

**BYLAWS
OF
CHANDLER SCHOOL BOOSTERS, INC.**

The Chandler School Boosters, Inc. (“CSB”) is a non-profit organization that exists for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. CSB shall conduct business and activities in accordance with section 501(c)(3) of the Internal Revenue Code.

The purpose of CSB is to enhance and support the educational experience of students in the Chandler Unified School District, to foster relationships between school and home by encouraging parental involvement, and to improve the environment at district schools through volunteer and financial support by parents, staff and the community. CSB is formed to unite the numerous existing PTO and booster groups, organized and functioning for the benefit of students within the Chandler Unified School District (“**PTO/Booster Groups**”). Unifying the PTO/Booster Groups under CSB will benefit the PTO/Booster Groups as well as the District and provide a framework of continuity under which all PTO/Booster Groups can operate. PTO/Booster Groups will have the opportunity to utilize CSB’s employer identification number (EIN), share ideas and best practices, and benefit from economies of scale resulting from unified reporting and tax return preparation.

**ARTICLE I
MEMBERSHIP**

Section 1. Membership. Membership in the CSB shall consist of approved PTO/Booster Groups (“**Members**”). Any PTO/Booster Group operating within the Chandler Unified School District and organized for the benefit of its students may join CSB if the requirements of this Article are satisfied.

Section 2. Membership Application and Renewal. To become a Member, every PTO/Booster Group operating within the District shall submit a completed membership application to CSB. The membership application shall require each PTO/Booster Group to: (1) submit a copy of its Bylaws; (2) indicate its origin school level of Elementary, Junior High, or High School; and (3) provide contact information for its Representative and Alternate, as defined in Section 3.3 below. Upon approval, the PTO/Booster Group shall become a Member of CSB. To continue as a Member, every PTO/Booster Group must register annually by submitting an application for renewal membership along with a copy of its current bylaws.

Section 3. Membership Requirements.

3.1. Bylaws. Every Member of CSB shall submit a copy of its current bylaws annually to the CSB for review for conformance with CSB Member bylaws guidelines. Each Member’s bylaws shall not supersede these Bylaws of CSB. Each Member’s bylaws may provide for its own elections provided that those provisions are not inconsistent with the terms of these Bylaws.

3.2. Finances. There are no membership dues, although each Member will be expected to contribute on a pro-rata basis toward the cost of CSB's annual tax return and accounting fees and any other expenditures approved by the Members. Each Member's pro-rata share shall be determined by the Member's income. To maintain membership status, every Member shall be financially sound at the conclusion of the fiscal year. Financially sound means the Member's bank account shall reflect a positive balance. Each Member is responsible for establishing and approving its own revenue and expenditure budget annually, maintaining records of financial transactions, and providing timely year end financials for yearly tax reports.

3.3. Representatives and Alternates. Each Member must designate or elect a Representative and Alternate(s) to represent the Member in CSB. The Representative will have voting rights for his or her respective Member during his or her term. The Alternate(s) will have voting rights in the absence of the Representative. The term of a Representative and/or Alternate(s) will be for one year and run from the date of the CSB annual member meeting through the date of the annual member meeting the following year. Representatives and Alternates are not limited to a single term. Representatives and/or Alternates, as well as any board member from a member organization, may attend a general membership meeting.

3.4. Dissolution. Dissolution of a Member Group can only be achieved through a vote by the CSB Board of Directors. Upon dissolution of a Member and after paying or adequately providing for debts and obligations of the Member, the remaining assets shall be distributed for the benefit of the Member's school of origin.

3.5. Dispute resolution. Arbitration of unresolved issues shall come before the CSB Board of Directors for resolution.

Section 4. District Advisors. A Chandler School District assistant or associate superintendent, principal and/or athletic director or designee may serve in an advisory capacity. Membership requirements described in Article 1, Sections 2 and 3 will not be applicable to such advisors. The advisors will not be eligible to vote or hold office or Director positions. Notice of member meetings shall be provided to the advisors in accordance with the provisions stated in Article II. The advisors will not be counted for purposes of establishing a quorum.

ARTICLE II MEMBER MEETINGS

Section 1. Annual and Regular Member Meetings. Member meetings shall be held to conduct the business of CSB at its principal place of business, or at such other place designated in the meeting notice, on a day designated in the meeting notice. There shall be a minimum of two member meetings during the school year, or more often at the discretion of the Board of Directors. The annual member meeting shall be in April or May for election of Directors onto the CSB Board of Directors.

