

BYLAWS OF QUARTZ HILL ELEMENTARY SCHOOL PARENT-TEACHER-STUDENT ORGANIZATION (PTSO)

ARTICLE I – ORGANIZATION AND OBJECT

Section 1 – Name

The Corporation shall be known as QUARTZ HILL ELEMENTARY SCHOOL PTSO (PARENT-TEACHER-STUDENT ORGANIZATION).

Section 2 – Object and Powers

- a. The Corporation is organized and shall be operated exclusively for purposes described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. The purposes for which the Corporation are operated are:
 - (i) To promote a working relationship among all members of the Quartz Hill Elementary School community.
 - (ii) To serve as a liaison between parents and either faculty, staff, Quartz Hill Elementary School administration or the Gilbert Unified Board of Education.
 - (iii) To promote a forum for discussion of issues pertaining to Quartz Hill Elementary School administration or the Gilbert Unified Board of Education;
 - (iv) To provide volunteer and financial support for Quartz Hill Elementary School activities.

- b. The Corporation shall have the power, either alone or with others, to do any lawful act and to engage in any and all lawful activities which may be necessary, useful, desirable or proper for the furtherance of the purposes for which the Corporation is organized, and to aid other organizations whose activities are such as to further or attain such purposes. Notwithstanding anything contained to the contrary, the Corporation shall exercise only such powers as are in furtherance with exempt purposes of the organizations set forth in Section 501(c)(3) of the Internal Revenue code of 1986, as amended, and the regulations there under. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication of or distribution of statements), any political campaign on behalf of any candidate for public office.

- c. Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 3 – Principal Office

The principal office of the Corporation shall be located at 3680 South Quartz Street, Gilbert, AZ 85297. The Corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II – MEMBERSHIP

Section 1 – Membership

All parents or guardians of children enrolled in Quartz Hill Elementary, and students of Quartz Hill Elementary, are automatically voting members of the Corporation. In addition, all Quartz Hill Elementary School teachers, administrators, and staff are to hold an advisory position within the Corporation.

Section 2 – Membership Fees

The Board of Directors may fix an amount as fees or dues, which members pay initially or periodically. If fees or dues are so authorized, the Board of Directors shall establish and implement procedures for collections.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – General Powers

The Board of Directors shall manage the business and affairs of the Corporation.

Section 2 – Number, Tenure, and Qualification

There shall be two (2) classifications of board members, those being Elected Board Members and Appointed Board Members.

- a. Elected Board Members. Those persons elected to the following offices of the Corporation at the annual meeting of the membership shall automatically be directors of the Corporation. Each elected board position, should be held by at least one elected board member, excluding Co-Treasurers, which must be held by two elected board members. Ideally, no one person should hold more than one elected board member position.
 - 1) President
 - 2) Secretary(s)
 - 3) Co-Treasurers
 - 4) Vice President

If more than one person is elected to any one of the above offices, each person so elected shall be a member of the Board of Directors.

The elected officers of the Corporation constitute the Executive Board or Committee.

- b. Appointed Board Members. Those persons appointed by the Board or by the Executive Committee to the following appointed offices shall automatically be directors of the Corporation:
 - 1) Fundraising Chairperson(s)
 - 2) Social Events Chairperson(s)

- 3) Hospitality Chairperson(s)
- 4) Publicity and Publications Chairperson(s)
- 5) School Support Chairperson(s)

If more than one person is appointed to any of the above offices, each person so appointed shall be a member of the Board of Directors.

