

REVISED BYLAWS SCOTTSDALE PARENTS COUNCIL, INC.

Article I. NAME AND LOCATION

1.01 Name and Location. The name of this organization is Scottsdale Parent Council, Inc. Hereafter designated by the letters SPC. The primary place of business is at The Scottsdale Unified School District Mohave District Annex located at 8500 E. Jackrabbit Rd. Scottsdale, Arizona 85258.

Article II. PURPOSE

2.01 Purpose. Our purpose is to promote communication and collaborative relationships between Scottsdale Unified School District families, district leadership and staff, to support and to advocate for the highest quality of education for all students attending schools managed and governed by Scottsdale Unified School District. SPC is a non-profit corporation, formed and operated exclusively for the tax-exempt purposes 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 SPC is noncommercial, nonsectarian and nonpartisan.

Article III. MEMBERSHIP

3.01 Membership. SPC shall consist of members and be available without regard to race, color, creed, or national origin. SPC Membership shall consist of Executive Board Members, Executive Committee Member, Member Schools and General Members.

3.02 Membership Classifications. There shall be two classifications of membership: voting and non-voting.

- (a) Executive Board Members, Executive Committee Members and Member School Representatives are voting members.
- (b) General Members are non-voting members.

3.03 Membership Term. The membership term shall be October 1 through September 30. Membership is automatically terminated when a member ceases to be eligible for membership.

3.04 Membership Eligibility. Membership shall be available to all stakeholders of Scottsdale Unified School District whom subscribe to SPC's Purpose. Stakeholders include but are not limited to parents, guardians and primary caregivers of students attending Member Schools, any resident living within the Scottsdale Unified School District, any current employee or registered volunteer of Scottsdale Unified School District.

3.05 Membership Responsibilities. All members shall abide by SPC's Code of Conduct and Non-Discrimination Policy. Failure to do so is grounds for automatic revocation of membership. Signed knowledge and acceptance of membership shall be required of all voting members.

3.06 Dues. Membership dues shall be determined by the Executive Board. Membership dues shall be low enough as to not present a barrier to membership and may be waived, in whole or in part by the Executive Board or its designated committee, either by vote or consensus, when appropriate.

Article IV. MEMBER SCHOOLS

4.01 Member Schools. Member Schools are voting members. Membership is available to every school managed and governed by Scottsdale Unified School District. Member Schools are voting members. Member Schools exercise their voting rights through two (2) voting representatives of its parent community.

4.02 Representatives of Member Schools. Each Member School shall appoint two (2) Representatives. Designations of these individuals should be made by (but not limited to) 30 days following the first day of the new school year. In the event the Parent Council Representative(s) leaves the Member School, the Member School shall designate a replacement for the SPC Representative.

4.03 Active Membership. Membership becomes active upon the receipt of signed membership application and payment of annual dues unless explicitly waived by the Executive Board.

4.04 Membership Application. Membership applications shall be made available by the end of the first full school week of the new school year by the Executive Board or its designated Chairperson or Officer.

Article V. GENERAL MEMBERS

5.01 General Members. General Membership is an informal class membership. It consists of all of non-voting members whom subscribe to SPC's Exclusive Purpose and have accepted membership.

5.02 Active Membership. General Membership becomes active upon acceptance of membership. Acceptance of Membership shall be defined by the Executive Board or its designated committee. Recorded attendance at a General Meeting may constitute acceptance of Membership.

Article VI. EXECUTIVE BOARD MEMBERS

6.01 Executive Board Composition. The Executive Board members shall be the Officers of SPC and are elected by its voting members. The Executive Board shall include a President, at least four (4) Vice Presidents, a Secretary and a Treasurer. In any event, the membership of the Executive board shall be no less than seven (7) and no more than eleven (11) members. These offices may be shared by two people.

6.02 Qualifications and Eligibility. The members of the Executive Board shall be comprised of elected members who satisfy all criteria set forth by the Board Nominating Committee.

