

Amended and Restated Bylaws of the
Bulldog Boosters
(updated 7/25/10)

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Amended and Restated Bylaws of the
Bulldog Boosters

ARTICLE I

Structure of the Boosters

Section 1.1 Purpose: These bylaws shall constitute the bylaws of the Bulldog Boosters (hereinafter referred to as the “Boosters”), a corporation formed primarily for the following purposes: (1) to encourage and promote the welfare of the students attending BASIS Scottsdale (the “School”), (2) to raise funds to achieve the objectives of the Boosters, and (3) to cooperate with the workings of the school administration and the teaching staff.

Section 1.2 Personal Application: All present or future parents, guardians, teachers and administrative officials of the School who subscribe to the objectives of the Boosters are subject to the regulations of these Bylaws as set forth herein.

Section 1.3 Non-Profit Corporation: The Boosters is an Arizona not-for-profit corporation, and is organized and existing under and by virtue of the laws of the State of Arizona as same pertains to the application of corporate activities and the School. The Boosters shall be noncommercial, nonsectarian and nonpartisan. The office of the Boosters shall be located at the School.

Section 1.4 Organizational Seal: The Boosters shall not have a seal.

ARTICLE II

Membership and Voting Provisions

Section 2.1 Membership: Membership in the Boosters shall be limited to parents and legal guardians attending the School, teachers and administrative officials of the School who subscribe to the objectives of the Boosters.

Section 2.2 Member Votes: Each member shall have one (1) vote in the Boosters. In the event a member ceases to be a parent or legal guardian of a student attending the School, teacher or administrative official of the School, either voluntarily or by operation of law, such member’s Membership shall automatically terminate. A family membership shall entitle the family to one vote.

Section 2.3 Majority: A “majority of Members” as used in these Bylaws shall mean those Members holding fifty-one percent (51%) of the votes in the Boosters. 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 an event, the voting percentage required in the Bylaws, the Articles of Incorporation or such applicable law shall control.

Section 2.4 Voting: At all meetings, except for the election of the Board, all votes shall be by voice, unless the Board determines that a vote shall be done by ballot. For election of members of the Board and for those votes deemed to be done by ballot, the ballots shall be provided by the Boosters, and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. Ballots are unnecessary when voting for the Board if the candidates are unopposed. At all votes by ballot, the presider of such meeting shall, prior to the commencement of balloting, appoint a committee of three (3) whom shall act as “Inspectors of Election” and who shall, at the conclusion of such balloting, certify to the presider the results and those results shall be included in the minutes of that meeting. No “”inspector of Election” shall be a candidate for office or shall b personally interested in the question voted upon.

ARTICLE III

Meetings of the Membership

Section 3.1 Place: The time and place for all meetings shall be designated by the Board of Directors of the Boosters and stated in the notice of meeting.

Section 3.2 Notices: It shall be the duty of the Secretary to prepare a notice of each annual, general, or special meeting, stating the time and place thereof which shall be sent by electronic mail and/or posted on the Booster website (no notice shall be required to be delivered personally), at least seven (7) days, but not more than sixty (60) days, prior to such meeting. Notices of the meeting shall state the purpose therein. Meetings shall be held at a location to be determined by the Board.

Section 3.3 Annual Meetings: An annual meeting of Members shall be held, in the spring session of each year, for the purpose of appointing directors, electing officers and transacting other business authorized to be transacted by the Members. The Annual Meeting shall be held at a location to be determined by the Board.

Section 3.4 General Meetings: General meetings will be held, at a minimum, three (3) times during each fiscal year.

Section 3.5 Special Meetings: Special meetings of the Members for any purpose or purposes may be called by the President or by the Vice-President whenever deemed expedient or necessary. The President or Vice-President shall call a special meeting of the Members when so requested by the majority of Members, or when so instructed by the majority of the Board of Directors. The Notice shall state the reason(s) that the meeting has been called, the business to be transacted at such meeting, and by whom it was called. No other business but that specified in the notice may be transacted at such Special Meeting without a majority consent of the attendees at such Special Meeting. Special Meetings shall be held at a location to be determined by the Board.

