

BYLAWS OF
HIGHLAND HIGH SCHOOL ORCHESTRA BOOSTERS
An Arizona Nonprofit Corporation

ARTICLE I
General Provisions

1.1 Name: The name of the Corporation is: Highland High School Orchestra Boosters (“the Corporation,” hereinafter).

1.2 Known Place of Business: The known place of business of the Corporation is: 4301 E. Guadalupe Road, Gilbert, Arizona 85234. The known place of business may be changed by the Officers of the Corporation.

1.3 Statutory Agent for Service of Process: The Corporation shall maintain a statutory agent for service or process as required by Arizona law and in accordance with any policies required by the Gilbert Unified School District (“the District,” hereinafter). The statutory agent may be changed from time to time by action of the Officers of the Corporation and upon appropriate notice to the Arizona Corporation Commission.

ARTICLE II
Purposes

2.1 Tax Exempt Nature: The Corporation is organized as a nonprofit corporation under the laws of the State of Arizona and shall be operated exclusively for the exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“the Code,” hereinafter). All of the Corporations net earnings shall be devoted exclusively to such purposes. All terms and provisions of these Bylaws shall be construed, applied, and carried out in accordance with the tax exempt purpose of the Corporation.

2.2 Purpose: The purpose of the Corporation is to enhance and support the educational experience of students involved in the Highland High School Orchestra Program (“the Program,” hereinafter) by providing moral and financial support to the Program, to encourage community support for the Program, and to assist the members/students of the Program in gaining a positive musical experience.

2.3 General Powers: The Corporation may do and perform such acts as necessary in carrying out the foregoing purposes of the Corporation and may exercise any of the powers granted to nonprofit corporations by the laws of the State of Arizona with the Corporations status as an organization exempt from federal income tax under Section 501(c)(3) of the Code and exempt from Arizona state income tax under Section 43-1201 of the Arizona Revised Statutes.

ARTICLE III
Basic Policies

3.1 No Financial Benefit: No salary shall be paid to any Officer in their capacity as Officer. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons except to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the Corporation.

3.2 No Discrimination: In exercising or fulfilling its functions, the Corporation shall not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or

physical handicap or disability.

3.3 Prohibited Activities: The Corporation shall not participate in any way in any political campaign on behalf of or in opposition to any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation.

3.4 Academic Year: As set forth herein, the Academic Year means the term during which the Gilbert Unified School District is in session, typically from July through May. The Academic Year shall follow the District's academic calendar, automatically, without the need of any action of the Corporation or any Officers referenced herein.

ARTICLE IV **Membership**

4.1 Qualified Members: Any parent and/or guardian of a student enrolled in the Program, or parent and/or guardian of a student to be enrolled in the Program in the next Academic Year (rising freshman) shall be considered a Qualified Member of the Corporation.

4.2 Power of Qualified Members to Appoint and Remove Officers: Qualified Members shall have the power to elect and remove Officers of the Corporation. The vote of any Qualified Member shall be counted if they are 1) present at any meeting of the Corporation and 2) cast a vote at any meeting of the Corporation.

ARTICLE V **Elections**

5.1 Nomination: The Officers shall send notice to all Qualified Members at least two (2) weeks prior to any meeting where Officers will be elected seeking nominations for Officers. In the event that no nominations are provided, the Officers shall nominate at least one eligible person for each office (all nominees must give prior consent to serve).

5.2 Notice: In accordance with the duties of the Officers set forth below, the Officers shall send Notice to all Qualified Members of any meeting wherein officers will be elected. Notice shall be sent at least one (1) week prior to the election. Notice may be sent via email, text message, or printed flyer, so long as notice is reasonably calculated to reach all Qualified Members.

5.3 Quorum and Majority Vote: For the purposes of electing officers, a quorum of Qualified Members is constituted by those Qualified members who are in attendance. A simple majority vote of a quorum of Qualified Members shall be necessary to elect any Officer.

5.4 Time of Election: Officers for the following Academic Year shall be elected once per year. The election for Officers of the following Academic Year shall take place no later than the end of the current Academic Year.

5.5 Form of Voting: Voting may be done by a simple voice vote (including raise of hands). If requested by a majority of the Officers of the Corporation, voting may be conducted by paper ballots.

5.6 Proxy Voting or Absentee Ballots: No Proxy voting or absentee ballots shall be allowed in the election of Officers of the Corporation.

5.7 Elections of Officers Upon Adoption of Bylaws: At any meeting in which these Bylaws are initially adopted, fulfillment of any notice requirements under preexisting Bylaws shall be deemed sufficient notice to elect Officers referenced herein. Any Officers serving whose terms

have not yet expired shall be deemed to be automatically elected for the position in which they are serving at the time these Bylaws are adopted.

ARTICLE VI

Officers

6.1 Eligibility: Any Qualified Member may serve as an Officer of the Corporation. No employee of the District who works at Highland High School may serve as an Officer of the Corporation. A person who is not a Qualified Member may serve as an Officer if nominated by at least five (5) Qualified Members and elected pursuant to paragraph 5.3 herein.

6.2 Officers: The Officers of the Corporation shall consist of the following: President, Vice President, Secretary, and Treasurer. If there is no other willing to serve to fill all Officer positions, Officer positions may be shared upon a vote of the membership, with specific duties divided out and specified before taking office. Spouses cannot serve as Officers simultaneously unless there is no other willing to serve. In the event that spouses serve simultaneously, only one may be a signer on the checking account of the Corporation.

6.3 Term of Office: Officers shall serve from their time of election to the end of the Academic Year for which they are elected.