Section 3 – Duties of the Executive Board

- 1)President: The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall also be the Chairperson of the Executive Committee, and shall be an ex-officio member of all other committees of the Board of Directors except the Nomination Committee. The President shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- 2)Vice-President: The Vice President shall fill the role of the President in their absence, which shall include, but not be limited to running meetings. To act as VP at all regular PTSO meetings, interpret the Bylaws of the PTSO, and review/update them no less than every three years. The VP is to be chairperson of the Nomination Committee. The VP is to keep an updated copy of the Bylaws, distribute them to all Board of Directors, and post them on the Corporation's bulletin board and/or website.
- 3)Co-Secretary(s): The Secretary(s) shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) distribute official minutes as determined by the Executive Committee; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be custodian of the corporate records;; and (e) in general, perform all duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Co-Secretary shall schedule and attend the annual meeting at the bank that holds Quartz Hill Elementary PTSO's checking account; to add elected and remove exiting treasurers from Quartz Hill PTSO's account; as well as to take meeting minutes during PTSO board and/or general meetings in the event that the other secretary is unable to do so.
- 4)Co-Treasurers: The Co-Treasurers shall: (a) file a new bank signature card by the second regular meeting containing the Co-Treasurers', President's, Vice President's and Co-secretary(s)' signatures; (b) be responsible for the budget of the organization; (c) have charge and custody of and be responsible for all funds and securities of the Corporation including preparing and filing tax returns and other corporate reports (annually); (d) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies and other depositories as shall be selected by the Board of Directors; and (e) in general,

perform all of the duties pertinent to the office of Co-Treasurers and such other duties as from time to time may be assigned to him/her by the Board of Directors or by the President. The Treasurer shall provide a monthly accounting of the Corporation's financial activity at each meeting of the Board of Directors and an annual accounting for presentation at the first general meeting of the school year. As required by the Gilbert Public School District, the Co-Treasurers shall have the treasury books audited by an independent third party (a CPA is not mandatory) who shall provide a letter at the end of the audit to state that the Co-Treasurers annual report is correct and acceptable to the best of their knowledge. The treasurers shall complete all documents necessary to obtain a formal non-profit status.

The Executive Committee shall be empowered to act on behalf of the Corporation between regular meetings of the Corporation, except that it cannot reverse a decision of the whole Board of Directors or of the membership.

The Principal of Quartz Hill Elementary shall be an ex-officio member of the Executive Committee.

The Executive Committee shall prepare and present an annual proposed budget to be voted on at the first general membership meeting for approval and shall perform the duties outlined in these bylaws.

Section 4 – Duties of Appointed Board Members

- 1) Fundraising Chairperson(s): responsible for planning and organizing all fundraising activities of the Corporation.
- 2) Social Events Chairperson(s): responsible for coordinating social events and obtaining volunteers for such events.
- 3) Hospitality Chairperson(s): responsible for overseeing teacher luncheons and events as well as teacher appreciation week. This chairperson is also responsible for sending out gifts, cards, and appreciation recognitions.
- 4) Publicity and Publications Chairperson(s): responsible for overseeing PTSO publicity and communications. Tasks include distributing newsletters (emails), maintaining the PTSO website and bulletin boards.
- 5) School Support Chairperson(s): responsible for coordinating programs such as Art Masterpiece, Community Outreach, Shopping Programs, Yearbook and T-Shirt sales.

Section 5 - Election and Appointment of Board Members

- 1) Nomination Committee: members will be appointed by the Executive Committee and will consist of: the Vice President and at least two other members. The duties of the committee are as follows:

- a. Notify the General Membership of elections at least two weeks prior and ask for nominees
 - b. One week prior to elections, the committee shall nominate a minimum of one eligible person for each elected and appointed office.
 - c. Notification will be given to the membership of the nominees one week prior to elections (All nominees must give consent to serve.)
- 2) Nominations for board positions may also be made from the floor at the meeting during which elections are held.
 - 3) Elective officers shall be elected by ballot at the election. In the event there is but one candidate for an office, the ballot for that office may be dispensed with and the election may be held by voice vote.
 - 4) A member must appear in person to cast a vote, unless proxy voting is established by the board, with at least one-week notification to the general membership.
 - 5) Those persons elected by a plurality of the votes cast for each office shall be deemed elected.
 - 6) The appointment of board members shall take place following elections. The members of the Board of Directors shall be responsible for appointing board members.