Section 2. Notice of Member Meetings. Written notice of member meetings shall be given to each Member at least ten (10) days (but no more than fifty (50) days) before the date of the

meeting. The Members entitled to such notice shall be those approved PTO/Booster Groups that are Members of CSB on the date such notice is effective pursuant to this section. Such notice shall be deemed effective when the notice is emailed or mailed postage prepaid to the Member's address of record appearing on the books of CSB.

Section 3. Special Meetings. A special meeting of the Members, for any purpose, unless otherwise prescribed by statute or by the Articles of Incorporation of CSB (the "**Articles**") may be called by the President. A special meeting of the Members, for any purpose, unless otherwise prescribed by statute or by the Articles of Incorporation of CSB (the "**Articles**"), shall be called by the President or Secretary if requested in writing by a majority of the Directors, or if requested in writing by at least one-third of the Members entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 4. Notice of Special Meeting. Written notice of a special meeting of the Members, stating in reasonable detail the time, place and purpose thereof, shall be given to each Member at least three (3) days (but no more than fifty (50) days) before the date fixed for the meeting. The Members entitled to such notice shall be those approved PTO/Booster Groups that are Members of CSB on the date such notice is effective pursuant to this section. Such notice shall be deemed effective when the notice is emailed or mailed postage prepaid to the Member's address of record appearing on the books of CSB.

Section 5. Business Transacted at Special Meeting. Business transacted at any special meeting of Members shall be limited to the purposes stated in the notice.

Section 6. Voting Rights. At any Member meeting, each Member shall be entitled to one vote on each matter coming before the Members. Each Member shall cast its vote for each matter through its Representative or Alternate in attendance at that meeting. Absentee or proxy votes are not allowed, although votes may be cast by ballot as described in A.R.S. § 10-3708. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the membership.

Section 7. Quorum. The presence of the Members holding one-third of the votes entitled to be cast shall constitute a quorum of the Members for all purposes unless the representation of a larger group shall be required by law, by the Articles or by these Bylaws, and in that event representation of the number so required shall constitute a quorum. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the membership.

Section 8. Adjournment of Meetings. If the number of Members necessary to constitute a quorum fails to attend in person and/or by ballot at the time and place of the meeting, the president or a majority of the Members present in person may adjourn the meeting from time to time without notice other than an announcement at the meeting until a quorum shall be present. At such resumed meeting at which a quorum is eventually present, any business may be transacted which might have been transacted at the meeting originally noticed.

ARTICLE III BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors shall consist of nine Directors.

Section 2. Qualification. Any persons with a child or grandchild attending a CUSD school, current CSB members and/or community members may be elected to a CSB Board Position. Persons wishing to run for a position must fill out a nomination form, which must include a nomination from a current CSB Representative or Alternate. Candidates will then be put on the ballot and will be able to speak at the meeting prior to the membership voting.

Section 3. Term. The term of each Director shall be one year, beginning on the date of their election at the annual meeting and ending on the date of the next election of Directors at the annual meeting the following year, or until the position is filled. A Director may serve for more than one year if re-elected.

Section 4. Manner of Election. The election of the Directors to the CSB Board of Directors shall be held at the annual meeting each fiscal year. Nominations will be taken by submitted nomination form or from the floor, and voting shall be by written ballot, with votes counted by the outgoing Secretary or another Officer if the outgoing Secretary is one of the nominees. Each Member shall be entitled to cast nine votes each vote must be cast for a different candidate. The persons receiving the most votes determines the Directors elected. Absentee proxy votes or votes by ballot as described in A.R.S. § 10-3708 are not allowed.

Section 5. Vacancies. Vacancies among Director positions on the Board shall be filled by appointment of the President of the Board for the remainder of the term. The Vice President of the Board shall appoint a replacement when the vacant position was held by the President of the Board.

Section 6. Powers. The business of CSB shall be managed by its Board of Directors, which may exercise all such powers of CSB and do all such lawful acts and things as are permitted by statute, by the Articles and by these Bylaws. The Board may, without limitation, do all of the following on behalf of CSB:

6.1. Elect Officers of the Board;

6.2. Propose a budget of revenues and expenditures, which shall be proportionally shared by all Members and approved by majority vote at a member meeting, and consolidate with the various Member-approved budgets to form a complete annual budget for the CSB (see also Article I, Section 3.2 for requirement of individual Members to approve their own annual budgets and Article X, Section 4 for requirement of Members to approve unbudgeted shared expenses

greater than \$1000, which may occasionally arise);

6.3. Approve Member Group membership applications and Bylaws;

6.4. Monitor fundraising programs and all expenditures to ensure such programs and expenditures are consistent with the Articles, these Bylaws or applicable state and federal law and regulations;

6.5. Cause CSB to enter into agreements permitted by the Articles to conduct lawful business of CSB as defined in the Articles;

6.6. Adopt policies, rules and procedures for the administration and operation of CSB; provided, however, that such policies, rules and procedures may not be inconsistent with the Articles, these Bylaws or applicable state and federal law and regulations;

6.7. Retain the services of legal counsel, actuaries, auditors, engineers, private consultants, administrators and advisors as the Board deems necessary in order to carry out the business and purposes of CSB;

6.8. Purchase, lease or rent any real and personal property it deems necessary;

6.9. Enter into a financial services agreement with banks and issue checks in the name of CSB; and

6.10. Retain and oversee necessary staff to carry out the purpose of CSB.

Section 7. Director Resignation. Any Director may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall be effective on the date of receipt of such notice or at any later time specified therein.

