

BYLAWS OF
PARADISE VALLEY HIGH SCHOOL PTO-BOOSTER CLUB, INC.

ARTICLE I

NAME

The name of this organization shall be PARADISE VALLEY HIGH SCHOOL PTO – BOOSTER CLUB, INC. (the “Corporation”), a.k.a. PVHS PTO.

ARTICLE II

LOCATION

The principal office of the Corporation shall be located at 3950 E. Bell Road, Phoenix Arizona, 85032, but meetings of the Board of Directors may be held at such places within and outside of the State of Arizona as may be designated by the Executive Board of Directors.

ARTICLE III

PURPOSE

The Paradise Valley High School PTO – Booster Club, Inc. is a broadly-based, private, non-profit community organization whose purpose is to support the education and the quality of life for the students, teachers and administration at Paradise Valley High School (PVHS), and shall secure and distribute contributions and support from individuals, corporations, and foundations for the benefit of promoting excellence in education in the community served by Paradise Valley High School, 3950 E. Bell Road, Phoenix, Arizona, 85032.

ARTICLE IV

MEMBERS

All parents/guardians of current (PVHS) students and all employees of PVHS are members (“Members”) of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

Section 1: Responsibilities

The affairs of the Corporation shall be governed by the Board of Directors (“The Board”). The responsibilities of the Board include, but are not limited to:

- 1.1. Manage and administer the affairs of the Corporation;
- 1.2. Approve the budget of the income and expenditure of funds to support the Corporation’s goals, events and programs;
- 1.3. Enter into such agreements as in its judgment will further and be consistent with the mission of the Corporation;
- 1.4. Otherwise have and exercise all powers necessary and convenient to affect the purposes of the Corporation not inconsistent with the Articles of Incorporation, these Bylaws, and Federal and State laws and regulations.

Section 2: Composition

The Board is comprised of five (5) groups:

2.1 The Executive Board Officers (“Officers”) are the elected officers of the Corporation and include:

- a. President(s),
- b. Vice-President,
- c. Secretary, and
- d. Treasurer

2.2 Committee Chairs of the Corporation (“Chairs”) are appointed to lead the following committees:

- a. Fundraising
- b. Hospitality
- c. Public Relations/Information
- d. Registration/Volunteer Coordinator
- e. Scholarship
- f. Grad Night
- g. Special Programs

2.3 Parent Booster Group Representatives (“Representatives”) are the elected or appointed representatives of the various Parent Booster Groups operating under the umbrella of the Corporation.

2.4 Advisor to the Board (“Advisor”), which is a former Executive Board Officer.

2.5 Teacher Liason, which is a current PVHS teacher selected by PVHS staff.

Section 3: Elections/Terms of Office

3.1 Executive Board Officers are elected by a majority of the Members present at the April Board meeting and shall serve for a term of one (1) year, or until a successor is elected. Nominations for elected Officers may be submitted by a nominating committee appointed by the President(s) or from the floor at the March meeting of Paradise Valley High School PTO – Booster Club, Inc. Elections for such Executive Board positions will be held at the April meeting and elected Officers shall take office effective June 1.

3.2 Committee Chairs and the Advisor shall be appointed by the Executive Board for a term of one (1) year or until a successor is appointed. Appointments will be announced at the April meeting and the new chairs shall take office effective June 1.

3.3 Parent Booster Group Representatives shall be appointed by their respective Booster Groups and shall serve a term of one (1) year effective June 1.

Section 4: Vacancies

4.1 Except as otherwise stated in these Bylaws, any vacancy occurring among the Executive Board, the Committee Chairs or the Advisor shall be filled by a majority vote of the Executive Board Officers then in office. A Board member elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

4.2 Each parent Booster Group is responsible for promptly filling any Representative vacancy and must notify the Executive Board of any changes that occur.

Section 5: Resignations

Resignations from the Board shall be in writing and submitted to the President(s) and/or Vice-President.

Section 6: Compensation

No Board member shall receive, directly or indirectly, any compensation for his or her services on the Board. The Board may authorize reimbursement of reasonable expenses incurred by Board members.

