacancy.

**ARTICLE VI**

**OFFICERS**

**Section 1. Designation.** The officers of the Association shall be chosen by the Board of Directors and shall be a President, a Vice-President, a Secretary and a Treasurer. The Board of Directors may divide the responsibilities of Secretary of the Association, so that there may be separate officers consisting of a "Corporate Secretary", who shall be responsible for the legal affairs of the Association and who shall be listed in all legal documents as the Association's Secretary, and a "Recording Secretary" who shall be responsible for preparing and maintaining the minutes of the Association, and/or a "Corresponding Secretary", who shall be responsible for all other secretarial functions of the Association. The Board of Directors may also choose one or more Assistant Secretaries and/or Assistant Treasurers. Any number of offices, except the offices of President, and Secretary may be held by the same person. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Election or appointment of an officer shall not of itself create contract rights.

**Section 2. Qualifications.** Officers shall be natural persons who have attained the age of eighteen (18) years, who are residents of Dade County, Florida, or members of the Association.

**Section 3. Term of Office.** The officers of the Association shall be chosen annually by the Board of Directors, at a meeting of the Board of Directors which shall be held immediately following the annual meeting of the members of the Association held in either May or June of each school year, or as soon thereafter as is conveniently possible. Each officer who is elected, shall serve for one year or until his successor shall have been chosen and qualified, or until his death, resignation or removal.

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**Section 4. Removal.** Any officer may be removed from office at any time, with or without cause, by action of the Board of Directors whenever in its judgment the best interest of the Association will be served thereby.

**Section 5. Vacancies.** Any vacancy in an office resulting from any cause may be filled by the Board of Directors.

**Section 6. Duties.** The President shall preside at all meetings of the Board of Directors and of the Members. The President shall be the Chief Executive Officer of the Association. Subject to the foregoing, the Officers of the Association shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these By-Laws, or as may be assigned to them from time to time by the Board of Directors.

**Section 7. Salaries.** All Officers of the Association shall serve without salary.

**Section 8. Delegation of Duties.** In the absence or disability of any Officer of the Association or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any Director.

**ARTICLE VII**

**LOANS**

**Section 1. Restriction on Loans.** No loans shall be contracted on behalf of the Association and no indebtedness shall be issued or incurred in its name.

**ARTICLE IX**

**GENERAL PROVISIONS**

**Section 2. Fiscal Year.** In order to enable the Association to properly handle its financial accounting based upon the school year of the Dade County Public Schools, the fiscal year of the Association shall be from August 1 through July 31.

**ARTICLE X**  
**AMENDMENTS AND NEW BY-LAWS**

**Section 1. Amendments.** The Board of Directors shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws by majority vote of all of the directors, but any By-Laws adopted by the Board of Directors may be altered, amended or repealed and new By-Laws adopted by the majority vote of the members having voting power.

Adopted by the Board of Directors — May 30, 2012

By: \_\_\_\_\_  
SOPHIE JAMET, President

Attest: \_\_\_\_\_  
STEVEN A. EDELSTEIN, Corporate Secretary

CORPORATE SEAL