Section 8. Removal. Any Director may be removed from his or her position for the failure to fulfill his or her duties after reasonable notice by a two-thirds vote of the Directors. A Director may not participate in a vote for his or her removal.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings. The Board of Directors shall meet a minimum of three times during the school year, or more often at the discretion of the President. All regular meetings shall be called at the discretion of the Board. One of the Board meetings shall be held promptly following the annual member meeting, and the agenda shall include, but not be limited to, election of Officers. The Board meeting promptly following the annual Board meeting shall be led by the outgoing President.

Section 2. Notice of Meetings. Written notice of a regular meeting shall be given to each Director at least ten (10) days before the date of the meeting. Such notice shall be deemed effective

when the same shall be emailed or mailed postage prepaid to each Director's address of record.

Section 3. Special Meetings. Special meetings of the Board may be called by the President. A special meeting of the Board shall be called by the President or Secretary upon request of two Directors. Written notice of special meetings of the Board shall be given to each Director at least three (3) days before the date of the meeting. Such notice shall be deemed effective when the same shall be emailed or mailed postage prepaid to the Director's address of record.

Section 4. Quorum. At all meetings of the Board, a majority of the Directors then serving shall constitute a quorum for the transaction of business, but in no event may a quorum consist of less than one-third of the number of Directors fixed pursuant to these Bylaws. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute, or by the Articles or these Bylaws. In the event a Director is unable to attend a Board meeting, the Director may, after receiving notice of, but prior to the Board meeting, designate a representative who will act as an observer on the Director's behalf at the Board meeting. Such representative shall have no power to vote and shall not be counted for establishing a quorum. If a quorum is not present at any meeting of the Board, the Directors present may recess the meeting from time to time until a quorum shall be present. At such resumed meeting at which a quorum is eventually present, any business may be transacted which might have been transacted at the meeting originally noticed.

ARTICLE V COMMITTEES OF DIRECTORS

Section 1. Powers. The Board may, by resolution passed by a majority of the Directors then serving on the Board, designate one or more committees. Each such committee shall consist of at least two (2) Directors selected by the Board. Such committees shall have such names as may be determined from time to time by resolution of the Board; provided, however, that no such committee may exercise the authority of the Board of Directors in reference to the following matters: (i) submitting any matter to the Members that requires an act of the membership; (ii) filling vacancies on the Board or any committee of the Board; and (iii) adoption, amendment or repeal of these Bylaws.

Section 2. Advisory Committees. The Board may, by resolution passed by a majority of the Directors then serving on the Board, designate one or more advisory committees to the Board. Such committees shall have no authority to act on behalf of the Board. The Board shall designate the members of each advisory committee, and each such committee may be comprised of any number of Directors or persons who are not Directors.

Section 3. Meetings. Committees shall keep regular minutes of their proceedings, and shall report their proceedings to the Board when required.

ARTICLE VI NOTICES TO DIRECTORS

Section 1. Notices. Except as otherwise provided herein, notices to the Directors may be by telephone, email, facsimile transmission or in writing and delivered personally or mailed to the Directors at their addresses appearing on the books of CSB. Notice by mail shall be deemed effective when the same shall be mailed postage prepaid to such addresses. Notice by personal delivery shall be deemed effective upon delivery. In all other cases, notices shall be deemed effective upon transmission.

Section 2. Waiver. Any individual notice required to be given under the provisions of applicable law, the Articles or these Bylaws may be waived in writing either before or after the event requiring such notice, provided such waiver is signed by the person or persons entitled to such notice.

ARTICLE VII OFFICERS

Section 1. Officers. The Officers of CSB shall be elected by the Board of Directors and shall be a president, vice president, secretary and treasurer. An individual may hold only one office at any one time. Family members may not hold office during the same term.