Section 7: Removal

Removal of a Board member shall require a majority vote of the full Board present. Removal shall be considered upon recommendation of at least two Board members for failure to fulfill responsibilities as defined by these Bylaws or any Board expectations agreement that may be entered into.

Section 8: Additional Committees

The Executive Board may appoint additional committees as needed.

ARTICLE VI
EXECUTIVE BOARD OFFICERS

Section 1:

The duties of the Executive Board Officers include, but are not limited to, the following:

1.1 President(s): The President(s) shall be responsible for the management and oversight of the Corporation, preside at all meetings of the Board and all general meetings, direct the annual planning process, establish organizational procedures and shall have such other duties as may be prescribed by the Executive Board. The President(s) shall serve as an ex-officio member(s) of all Committees.

1.2 Vice-President: In the absence of the President(s), the Vice-President shall perform the duties of the President(s). The Vice-President shall be responsible for ensuring that the Parent Booster Groups operating under the umbrella of the Corporation are in compliance with the requirements outlined in these Bylaws. The Vice-President shall have such other duties as may be assigned by the Executive Board.

1.3 Treasurer: In the absence of the President(s) and the Vice-President, the Treasurer shall perform the duties of the President(s). The Treasurer shall receive all funds of the Corporation, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Board. He or she shall work with the Executive Board to prepare the annual budget, present financial reports at each Board meeting, and make a full report, including an independent audit statement, at the end of the fiscal year. The Treasurer shall be responsible for obtaining liability insurance for the Corporation and auditing the financial records of each Parent Booster Group operating under the umbrella of the Corporation on a monthly basis. In addition, the Treasurer shall collect the data to be submitted to a Certified Public Accountant for preparation of appropriate tax filings, including tax returns, and for the oversight of the tax preparation process, as well as any regulatory filings, including filing with the Arizona Corporation Commission.

1.4 Secretary: The Secretary shall record the true minutes (including attendance) of all Board meetings, including elections, and perform other duties as may be assigned by the Executive Board. The Secretary shall give notification to all Board members prior to each meeting and disburse meeting minutes after each meeting.

ARTICLE VII

COMMITTEE CHAIRS

Section 1:

Except as otherwise stated in these Bylaws, each Committee outlined in Article V, Section 2.2 above will have a Chairperson appointed by the Executive Board. Such Chairperson shall serve as a full member of the Board of Directors with full voting rights and privileges. Committee Chairs shall serve their terms beginning on June 1 and continue for (1) one year thereafter, or until a successor is appointed. The Corporation President(s) shall be an ex-officio member of each committee.

Section 2:

The duties of the Committee Chairs include, but are not limited to, the following:

- 2.1 Fundraising Chair** shall organize and preside over all Corporation fundraisers. He or she will coordinate the work of all the sub-committees/volunteers to achieve the goals set by the Board and will provide financial and status reports to the Board on the work of the committee.
- 2.2 Hospitality Chair** shall be responsible for coordinating the work of all sub-committees/volunteers needed to implement Board approved events that are for the benefit of PVHS teachers, staff, and parents. He or she will be responsible for ensuring that the expenses associated with these activities do not exceed budgeted amounts and will provide regular status reports to the Board on the work of the committee.
- 2.3 Public Relations/Information Chair** shall be responsible for assembling and distributing information relating to the activities of the Corporation, the Parent Booster Groups, and Paradise Valley High School. He or she will coordinate with the PVHS administration and utilize the PVHS/Corporation websites and email lists to ensure the regular, timely and accurate dissemination of information to the PVHS community.
- 2.4 Registration/Volunteer Chair** shall provide information to the PVHS community (parents, teachers, and staff) regarding the activities of the Corporation in order to solicit registrations and promote participation and volunteerism at the school. He or she will use the registrations to compile an email list for the Public Relations/Information Chair and to maintain a list of potential volunteers and their contact information.
- 2.5 Scholarship Chair** shall organize and implement a process to collect applications for, select and distribute scholarship funds to senior students in accordance with the Corporation's budget and directives from the Executive Board. He or she will be responsible for ensuring that the selection process is unbiased and that the application/selection procedures are well communicated to senior students.
- 2.6 Grad Night Chair** shall be responsible for coordinating the work of all sub-committees/volunteers needed to plan and host the annual Grad Night party for seniors on the night following graduation. He or she will be responsible for coordinating fundraising efforts, ensuring that the expenses associated with this event do not exceed budgeted amounts and for providing status and financial reports to the Board on the work of the committee.
- 2.7 Special Programs Chair** shall work to implement special programs for students and parents of PVHS that are adopted by the Board in order to further the goals of the school administration. He or she will also be the point of contact for STUGO and school clubs that require additional parent support to supplement their programs and events.