Section 6 - Term of Office

The newly elected and appointed board members shall each serve a two (2) year term, starting on the last day of the school year in which he/she was elected and ending on the last day of the next succeeding school year. One exception to this (2) year term is that of the bookkeeping treasurer which will hold their 1st term as a one year term. Each succeeding treasurer will then complete a full (2) two year term. There will be a planning and transition period during the months of May through July. In addition, there shall be a term limitation of two (2) year terms, totally (4) years in total, consecutively. After two consecutive terms, if no other person is willing to run for an office, the current officer may continue to serve for one additional year.

Section 7 - Vacancies

Any vacancy occurring on the Board of Directors may be filled at a meeting by the affirmative votes of a majority of the remaining Directors. A director elected to fill a vacancy shall be elected for the remainder of the term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the Board of Directors for the remainder of the term.

Section 8 - Committees

The Board of Directors from time to time may, by resolution, appoint committees of one or more directors to have such authority as shall be specified by the Board in the resolution making such appointments. The Board of Directors may designate one or more directors as alternate members of any committee who may replace an absent or disqualified member at any meeting.

Section 9 - Presumption of Assent

A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10 - Conflict of Interest

1. Any possible conflict of interest with respect to any issue on the part of any director shall be disclosed to the other directors prior to any discussion or action by the Board or a committee of the Board where the issue could become a matter of action(s). Disclosure may be made verbally to all directors or by way of an annual report of affiliation. A conflict of interest shall be made a matter of record.
2. Any director who has a possible conflict of interest with respect to any matter shall neither vote nor exercise any personal influence in the disposition of such matter. The minutes of the meeting shall reflect the disclosure and the director's abstention from participation.
3. Although a director with any possible conflict of interest shall not vote or exercise personal influence in the disposition of such a matter, the director shall report fully all pertinent knowledge about the matter and answer freely why a proposed decision or transaction could, or would not, be in the best interest of the Corporation.
4. The President may circulate annually to all directors such questionnaires and other forms as may be necessary to further the policy of this section.

Section 11 - Removal

Any officer or agent may be removed by the affirmative vote of two-thirds majority of the remaining Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE IV - MEETINGS

Section 1 - Place of Meetings

All meetings of members shall be held in Quartz Hill Elementary or at such other place as shall be determined by the Board of Directors and stated in the notice of meeting.

Section 2 - Annual Meeting of Members

An annual meeting of members shall be held each April, for the purpose of electing and appointing directors and transacting other business properly brought before the meeting. The annual meeting of members for the purpose of electing and appointing directors shall be deemed a regular meeting. Officers will be elected by a plurality of the votes cast for each office.

Section 3 - Regular Meetings

A regular meeting of the members of the Corporation shall take place bi-monthly, or as deemed necessary. All regular meetings shall be open to the membership.

Section 4 - Special Meetings

Special meetings may be called by any member of the Board of Directors, or at the written request of at least twenty-five (25) voting members of the voting membership. The request shall state the purpose or purposes for which the meeting is to be called. The person or persons authorized to call the special meeting may fix the place and time for holding any special meeting.

Section 5 – Action Without a Meeting

The Executive Committee and/or the Board of Directors may conduct business via telephone conferencing, text or email on needed items between meetings. Email/text voting shall NOT be used for controversial motions. Electronic voting shall be conducted in the following manner:

1. All Executive Committee or Board of Directors members must be notified of the motion.
2. A 24-hour period shall be allotted for response and discussion.
3. After the 24-hour period or once all have responded, the President may call for the vote.
4. The motion needs a 2/3 majority vote to pass.
5. All votes must be documented and added to the minutes of the next meeting for official approval.

Section 6 - Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee.

Section 7 - Notice of Meetings

1. Regular Meetings

A notice of each meeting shall be posted on the Corporation's bulletin board and/or communicated via the PTSO email newsletter at least one (1) week prior to the date of each regular meeting.