Section 2. Selection. Promptly following the annual member meeting in which Directors are elected, the Board of Directors shall meet and elect Officers from among the Directors. The Officers shall be a president, vice president, secretary, and treasurer. The election of the Officers shall be led by the outgoing President. Nominations will be taken from the floor, and voting shall be by written ballot. Ballots will be counted by a Board member designated by the outgoing President. A majority vote of those Board members present determines those elected. No vote may be cast by proxy or ballot as described in A.R.S. § 10-3708.

Section 3. Term. The term of office for all Officers is one year, beginning on the date of the Officer elections and ending on the date of the Officer elections of the following year. Term of office is unlimited.

Section 4. Qualifications. Any elected Director may become an Officer of the CSB Board of Directors.

Section 5. Removal and Vacancies. The Officers of the CSB Board of Directors shall hold office until their successors are elected. An Officer may be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Officers. The Officer to be removed may not vote on the matter. In the event of a permanent absence of the President, the Vice President shall ascend to the Presidency. In the event of a permanent absence of an Officer other than the President, the President shall appoint a Board member to fill the vacancy for the remainder of the Officer's term.

Section 6. President. The President (or in the absence of the President, the Vice President) shall preside over all meetings of the Members and Board of Directors; shall sign all contracts and agreements, and all other instruments requiring execution on behalf of CSB; shall serve as CSB's official representative.

Section 7. Vice President. The Vice President shall perform such duties as may be from time to time assigned. The Vice President shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his/her temporary inability to act unless otherwise restricted by the Board. In the event of a permanent absence of the President, the Vice President shall ascend to the Presidency.

Section 8. Secretary. The Secretary shall keep all of CSB's official records (except for those required to be kept by the Treasurer), take and record minutes, prepare the agenda for official meetings, handle correspondence and send notices of meetings to the membership. In conjunction with the administrative assistant, the Secretary also keeps an electronic copy of the minutes, Bylaws, rules and membership lists.

Section 9. Treasurer. The Treasurer or the Treasurer's designee shall serve as custodian of the CSB's finances, collect revenue, pay authorized expenses, report financial activity, accumulate year-end financial data from each PTO/Booster Group and submit to a CPA for tax return preparation, prepare the annual budget for Board of Directors proposal and Member approval, and hold all financial records. The Treasurer shall facilitate an annual review or audit when deemed necessary by the Board of Directors.

Section 10. Delegation of Duties. Whenever an Officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an Officer to any other Officer or Officers or to any Director or Directors.

ARTICLE VIII INDEMNIFICATION

To the fullest extent permitted by law, Members, Directors, Officers, employees or agents of CSB shall be indemnified by CSB in accordance with the provisions of Title 10, Chapters 24-40, Arizona Revised Statutes, as the same exists or hereafter may be amended.

ARTICLE IX DISSOLUTION

Upon dissolution of CSB, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine.

ARTICLE X GENERAL PROVISIONS

Section 1. Checks. All checks or demands for money and notes of CSB shall be signed by two such Board members as the Board may from time to time designate.

Section 2. Fiscal Year. The fiscal year of CSB begins July 1 and ends June 30 of the following year.

Section 3. Banking. All funds shall be kept in a checking account in the name of Chandler School Boosters, Inc., requiring at least two signatures of the Board of Directors and held at a local financial institution.

Section 4. Unbudgeted Shared Expenditures. Unbudgeted shared expenditures greater than \$1000 must be approved by a majority of the Members at a regular or special meeting.

Section 5. Contracts. Contract signing authority is limited to the President or the President's designee.

Section 6. Reporting. All financial activity shall be recorded in a manual or computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity at Board and Member meetings. CSB may arrange an independent review or audit of its financial records each year.

Section 7. Inspection of Books. The books, records and papers of CSB shall be available at the official address of record of CSB for inspection at reasonable times by any person as may be permitted by Arizona law. The Articles and Bylaws of CSB shall likewise be available for inspection by any person at the principal office of CSB, or at such other location designated by the Board.

Section 8. Interpretations. To the extent permitted by the context in which used, words in the singular number shall include the plural, words in the masculine gender shall include the feminine and neuter and vice versa.

Section 9. Captions. Captions used herein are for convenience only and are not a part of these Bylaws and shall be not deemed to limit or alter any provisions hereof and shall not be deemed relevant in construing these Bylaws.

ARTICLE XI PARLIAMENTARY AUTHORITY

The Board of Directors shall determine a parliamentary process, such as, but not limited to Robert's Rules of Order: Newly Revised, for conducting meetings. Meetings will be conducted in a manner that allows for adequate representation and discussion by members in attendance.

ARTICLE XII
BYLAW AMENDMENTS

Amendments to the Bylaws may be proposed by any Member. Amendments presented at a member meeting shall be considered for voting at a subsequent member meeting. Two-thirds approval of all Members present and voting is required to adopt an amendment to the Bylaws.