

**Scottsdale Parent Council, Inc.**

**Bylaws**

**Article I**

**Name**

The name of the organization shall be Scottsdale Parent Council, Inc. (the Corporation”).

**Article II**

**Articles of Organization**

The articles of organization of this Corporation include (a) the bylaws of such Corporation and (b) the certificate of incorporation or articles of incorporation of such Corporation.

**Article III**

**Purpose**

Section 3.1 Purpose. These Bylaws shall constitute the Bylaws of SCOTTSDALE PARENT COUNCIL, INC., a corporation formed primarily for the following purposes:

- A. To secure adequate laws for the education, care and protection of children attending Scottsdale Unified School District (the “District”) schools;
- B. To monitor the services provided by the District and to advocate for the highest quality of education for all students attending school in the District;
- C. To create a closer relationship between home and school. To bring local representatives of the school community together to work cooperatively with the District to improve the education of all children attending public school in the District;
- D. To encourage a united effort between educators and the general public to secure the highest advantages in education for the children attending school in the District;
- E. To unify and thereby strengthen the various parent / teacher associations within the District (the “Member Schools”), representatives of which will comprise the membership of this Corporation;
- F. To create conference and cooperation between existing Member Schools. To cooperate in the encouragement of public opinion favorable to the best interests of the children attending school in the District, including the encouragement of special projects by Member Schools for the promotion of child welfare; and
- G. To act as a liaison between District administration, Scottsdale Unified School District Governing Board and Member Schools.

Section 3.2 Personal Application. The objectives of the Corporation, as set forth herein will be promoted through an educational program directed towards parents, Scottsdale Parent Council Bylaws, page 1 of 9

teachers and the general public within the District. All present or future parents, guardians, teachers, administrative officials, and Board members with the District who subscribe to the objectives of the Corporation are subject to the regulations of these Bylaws as set forth herein.

Section 3.3 Non-Profit Corporation. The Corporation is an Arizona not-for-profit corporation, and is organized and existing under and by virtue of the laws of the State of Arizona within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code (hereinafter "Internal Revenue Code"). The Corporation shall be noncommercial, nonsectarian and nonpartisan. The office of the Corporation shall be located at the Education Center, 3811 North 44<sup>th</sup> Street, Phoenix, Arizona 85018 (the "Office").

Section 3.4 Distribution of Assets upon Dissolution. Upon dissolution, the organization's assets shall be gifted equally to the Member Schools Parent Organizations for educational purposes.

## **Article IV** **Membership and Voting Provisions**

Section 4.1 Membership. Membership in the Corporation shall consist of representatives from Member Schools and the Board of Directors.

Section 4.2 Member School in Good Standing. Membership dues are collected from Member Schools annually at the beginning of each school year. Once Member Schools have paid their dues they are designated "Member School in Good Standing" and they have the right to vote for that school year.

Section 4.3 Member Votes. Each Member School in Good Standing shall have one (1) vote in the Corporation. Each Member School shall designate its own Parent Council Representative(s). In the event the Parent Council Representative(s) leaves the Member School, either voluntarily or by operation of law, such Parent Council Representative's vote shall automatically terminate. The Member School must designate the replacement for the Parent Council Representative. Each position on the Board of Directors, excluding the Executive Board, shall have one (1) vote. There is no prohibition on standing committee co-chairs sharing that vote. Each member of the Executive Board shall have one (1) vote. There is no prohibition on an individual holding more than one voting position, with the clarification that members that are both Executive Committee and Board of Director members get only one combined vote. If Executive Committee or Board of Director members are also school representatives, such members shall also be permitted to cast votes for each of the schools they represent. A roll-call vote shall be taken at the request of any Member.

Section 4.4 Majority. A majority of the votes of Members present at any meeting shall decide any question unless the Bylaws, Articles of Incorporation or applicable law shall provide otherwise, and in such event, the voting percentage required in these Bylaws, the Articles of Incorporation, or such applicable law shall control.

## **Article V** **Meetings of the Membership**

Section 5.1 Place. All meetings of the Members shall be held at the Office, or at such other place and time as shall be designated by the Executive Board of the Corporation and stated in the notice of meeting.

Section 5.2 Notices. It shall be the duty of the Communications Officer to post a notice of each general meeting, stating the time and place thereof that shall be sent to each member, at least five (5) days prior to such meeting.