6.03 Term of Office. Executive Board members' terms of office shall commence at the conclusion of the May annual meeting.

6.04 Nominating Committee. By January 30 of each year, the President shall appoint an Executive Board Nominating Committee comprised of two members of the Executive Board, two members of the Executive Committee and five Member School representatives: one from each SUSD learning community.

6.05 Nominations. Nominations for the Executive Board shall be submitted by members in writing to the Executive Board Nominating Committee not less than 60 days prior to the annual May meeting of the members.

6.06 Committee Recommendations. The recommendations of the Executive Board Nominating Committee shall be submitted to the membership at least 30 days prior to the annual May meeting.

6.07 Election of the Executive Board. Except in the case of vacancies (see 6.10), the election of the Executive Board members shall be conducted in conjunction with the Annual May meeting.

6.08 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.

6.09 General Powers. The Executive Board may create and appoint committees and chairpersons as deemed necessary to serve the purpose of SPC and to exercise such powers and perform such duties as the Executive Board shall determine from time to time. The Executive Board shall establish the policies of SPC and shall have the power of the organization and manage its affairs between meetings of the organization's membership unless otherwise specified in the Articles of Organization, Articles of Incorporation or these Bylaws and subject to the limitations of Arizona and federal law.

6.10 Vacancies. Vacancies that occur on the Executive Board in between annual meetings shall be temporarily filled by an appointment of the Executive Committee.

6.11 Replacement of Vacated Positions. The Executive Board may fill a vacancy in any office, however caused, at any time for the unexpired portion of the term of such office

6.12 Removal. Any Executive Board Member elected by the members may be removed, with cause and subject to dismissal by two thirds vote of the Executive Committee.

Article VII. OFFICERS

7.01 President. The President is the Chief Executive Officer of SPC and shall preside at all meetings of the members, Executive Board and Executive Committee. The President may represent SPC at meetings outside the organization or assign a designee as such. The President shall also perform such other duties as assigned by SPC or by the Executive Board; and shall coordinate the work of the Officers and committees of SPC, in order that the purposes and policies of the organization are promoted.

7.02 Vice Presidents. Vice Presidents shall serve as a Chairperson of at least one standing committee and perform the duties assigned by the President or Executive Board in as much as it furthers the purpose of SPC.

7.03 Secretary. The Secretary shall serve as the Parliamentarian and Historian of SPC. The Secretary shall record, submit for approval and publish the minutes of all the Executive Board, Executive Committee and General Meetings; will preserve all records, books, documents and communications of SPC and perform such other duties as assigned by the President or Executive Board.

7.04 Treasurer. The Treasurer shall oversee the finances of Scottsdale Parent Council and will keep a full and accurate account of receipts in accordance with the budget adopted by the Executive Committee. The Treasurer shall present a financial report at each general meeting and prepare a written annual budget for Executive Committee approval at the first general Meeting.

Article VIII. COMMITTEES

8.01 Executive Committee. The Executive Committee is comprised of the Executive Board, and Chairperson/Co- chairperson of the SPC standing committees.

- (a) The Executive Committee will meet prior to all General Meetings and as requested by the President.
- (b) The Executive Committee shall conduct SPC business between General Meetings.
- (c) The President shall report actions taken by the Executive Committee to the members either before or at the first regularly scheduled meeting of the members occurring after the said Executive Committee action has been taken.

8.02 Standing Committees. The Executive Board may designate and appoint one or more standing committees with authority over specific areas of management and responsibility as the Board may determine.

- (a) Committee Members need not be voting members. Committee members may be appointed by the Executive Board and Committee Chairs. A good faith effort shall be made to create fair and balanced representation on all committees.
- (b) No committee may exercise authority of the Executive Board in reference to
 - (i) filling vacancies, increasing or decreasing members of the Board or any committee of the Board; and
 - (ii) adoption, amendment or repeal of these Bylaws.
- (c) The names of all committee members shall be made known to the general membership.