2. Special Meetings

At least three (3) days prior to a special meeting of the Board, a general notice shall be posted on the Corporation's bulletin board, and all Directors shall be notified by email or phone. At least three (3) days prior to a special meeting of the membership, a general notice will be posted on the Corporation's bulletin board.

3. Waiver of Notice

Whenever any notice of a meeting is required to be given to any member or director of this Corporation under provisions of the Articles of Incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the

member/director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 8. Quorum for Meetings

If fewer than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

1. Executive Committee Quorum

A quorum shall consist of a majority of the entire membership of the Executive Committee. An Executive Committee quorum is needed to vote on any business at a special meeting of the Executive Committee.

2. Board of Directors Quorum

A quorum shall consist of a majority of the entire membership of the Board of Directors.

3. Regular or Special Meeting Quorum

A quorum shall consist of a majority of the entire membership of the Board of Directors plus any voting members present at any duly called meeting of the membership.

Section 9 - Voting Rights and Proxies

Each voting member is entitled to one vote on a matter submitted for a vote of the membership. Proxies shall not be permitted for members unless proxy voting is established by the board, with at least one-week notification to the general membership. Elections shall be decided by a plurality of votes for each open position. Formal business shall be decided by a simple majority vote. A minimum vote must consist of 51% or more of the board present at time of the vote!

Section 10 - Formal business

Formal Business is defined as any motion or resolution which involves fiscal implications of \$50.00 or more compared to the current budgeted amount; a debt, loan, contract or obligation involving the PTSO; removal of an officer; or amendment of the Corporate Bylaws.

Section 11 - Conduct of Meetings

Meetings of the board of directors shall be conducted by the president of the Corporation or, in his or her absence, by the vice president of the Corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the Corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 12 - Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the

articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

ARTICLE V. EXECUTION OF CONTRACTS, DEPOSITS, AND FUNDS

Section 1 - Execution of Contracts or Loans

The board of directors may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any loan, contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 - Checks, Drafts, and Withdrawals

1. Signature

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by two (2) of the following officers or agents of the Corporation: President, Vice President, Co-secretary(s) or Co-Treasurers and in such manner as shall from time to time be determined by resolution of the Board of Directors.

2. Check Requests

Reimbursements shall be requested in writing on a "Check Request" form and accompanied by photocopies or original receipts. Reimbursements may also be requested via email sent to the PTSO co-treasurers with supporting documentation attached. The Co-Treasurers shall make reimbursements within two (2) weeks of receipt of such Check Request. For reimbursements of items not currently on the budget, see "changes to budget."

Section 3 - Deposits

1. Method of Deposits

All funds of the Corporation not otherwise employed shall be deposited within one week of receipt, to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. Individual checks shall be photocopied or listed by name, check number, and amount before depositing.

2. Collection of Monies

Payments sent to school via backpack mail shall be requested by check made to "Quartz Hill PTSO" and sent to school in a sealed envelope with the student's name, teacher and PTSO written prominently. Cash payments sent to school shall not be encouraged due to potential for theft. Whenever a large sum of cash is collected from an event, it shall be counted by two members; amounts recorded by denomination, totaled, initialed and placed in the Quartz Hill Elementary School safe for safekeeping until a deposit can be made. At least one of the Co-Treasurers shall verify the amount before a deposit is made.

3. Bounced Checks

In the event of a check returned due to insufficient funds, the treasurer will send a letter requesting payment for any checks. The bank charge will also be requested. If the check is for merchandise, the merchandise will be held until payment, if possible.

ARTICLE VI - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of the following year.

ARTICLE VII - INDEMNIFICATION OF BOARD MEMBERS AND DIRECTORS

To the extent allowed by law, the Corporation shall be empowered to indemnify any and all persons who have served at any time as directors or officers, or who, at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amount paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which they, or any of them, by reasons of being or having been directors or officers of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officers or person shall be adjudged in any action, suit or proceeding to be liable for his/her own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under law, the Corporation's Articles of Incorporation, the Bylaws, agreement, vote of directors, or otherwise.