Section 5.3 Annual Meeting. An annual meeting of Members shall be held at the May General Meeting of each year, for the purpose of electing officers, reviewing reports of officers and committees and transacting other business authorized to be transacted by the Members.

Section 5.4 Special Meeting. Special meetings of the Members for any purpose or purposes may be called by the President or by the First Vice President via electronic mail or telephone with at least five (5) days' notice being given. The President or First Vice President shall call a special meeting of the Members when so requested by a majority of Members, a majority of the Board of Directors, or a majority of the Executive Board. Such notice shall state the time, place, and purpose of the meeting.

Section 5.5 Quorum. At any meeting of the Members, those Members entitled to vote at the meeting, present in person or represented by written proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by statute or the Articles of Incorporation. Written proxies shall be conveyed to the Secretary of the Corporation, or their designee, no later than 24 hours in advance of the subject vote.

Section 5.6 Adjourned Meeting. If any meeting of the Members cannot be organized due to unruly, disruptive behavior beyond the ability to conduct the business of the agenda, the chair may adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

## **Article VI** **Executive Board**

Section 6.1 Elective Officers. The principal officers of the Corporation shall be known as the Executive Board. The Executive Board shall consist of no less than seven (7) and no more than eleven (11) voting positions. These positions shall include a President, First Vice President, Treasurer, Communications Officer and Recording Secretary. In addition, the Executive Board may include up to six (6)

additional Vice Presidents. When selecting Executive Board members, three guiding principles shall prevail: First and foremost, every attempt shall be made to obtain balanced representation among the Complexes ("Complex" is as defined by the District). Second, consideration shall be given to fill necessary functions as deemed appropriate by the Nominating Committee. Finally, an attempt should be made to balance representation among elementary, middle and high school levels. Executive committee members' terms of office shall commence at the conclusion of the May annual meeting.

Section 6.2 The President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Members, Executive Board, and Board of Directors. He or she shall, at the direction of the Executive Board, have general supervision over the affairs of the Corporation. The President shall have the power to appoint individuals to act as chairman of standing committees and shall be an ex-officio member of all standing committees.

Section 6.3 Vice President(s). In the absence of the President or in the event of his or her inability or refusal to perform his or her duties, the First Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President(s) shall perform such other duties as from time to time may be assigned to them by the President or the Executive Board. The Nominating Committee may, at its discretion, designate the First Vice President as President-Elect.

Section 6.4 Recording Secretary. The Recording Secretary shall: (1) keep minutes of all meetings of the Executive Board, Board of Directors and of all general meetings of the Members; (2) be the custodian of the corporate records and of the seal of the Corporation; (3) keep a register of the names of all Members; (4) shall collect, verify and submit voting proxies as submitted by members, or may appoint a designee for this duty and (5) in general, shall perform duties incident to the Recording Secretary and such other duties as from time to time shall be assigned by the President or the Executive Board.

Section 6.5 Communications Officer. The Communications Officer shall: (1) be responsible for all correspondence to and from the Corporation; (2) be responsible for gathering information and making arrangements for printing of the Directory; (3) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (4) maintain the email database; (5) supervise the website; and (6) in general, shall perform duties incident to the Communications Officer and such other duties as from time to time shall be assigned by the President or the Executive Board.

Section 6.6 Treasurer. The Treasurer shall: (1) be custodian of all the funds and securities of the Corporation; (2) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (3) keep such regular books and accounts as may be necessary and appropriate for the

orderly management of the Corporation's affairs, or have such books and accounts kept under his or her direction and supervision; (4) render statements of such accounts to the President, Executive Board, or Members when so requested; (5) shall chair the Budget Committee ; and (6) in general, shall perform all of the duties as from time to time shall be assigned by the President or the Executive Board. If required by the Executive Board, the Treasurer shall give bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Executive Board shall determine.

Section 6.7 Advisor. The Nominating Committee may, at its discretion, appoint an Advisor as a non-voting member of the Executive Board. As a non-voting member of the Executive Committee, the advisor does not need to be a parent of a child who attends school in Scottsdale Unified School District.

Section 6.8 Combination of Offices. Any two (2) of the offices herein above enumerated may be held by one and the same person if such person is so elected or appointed. The offices of President and Treasurer shall not be combined with any other Executive office.