ARTICLE VIII

PARENT BOOSTER GROUPS

Section 1:

A Parent Booster Group is defined as a group of parents, which is organized and holds regular meetings, who seek to support a specific activity, whether sports, the arts, academic or otherwise, whose purpose does not conflict with that of the Corporation, and who wish to operate under the umbrella of the Corporation.

Section 2:

All Parent Booster Groups must agree to abide by these Bylaws and follow the Procedures for Parent Booster Groups as defined by the Executive Board in order to operate under the umbrella of the Corporation. Failure to comply with the aforementioned Bylaws/procedures may result in the revocation of the Group's tax-exempt/non-profit status and severance of the umbrella relationship with the Corporation.

Section 3:

Each Parent Booster Group shall be required to send one Parent Representative, designated by such Group, to all Board meetings. Representatives shall have all of the voting rights, duties and obligations of other Board members of Corporation.

Section 4:

As outlined in the Procedures for Parent Booster Groups, as defined by the Executive Board, each Parent Booster Group shall provide monthly financial data to the Corporation's Treasurer, as is necessary to complete the Corporation's annual tax return, which shall include the consolidated efforts of the Executive Board, the Committees and each Parent Booster Group. Annual Parent Booster Group budgets, and any modifications, must be submitted to the Corporation's Treasurer in accordance with the Procedures for Parent Booster Groups. In the event IRS penalties are incurred, delinquent Parent Booster Clubs will be charged by the Treasurer.

Section 5:

In order to operate under the umbrella of the Corporation, all Parent Booster Groups are required to pay an annual Administration Fee as outlined in the Procedures for Parent Booster Groups.

ARTICLE IX

MEETINGS

Section 1:

The Board shall meet not less than six (6) times per school year on such dates as the Officers shall select. Notice of the meeting shall be given to the Board members no less than seven (7) days prior to the meeting.

Section 2:

In the event of an emergency, a Board meeting may be called by the President(s) or by any two Board members upon such notice and in such manner as is practical under the circumstances (including electronic means). A notice stating the time, place and purpose for which the meeting is called, shall be given in writing to the Board no less than three (3) days prior to the date of the meeting.

Section 3:

A majority of the current Board members shall constitute a quorum for the transaction of business at any regular or special meeting.

Section 4:

Each Board member is expected to attend all called meetings. Missing two (2) consecutive meetings without providing a report to the President(s) may result in removal from the Board.

Section 5:

Each Board member shall be entitled to one (1) vote on each matter submitted for vote. Unless otherwise stated in these Bylaws, any action of a majority of the Board members present and voting shall constitute the action of the Board. Voting by proxy shall not be allowed. On occasion, an electronic vote initiated by the acting President(s) may be taken.

ARTICLE X

FINANCES

Section 1:

The fiscal year of the Corporation shall commence on August 1 of each year and end on July 31 of the subsequent year.

Section 2:

A tentative budget shall be drafted by the Executive Board prior to the beginning of the fall semester and approved by a majority vote of the Board present at the last meeting of each school year.

Section 3:

The Executive Board shall have ultimate responsibility for the funds of the Corporation and shall approve all expenses of the Corporation.

Section 4:

All checks, drafts, bill of exchange, or other obligations for the payment of money over \$500.00 shall be signed in the name of Paradise Valley High School PTO-Booster Club, Inc. by two Officers.

Section 5:

The Treasurer shall keep accurate records of all disbursements, income and bank account information for the Corporation and the Parent Booster Groups operating under its umbrella.

Section 6:

The Treasurer shall prepare a financial statement for the Corporation and arrange for an audit by a non-Officer at the end of each fiscal year. The Executive Board may vote to have the finances and accounts of the Corporation, including Parent Booster Group accounts, audited at any time.