Section 3.6 Quorum: At any meeting of the Members, those present in person shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation.

Section 3.7 Irregularities: All information and/or irregularities in calls, notices of meetings and in the manner of voting, form of proxies, credentials, and method of ascertaining those present, shall be deemed waived if no objection is made at the meeting.

Section 3.8 Order of Business: The format of a Regular Meeting shall be as follows: (1) certify quorum; (2) approval of the minutes of the preceding meeting; (3) reports of Board, if necessary; (4) reports of committees, if needed; (5) old and unfinished business; (6) new business; and (7) adjournment.

ARTICLE IV

Board of Directors

Section 4.1 Membership: The initial Board of Directors (or Executive Board or Board) shall consist of at least four (4) Members—the President, the Vice President, the Secretary, and the Treasurer. . Thereafter, at each annual meeting of the Members, the Board shall be appointed for a period of one (1) year. Each member of the Board shall be a Member of the Boosters. At least one of the Board Members shall be a resident of the State of Arizona, and a citizen of the United States.

Section 4.2 Organizational Meeting: The organizational meeting of the Board of Directors shall be held at such place and at such time as to be determined by the Directors.

Section 4.3 Removal of Directors: At any time after the first meeting of the Members, any one or more of the Directors may be removed with or without cause by the affirmative vote of the Members casting not less than two-thirds (2/3's) of the total voters present at such meeting, and a successor may then and there be elected to

fill the vacancy. A Board member may be represented by counsel upon any removal hearing. The Board shall adopt such rules for this hearing, as it may in its discretion, consider necessary for the best interests of the Boosters.

Section 4.4 Vacancies on Board of Directors: If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, disability or otherwise, a majority of the remaining directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the balance of the unexpired term.

Section 4.5 Disqualification and Resignation of Directors: Any Director may resign at any time by sending written notice, to the President and the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt by the President and/or Secretary. More than three (3) consecutive absences from the regular meetings of the Board of Directors shall automatically constitute a resignation to be effective as of the conclusion of the last missed meeting. In the event a Director ceases to be a Member as described in Section 2.1 of these Bylaws, the Directorship shall immediately and automatically terminate.

Section 4.6 Regular Meetings: The Board of Directors may establish a schedule of regular meetings to be held at such time and place as the Board of Directors may designate. Fifty percent (50%) of the members of the Board shall constitute a quorum. Each Board member shall have one vote and such voting may not be done by proxy. The Board may make such rules and regulations covering its meetings at its discretion.

Section 4.7 Powers and Duties: The Board of Directors 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 use and expend the Dues to carry out the purpose and powers of the Boosters;
- B. To employ, dismiss and control the personnel necessary for the operation of the Boosters, 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 Boosters;
- D. To use and disburse the proceeds of Dues in the exercise of its powers and duties;
- E. To enforce by legal means, if necessary, the provisions of the Articles of Incorporation, the Bylaws and Rules and Regulations of the Boosters, if any, and other documents and laws respecting the Boosters.

F. To create and supervise such committees for the School as they shall deem necessary and appropriate.

Section 4.8 Special Meetings: Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally or by posting on selected bulletin boards, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two-thirds (2/3's) of the Directors.

Section 4.9 Waiver of Notices: Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such a meeting.

Section 4.10 Board of Directors Quorum: At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there should be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.11 Fidelity Bonds: The Board of Directors may require that all officers and employees of the Boosters handling or responsible for Boosters funds shall furnish adequate fidelity bonds or coverage. The premiums on such bonds or coverage shall be paid by the Boosters.

ARTICLE V

Officers

Section 5.1 Elective Officers: The principal officers of the Corporation shall be President, one or more Vice-Presidents, a Secretary and a Treasurer.