Section 6.9 Quorum. At any meeting of the Executive Board, those Members entitled to vote at the meeting, present in person or represented by written proxy, shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation.

Section 6.10 Replacement of Vacated Positions. If the Presidency is vacated for any reason, the First Vice President shall immediately assume the duties of President for the remainder of his or her term. When other positions are vacated on the Executive Board, the Communications Officer shall contact the Board of Directors within three (3) business days of the vacancy to notify it of the vacancy and to instruct it to advance names of willing candidates to fill the position(s) to the Communications Officer. These names must be forwarded within ten business days of notification of the vacancy. Self-nominations are entirely appropriate during this period. If the position vacated is the Communications Officer, these responsibilities shall fall to the Recording Secretary.

The President shall then either call a special meeting of the Board of Directors or wait until the next scheduled meeting of the Board of Directors to discuss and determine whether or not the vacated position should be immediately filled or if the position should remain vacant until the remainder of the term of office. If the Board of Directors determines through a majority vote that the position should be immediately filled, the general membership shall elect a replacement from among the forwarded names.

Section 6.11 Powers and Duties. The Executive Board shall have the powers and duties necessary for the administration of the affairs of the Corporation. These powers shall include the following:

- A. To establish and collect dues from its Members (the "Dues"), and develop a budget to carry out the purposes and powers of the Corporation;
- B. To employ, dismiss and control the personnel necessary for the operation of the Corporation, including the right and power to employ attorneys, accountants, contractors and other professionals as the need arises;
- C. To engage in the management of the business affairs of the Corporation.
- D. To enforce by legal means, if necessary, the provisions of the Articles of Incorporation, the Bylaws and rules and regulations of the Corporation, if any, and other documents and laws respecting the Corporation.
- E. To create and supervise such standing committees from the Members as they shall deem necessary and appropriate.
- F. To make decisions and act upon those decisions that reflect the purpose of the Corporation. Such action taken by the Executive Board must be announced and shared with the general Membership at the next regularly scheduled membership meeting.

Section 6.12 Special Meeting. Special meetings of the Executive Board for any purpose or purposes may be called by the President or by the First Vice President with at least three (3) business days notice being given via electronic mail or telephone. When the purpose of the special meeting relates to the potential issuance of a press release, a 24-hour notification may be sufficient. The President or First Vice President shall call a special meeting of the Executive Board when so requested by a majority of Members or by a majority of the Board of Directors, or a majority of the Executive Board. Such notice shall state the time, place, and purpose of the meeting.

Section 6.13 Executive Board Action Without a Meeting. Any action required or permitted to be taken by the Executive Board at a meeting may be taken without a meeting if the action is taken by unanimous written consent of the Executive Board as evidenced by one or more written consents describing the action taken, signed by each Executive Board Member and filed with the minutes or corporate records. Written consents may be given by Executive Board Members via electronic mail or facsimile. Action taken by consent is effective when the last Executive Board Member signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

## **Article VII** **Board of Directors**

Section 7.1 Membership. The Board of Directors shall consist of the Executive Board and those individuals appointed by the President to serve as chairs of the standing committees. All members of the Board of Directors shall serve for a

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period of one (1) year, corresponding to the fiscal year of the Corporation, and must be a parent of a child who attends school in the Scottsdale Unified School District.

Section 7.2 Organizational Meeting. The organizational meeting of the Board of Directors shall be held at such place and at such time as shall be determined by the President.

Section 7.3 Removal of Directors. Any member of the Board of Directors may be removed at any Board of Directors meeting, with or without cause, by not less than a two-thirds (2/3) vote of the entire Board of Directors. Pursuant to Section 7.1, above, the President may appoint replacements to fill vacated standing-committee chair positions.

Section 7.4 Disqualification and Resignation of Directors. Any Board Member may resign at any time by sending written notice of such resignation to the Communications Officer of the Corporation. Unless otherwise specified therein, such resignation shall take effect upon receipt by the Communications Officer. More than three (3) consecutive unexcused absences from regular meetings of the Board of Directors shall automatically constitute a resignation to be effective as of the conclusion of the last missed meeting.

Section 7.5 Regular Meetings. The President may establish a schedule of regular meetings to be held at such time and place as the President may designate. Notice of such regular meetings shall nevertheless be given to each Director by mail, email, or telephone, at least five (5) days prior to the day named for such meeting.