8.03 Removal; Authority of Executive Board. The Executive Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action is also subject to amendment, modification, or repeal at the next annual or regular meeting of the Executive Board.

8.04 Term. Each member of a committee shall continue as such until the next annual meeting of the Executive Board, unless the Executive Board removes the member or terminates the committee.

8.05 Special Committees. Special committees extend only until the purpose of the committee is accomplished. The Executive Board may create and appoint members of new special committees as deemed necessary.

8.06 Audit Committee. The Treasurer's accounts shall be examined every two (2) years 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.

Article IX. MEETINGS

9.01 General Meetings. There shall be a minimum of 8 scheduled monthly meetings of the membership. The schedule of meetings will be established by the Executive Board within the first ten school days of the academic year followed by SUSD. The times and places to be designated by the President.

9.02 Special Meetings of the Executive Board. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be distributed by the Secretary to each Board member three days (72 hours) in advance of that meeting, unless notice requirement is explicitly waived by all Board members.

9.03 Action Without a Meeting. Any action required or permitted to be taken by the Executive Board, the Executive Committee and/or any Standing Committee at a meeting may be taken without a meeting if the action is taken by unanimous written consent of its own members.

- (a) Unanimous consent shall be evidenced by one or more written consents describing the action taken, signed by each member of the acting body and filed with the minutes or corporate records
- (b) Written consents may be given by via electronic mail. Action taken by consent is effective when the last voting 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 X. VOTING.

10.01 Votes. Each individual Voting Member shall be counted as having only one vote on any given matter.

10.02 Member Schools. Each Member School shall have one (vote) per representative on any given matter School shall have one (1) vote per representative on any given matter.

10.03 Quorum. A majority of the votes of Members present at any meeting shall constitute a quorum and 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.

10.04 Voting by proxy. Written proxies shall be conveyed to the Secretary of SPC, or their designee, no later than 24 hours in advance of the subject vote.

Article XI.
BUSINESS AND FINANCE

11.01 Fiscal year. The fiscal year shall begin on July 1st and end on the following June 30th. These dates shall remain the same for an operating year.

11.02 Expenditures. Necessary expenditures that are above approved limits must either be approved by a voting majority at a General Meeting or by majority of the Executive Committee between General Meetings. Approval by the Executive Committee will be reported at the next General Meeting.

11.03 Written Checks. Each check drawn on the SPC account must be signed by two of the elected officers.

11.04 Indemnification. SPC shall indemnify to the fullest extent permitted by Arizona law, any person who incurs liability to any person for any action taken, or any failure to take any action as an officer or agent of SPC. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by Arizona law.

11.05 Dissolution. Upon termination or dissolution of SPC, any assets lawfully available for distribution 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.

Article XII.
NON DISCRIMINATION

12.01 Non Discrimination. SPC does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. SPC is committed to providing an inclusive and welcoming environment for all members.

Article XIII.
AMENDMENTS

13.01 Revisions, Amendments and Restatements. The Bylaws and any related documents may be amended or restated by a majority vote of the Executive Board. Revisions of these Bylaws shall be presented for approval and voted for by the voting members of SPC.

13.02 Bylaw Review. Every two (2) years, Bylaws shall be reviewed and proposed amendments submitted to the Executive Board and members for 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.

Article XIV.
PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern SPC 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. Conflict of Interest. The SPC shall adopt and revise, from time to time, as appropriate, policies to inform and survey all board members and other key members of SPC annually for disclosure of situations potentially giving rise to conflicting interests in matters involving SPC.

Certificate of Adoption

I certify that I am the Secretary of Scottsdale Parent Council, an Arizona nonprofit corporation and have been designated by the Executive Board of SPC to be the officer directed to prepare minutes of the meetings and for authenticating records of SPC; that the foregoing Bylaws have been adopted as the Bylaws of SPC effective as of September 5, 2018, and that these Bylaws, as of the date of this Certificate have not been repealed, altered, amended, restated or superseded, and remain in full force and effect.

DATED September 5, 2018

Name: Maryann McAllen
Secretary