Section 5.2 Term: The officers of the Boosters shall hold office until their successors are chosen and qualify in their stead. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 5.3 President: The President's responsibilities are, at a minimum, the following:

- Shall be the chief executive officer of the Boosters and shall preside at all meetings of the Members.
- Shall, subject to the control of the Board of Directors, have executive powers and general supervision over affairs of the Boosters.
- Shall have the power to appoint individuals to act as Chairmen of Standing Committees and shall be an ex officio member of all standing committees, except the Nominating Committee.
- Shall present at each Annual Meeting of the Boosters an annual report of the work of the organization.
- Shall see all books, reports, and certificates required by law are properly kept or filed, including, but not limited to, the insurance of the Boosters. The President, or a Board member designee, shall be the contact person for such documents.
- Shall be one of the designees who may sign the checks, drafts, or electronic banking of the organization.
- Shall be the primary liaison in representing the organization to the administration of the school.

Section 5.4 Vice-President: The Vice President's responsibilities are, at a minimum, the following:

- In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order designated at the time of their election, or in the absence of any designation, then in the order of their election), 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.
- Shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.
- May be one of the designees allowed to sign the checks, drafts, and electronic banking of the organization.
- The office of Vice-President, while established by these Bylaws, may be filled or remain vacant in the sole discretion of the Board of Directors. In the absence of affirmative action by the Board of Directors, it shall be presumed that the office of Vice-President shall remain vacant.

Section 5.5 Secretary: The secretary's responsibilities are, at a minimum, the following:

- : Shall keep minutes of all meetings of the Board of Directors and of all Meetings of the Members;
- Shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- Shall be the custodian of the corporate records and of the seal of the corporation;
- Shall file any certificate required by any statute, federal, or state.
- Shall be designate Statutory Agent of the Boosters, identified with the filing of the annual report;

- Shall be the official custodian of the records of the Boosters;
- May be one of the designees allowed to sign the checks, drafts, and electronic banking of the organization;
- Shall present to the membership at any meetings any communication addressed to the Secretary of the organization;
- Shall submit to the Board any communications that is addressed to the Secretary of the Boosters;
- Shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary;
- Shall in general, shall perform duties incident to the office of Secretary and such duties as from time to time shall be assigned by the President or the Board of Directors.

Section 5.6 Treasurer: The treasurer's responsibilities are, at a minimum, the following:

- Must be one of the designees who shall sign checks or drafts of the organization;
- Shall render at stated periods, as the Board shall determine, a written account of the finances of the organization;
- Shall provide an end-of-the-year statement and all financial documents;
- Shall have charge and custody of and be responsible for all the funds and securities of the Corporation;
- Shall receive 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;
- Shall 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 direction and supervision;
- Shall render statements of such accounts to the President, Directors or Members when so requested and
- Shall, in general, shall perform all of the duties as from time to time shall be assigned by the Board of Directors.
- Shall exercise all duties incident to the office of the Treasurer.
- If required by the Board of Directors, the Treasurer shall give bond for the faithful performance of his of her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 5.7 Assistant Offices: One or more offices of Co-President, Assistant Vice-President, Assistant Secretary or Assistant Treasurer may from time to time be established by the Board of Directors, and the persons appointed or elected to such offices shall assist in the performance of the duties of the designated office and such other duties as shall be assigned to them by the President, Vice-President, Secretary, or Treasurer, as the case may be as, or by the President or the Board of Directors.

Section 5.8 Combination of Offices: Any two (2) of the offices hereinabove may be held by one and the same person if such person is so elected or appointed, except the offices of President and Secretary.

Section 5.9 Nominating Committee: A “Nominating Committee” for the selection of officers shall be appointed by the Board of Directors and shall consist of three (3) Members. The Nominating Committee shall secure the consent of the nominees to serve and shall submit the name of at least one (1) eligible candidate for each elective office. Each candidate submitted shall be chosen by the affirmative vote of a majority of the members if the Nominating Committee. The names of all eligible candidates shall be made available to the Members two (2) weeks prior to the Annual Meeting. Additional nominations may be made by the Members present at the meeting, provided such nominees consent to hold office if elected.

ARTICLE VI

Fiscal Management

Section 6.1 Depositories: The funds of the Boosters shall be deposited in such banks and depositories as determined by the Board of Directors from time to time, upon resolution approved by the Board of Directors, and shall be withdrawn only upon checks and demands for money signed by the President or the Treasurer of the Boosters. In no event shall the payee and the signor be the same person. Any single expenditure exceeding the sum of two hundred dollars (\$200.00) which has not already been included in an approved budget must be first approved by the Board of Directors.