ARTICLE VIII - CORPORATE RECORDS

Section 1 - Maintenance of Corporate Records

The Secretary (or president, if the office of Secretary is vacant) shall maintain a Corporate Record Book, which will contain:

- Minutes of all meetings of directors, committees, and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours;
- A chronological list of names, addresses and phone numbers of all officers, past and current.

Section 2 - Maintenance of Financial Records

In addition, the Co-Treasurers will keep the financial records of the Corporation, including

- Adequate and correct books and records of account, using modified cash basis accounting, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- Current budget;
- Documentation of all budget requests and final action taken;
- Bank statements;
- Reimbursement requests and receipts submitted;
- Record of all donations made to the PTSO;
- Record of any tax receipts provided to individual donors.

Section 3 - Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- 1) To inspect and copy the record of all board members' names, addresses, and voting rights, at reasonable times, upon written demand to the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested;
- 2) The membership records shall be made available within a reasonable time after the demand, including purpose of request, is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled;
- 3) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a member;
- 4) Members shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4 - Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5 - Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

- IRS Form 990EZ – due on 15th day of the fifth month following the fiscal year end
- Arizona Form 99 – due on 15th day of the fifth month following the fiscal year end
- Arizona Corporation Commission – annual reporting due on the anniversary of incorporation

ARTICLE IX - POLICIES AND PROCEDURES

Section 1 - Guidelines for Email Usage

Personal information, including email addresses collected by the PTSO, shall be used only for the purpose for which it was collected, (i.e. volunteer survey, committee sign-up). All group e-mails sent from the PTSO shall be sent by Blind Carbon Copy (BCC); email addresses shall not be visible to other recipients. In addition, all group emails shall include instructions for unsubscribing from the group list.

Section 2 - Financial Assistance Policy

PTSO Membership

An optional membership "donation" may be requested. However, all Quartz Hill Elementary parents, guardians, and staff are automatically members of the PTSO, regardless of ability to pay such membership donation.

Section 3 - Budget Procedures

1. New Requests

A formal written request must be submitted to the Executive Committee for consideration in the new fiscal year budget.

2. Request Changes to Current Budget

Any deviation of more than \$100.00 from the current year's budget must be approved as "formal business." The person making the request (or a representative) shall attend the PTSO meeting in person to present their request and answer any questions.

Section 4 - Cash Reserve

The Quartz Hill Elementary PTSO shall reserve no less than \$1500.00 in its bank account at the end of each year to provide initial working capital for the next school year.

Section 5 - Publicity and Promotion

1. Promotion of PTSO Functions

Each committee chair will be responsible for using the PTSO Logo on all communications of the PTSO, including, but not limited to, flyers, newsletters and posters.

2. Donations Requests

Requests for payment/donation at a PTSO event shall be worded "suggested donation of \$X.XX, however, anyone unable to pay at this time will not be refused entry".

ARTICLE X. AMENDMENT OF BYLAWS

These Bylaws shall be reviewed no less than every three years by the Executive Committee. These Bylaws may be altered, amended or repealed. A copy of the Bylaws with the proposed changes must be posted on the Corporation's bulletin board and website at least one (1) week prior to being adopted by the voting membership at any regular or special meeting.

ARTICLE XI - ADOPTION OF BYLAWS

Bylaws updated on this 22nd day of August, 2019. By:
Becky Weaver

Bylaws adopted by the General Membership of the Quartz Hill Elementary School PTSO
on this 22nd day of August, 2019.

Becky Weaver, President

Becky Weaver

Jennifer Halvorson, Vice-President

Jennifer Halvorson

Katie Sanders, Co-Secretary

Katie Sanders

Becky Tremonte, Co-Secretary

Becky Tremonte

Rene Hearn, Co-Treasurer

Rene Hearn

Kristyn Brandenburg, Co-Treasurer

Kristyn Brandenburg