Section 7:

Upon dissolution of the Corporation, any remaining funds should be used to pay any outstanding bills and, with the Board's approval, spent for the benefit of the school.

ARTICLE XI

INSURANCE

The Corporation shall carry general liability insurance in an amount with minimum limits of \$1,000,000. Such general liability, and/or a separate additional policy, must include coverage of the Executive Board Officers. It shall be the responsibility of the Treasurer, in conjunction with the President, to make certain that such policies are renewed from year to year, remain in full force and effect, and copies of such policies are filed with the Paradise Valley Unified School District No. 69 as required by such District.

ARTICLE XII

AMENDMENTS

Section 1:

These Bylaws shall be immediately effective upon acceptance by a majority vote of the Board present at such action.

Section 2:

Amendments to these Bylaws may be made at any meeting of the Board by a majority vote of those present, provided that notice of such alteration or amendment has been given to each director at least seven (7) days prior to said meeting.

ARTICLE XIII

INDEMNITY

Subject to the further provisions hereof, the Corporation shall indemnify any and all existing or former Directors (which includes Officers, Chairs, and Representatives) against all expenses incurred by them, and each of them, including but not limited to, legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for, or on account of, any action or omission alleged to have been committed while acting within the scope of their duties as a Director of the Corporation, whether or not any settlement or compromise is approved by a Court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is by or in the right of the Corporation or by any other person. Whenever any existing or former Director, or agent, shall report to the President(s) of the Corporation that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought on threatened against him or her on account of any action or omission alleged to have been committed by him or her while acting within the scope of their duties as Director or agent of the Corporation, The Board shall, at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action. Indemnification shall be automatically extended as specifically herein provided; however, the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing to defend him or her in the action.

The power of indemnification under Arizona Revised Statutes shall not be denied or limited by these Bylaws.

ARTICLE XIV

CONFLICTING PROVISIONS

In the event of any conflict between these Bylaws and the provisions of the applicable laws of the State of Arizona, or applicable Federal law, as from time to time amended, or with any applicable regulation issued hereunder, such applicable law and/or regulation shall control. In the event of any conflict between these Bylaws and the Articles of Incorporation of the Corporation, as from time to time amended, the Executive Board will make the necessary changes to the Articles and the Articles shall control.

ARTICLE XV

ACTION WITHOUT MEETING/CONSENT

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of all members of the Board individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors at a duly authorized meeting. Email shall be considered written.

ARTICLE XVI

GENERAL

Section 1:

Roberts Rules of Order: (the simplest edition) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

Section 2:

Duality of Interest: A Director having a conflict of interest, or conflict of responsibility, on any matter involving Paradise Valley High School PTO-Booster Group, Inc., and any other business, entity or person, shall refrain from voting on such matter. Each Director shall certify that he or she will not use Paradise Valley High School PTO-Booster Group, Inc. for his or her own political, personal or professional gain.

ARTICLE XVII

DONATIONS AND SPECIAL FUNDS

The Corporation shall have authority to receive donations from any source, including, but not limited to, the Paradise Valley Unified School District No. 69, in cash or other property acceptable to the Executive Board. The Executive Board may accept donations subject to restrictions as to the uses and purposes for which the same may be applied or which limit the time, manner, amount, or other terms of such application, provided that said uses and purposes do not violate the Articles of Incorporation of the Corporation, these Bylaws or any applicable statute or rule of law.

The authority granted to the Corporation, and the powers granted to the Executive Board in this Article shall be deemed to be in addition to, and not in limitation of, the authority and powers otherwise granted to each of them.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that the Bylaws were duly and regularly adopted as the Bylaws of the Corporation, superseding in its entirety the amended Constitution dated February 6, 2012, by a majority of the Board of Directors of the Corporation at a meeting which was duly called and held on August 27, 2013, and that I was duly elected and appointed to serve, and I did serve as Secretary of such meeting.

In Witness Whereof, I have hereunto subscribed my name on 9/8/2013.

A handwritten signature in cursive script, reading "Rusty Smith", written over a horizontal line.

Secretary