Section 6.2 Determination of Dues and Budget: The Board shall cause to be prepared an estimated annual budget for each fiscal year of the Boosters. Such budget shall take into account the estimated cash requirements for the year. The annual budget shall take into account the estimated net available cash income for the year from the operation or use of any fund raising activities. The annual budget shall also provide for a reserve for contingencies for the year. To the extent that the dues and other cash income collected from the Members during the preceding year shall be more or less than the expenditures, the surplus or deficit, as the case may be, shall be taken into account in determining the annual budget. The estimated annual budget for each fiscal year shall be approved by the Board, and copies thereafter may be furnished by the Board to each Member upon request. In the event that the Board of Directors shall not approve an estimated annual budget or shall fail to determine new Dues for any year or shall be delayed in doing so, each Member shall continue to pay the amount of his prior respective Dues as last established.

Section 6.3 Records: The Board shall cause to be kept accurate records in chronological order of the receipts and expenditures specifying and itemizing the

expense incurred. Expense vouchers may be approved in such manner as the Board may determine. All records and vouchers authorizing payments shall be available for examination by the Members at convenient hours designated by the Board.

Section 6.4 Fiscal Year: The fiscal year of the Boosters shall be the calendar year and shall begin July 1 of every year and shall end on the 30th day of June of every year. The commencement date of the fiscal year herein established shall be subject to change by the Board should Boosters practice subsequently dictate.

Section 6.5 Books of Account: Book of account of the Boosters shall be kept under the direction of the Treasurer on a consistent basis in accordance with generally accepted accounting practices. An audit committee consisting of the Treasurer and two members-at-large may audit the books (1) week prior to the assumption of duties by the new officers.

Section 6.6 Contracts: Unless otherwise provided by the Board, all contracts shall be executed on behalf of the Boosters by either the President or Vice-President and countersigned by the Secretary or Treasurer.

ARTICLE VII

Committees

Section 7.1: Committees: All committees of this organization shall be appointed by the Board and their term of office shall be for a period of one year as defined by the Board. The Chair of each committee reports to one of the members of the Board, designated at the beginning of the term.

Section 7.2: Committee Chairpersons: All Committee chairs shall be responsible for fulfilling their duties in accordance with the Committee and these Bylaws.

ARTICLE VIII

Amendments of the Bylaws

Section 8.1 Amendment: These Bylaws may be altered, amended or added to by the affirmative vote of a majority of votes cast by Members present at a regular meeting or a special meeting called for that purpose.

Section 8.2 Inconsistencies: Notwithstanding the foregoing, these Bylaws shall not be amended to contain any provision which would be contrary to or inconsistent with the Articles of Incorporation as in effect and any provisions of or

purported amendment to these Bylaws which is contrary to or inconsistent with the Articles of Incorporation shall be void to the extent of such inconsistency.

Article IX

Indemnification

The Boosters shall indemnify every Director and other officer, his heirs, executors, and administrators, against all loss, cost and expenses, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party, by reason of his being or having been a Director or officer of the Boosters, including reasonable matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE X

Construction

Any discrepancies or conflicts between the provisions of the Arizona Revised Statutes or applicable law, the Article and Bylaws, and the rules and regulations of the Boosters, if any, shall, unless otherwise provided, be resolved by giving priority first to the Arizona Revised Statutes or applicable law, second to the Articles, third to the Bylaws, and fourth to the rules and regulations, if any.

ARTICLE XI

Property Funds and Titles

All funds and the titles of all properties acquired by the Boosters and the proceeds thereof shall be held in trust for the Members of the Boosters.

ADOPTED BY the Board of Directors of the Bulldog Boosters, Scottsdale,
Arizona, this _____ day of _____, 2010.

Shaheen Neil, President

Ann Whyte, Vice President

Mark Vange, Vice President

Pamela DiSalvo, Treasurer

Donna Naeckel, Secretary