Section 7.6 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called by the President or by the First Vice President with at least three (3) business days notice being given via electronic mail or telephone. The President or First Vice President shall call a special meeting of the Board of Directors when so requested by a majority of Members or by a majority of the Board of Directors, or a majority of the Executive Board. Such notice shall state the time, place, and purpose of the meeting.

Section 7.7 Board of Directors' Quorum. At any meeting of the Board of Directors, those Directors entitled to vote at the meeting, present in person or represented by written proxy, shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation.

Section 7.8 Fidelity Bonds. The Board of Directors may require that all officers and employees of the corporation handling or responsible for Corporation funds shall furnish adequate fidelity bonds or coverage. The Corporation shall pay the premiums on such bonds or coverage.

## **Article VIII** **Committees**

Section 8.1 Committees. There are two (2) kinds of committees: Standing and Special. The Chairs report the work of all Committees to the Executive Board and Members at general meetings. The names of all committee members shall be made known to the general membership.

Section 8.2 Standing Committees. Standing committees include Complex Chairs, and at the Executive Committee's discretion, Elementary School Liaison, Middle School Liaison, and High School Liaison. These Committee Chairs shall assist in the duties assigned to them by the President or the Board of Directors.

Section 8.3 Special Committees. Special committees extend only until the purpose of the committee is accomplished. In addition to the committees below, the Executive Board may create and appoint members of new special committees as deemed necessary.

- A. Audit Committee: The Treasurer's accounts shall be examined annually by an Audit Committee of not fewer than three (3) people appointed by the Executive Board. The Treasurer shall not serve on this Committee but may meet with the Committee to assist with the examination. The members of the Audit Committee shall sign and submit, to the Membership, a statement noting the findings of the annual audit when the examination is complete.
- B. Budget Committee: The Budget Committee is composed of the Treasurer (Chair) and others appointed by the Executive Board. This Committee prepares a budget for the fiscal year and the Chair/Treasurer presents it to the Members at the annual meeting for approval.
- C. Bylaws Committee: Every three years, a Bylaws Committee shall be appointed by the Executive Board. The purpose of the Committee is to review the Scottsdale Parent Council, Inc. Bylaws and submit proposed amendments to the Board of Directors and Members for their review and adoption. Additionally, the Executive Board may approve the appointment of a Special Bylaws Committee to review and propose amendments to this document in the interim as deemed necessary.
- D. Nominating Committee: A Nominating Committee for the election of the Executive Board shall be created 60 days prior to the May Annual Meeting. The Executive Board shall appoint two of its members to serve on the Nominating Committee. The remaining members of the Nominating Committee shall consist of the five (5) Complex Chairs, or their designee. The Nominating Committee shall elect a Chair at its first meeting. The Nominating Committee shall develop and recommend a slate of Executive Board Officers. The committee may, at its discretion, appoint by majority vote, a non-voting Advisor to the Executive Board pursuant to Article VI, Section 6.7. The Nominating Committee shall secure the consent of the nominees to serve and shall submit the name of at least (1) eligible candidate for each elective office. Each candidate submitted shall be chosen by a majority vote of the members of

the Nominating Committee. The Communications Officer shall notify the entire membership of the proposed slate at the April General Meeting. The proposed slate shall be voted on at the annual meeting, to be held in May. Prior to this vote, members present at the meeting may make additional nominations, provided such nominees consent to hold office if elected. The Nominating Committee shall follow the provisions of Article VI, Section 6.1.

### **Article IX** **Fiscal Year**

The Fiscal Year of the Corporation shall begin at the conclusion of the May General Meeting and end at the conclusion of the May General Meeting of the following year.

### **Article X** **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Corporation in all cases to which they are not inconsistent with these Bylaws, the Articles of Incorporation, or any special rules of order the corporation may adopt.

### **Article XI** **Indemnification**

To the fullest extent permitted by law, members, directors, officers, employees, and agents of the Corporation shall be indemnified by the Corporation in accordance with the provisions of the Arizona Revised Statutes, Section 10-1005, as the same exists or may hereafter be amended.

### **Article XII** **Amendment of Bylaws**

These Bylaws may be amended at any regular meeting of this organization by a two-thirds vote, providing that the amendment has been submitted in writing at the previous regular meeting.