6.4 Duties of Officers: In general, Officers shall develop and approve the Corporation's annual budget, establish and oversee committees to conduct the work of the organization, establish fundraising efforts, and approve (by a majority vote of the Officers) unbudgeted expenditures of no more than three hundred dollars (\$300.00). The following Officers shall have the following duties:

6.4.1 President: The President shall preside at any meeting of Qualified Members or Officers, serve as the official representative of the organization, retain all official records of the organization, oversee the running of the Corporation, and shall be responsible for filing any and all reports required under Arizona law.

6.4.2 Vice President: The Vice President shall assist the President and chair meetings in the President's absence.

6.4.3 Secretary: The Secretary shall record and distribute Minutes of all Officer meetings and all meetings of Qualified Members, prepare agendas for official meetings, keep records of the Corporation, and manage and maintain any communications of the Corporation with its Qualified Members (including, but not limited to newsletters, emails, etc.). The Secretary shall also be responsible for issuing notice of any elections of Officers or requests to Remove Officers as set forth herein.

6.4.4 Treasurer: The Treasurer shall serve as custodian of the Corporation's finances, collect revenue, pay authorized expenses according to the approved budget, follow all financial policies of the Corporation), retain all financial records, and file the appropriate tax return with the IRS for the previous year's fiscal year before November.

6.5 Resignation: An Officer may resign at any time by delivering notice in writing to the President or Secretary. Written notice may take the form of an electronic writing, including email or text message. A resignation is effective when the notice is delivered unless the notice specifies a later date.

6.6 Removal of Officers: Officers may be removed by Qualified Members of the Corporation. The process for removal is as follows:

6.6.1 Request: A request for removal may be made by any Officer or Qualified Member. The request for removal vote shall be forwarded to the Secretary of the Corporation via written request. The written request may take the form of an electronic writing, including email or text message.

6.6.2 Notice of Removal Vote: The Secretary shall issue a Notice of the vote to remove no less than seven (7) days before the vote. The Notice shall invite all Qualified Members to the meeting where the vote to remove will be taken and must include the Officer who is subject to the vote to remove. The Notice may take the form of an electronic writing, including email or text message, but must be reasonably calculated to include all Qualified Members of the Corporation. The Notice shall clearly indicate that one of the purposes of the meeting is to vote to remove the Officer.

6.6.3 Removal Vote: An officer shall be removed by a simple majority vote of qualified members present at any properly noticed meeting where a vote to remove is taken. The removal of the officer is immediately effective upon a successful removal vote and no further notice of the removal to the removed Officer is required.

6.7 Vacancies: A vacancy in any office, for whatever reason, may be filled for the unexpired portion of the term in a manner prescribed in these Bylaws (see Article V). In the event that a vote is taken to fill a vacancy, only one (1) week written notice as set forth in Article V is required.

6.8 Committees: The Officers may appoint committees as necessary to conduct the business of the Corporation. At least one Officer shall be a member of any committee. Committees must be formed by a majority vote of the Officers, and may include Officers, Qualified Members, or persons other than Qualified Members.

ARTICLE VII

Meetings

7.1 Officer Meetings: Officer meetings shall be held as often as necessary to conduct the affairs of the Corporation. Meetings shall be closed, except upon invitation by the President or majority of the Officers. No formal notice requirements are required to convene an Officer Meeting, except that the Secretary shall take steps that are reasonably calculated to give notice to all Officers of the meeting. This may include text message, phone calls, or emails. A quorum is constituted by a majority of the Officers. During an Officers meeting, a majority vote carries unless otherwise specified in these Bylaws.

7.2 General Meeting of Qualified Members: A general meeting of Qualified Members shall be held at least twice per year: once at the beginning of the Academic Year for the purposes of approving the Budget, and once at the end of the Academic Year for the purpose of electing Officers. General Meetings shall be open. A quorum is constituted by those who are in attendance and a majority vote carries unless otherwise specified in these bylaws. Notice of the General Meeting must be given one (1) week prior to the meeting and must include the time, date, place, and purpose of the meeting. Notice may be given by way of electronic writing, including email or text message.

7.3 Special Meetings: Special Meetings are not required but may be called by a majority vote of the Officers. Notice of a Special Meeting must be sent at least one (1) week prior to the meeting, and must include the time, date, place, and purpose of the meeting. Notice may be given by way of electronic writing, including email or text message.

7.4 Remote Attendance at Meetings: Officers may attend Officer meetings remotely through the use of video conferencing technology or telephone, so long as they may contemporaneously hear during the meeting. Officers may vote during Officer Meetings remotely so long as their votes may be taken contemporaneously when a vote is called. Qualified Members may attend General or Special Meetings remotely and may vote remotely so long as their votes may be taken contemporaneously when a vote is called.

ARTICLE VIII **Financial Policies**

8.1 Fiscal Year: The fiscal year of the Corporation begins June 1 and ends May 31 of the following year.

8.2 Banking: All funds shall be kept in a checking account in the name of Highland High School Orchestra Boosters. That account shall require two Officer signatures on each check and shall be held at a local financial institution agreed upon by the Officers. Approved signers may not be members of the same family. No employee of the District may be a signer on the account. Any use of electronic banking or debit cards shall conform with policies set forth by the District for booster/volunteer organizations.

8.3 Reporting: All financial activity shall be recorded in a computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and submit a financial report at all Officer and General meetings.

8.4 Ending Balance: The Corporation shall leave a minimum of \$50,000 in the treasury at the end of each fiscal year.

8.5 Budget: The Officers shall present in a General Meeting pursuant to paragraph 7.2 a budget of anticipated revenue and expenses for the year for approval. Qualified Members present constitute a quorum and majority vote carries to approve a budget. The budget stands until the next budget is approved. Minor amendments to the budget may be approved by the Officers and then ratified by Qualified Members at the final General Meeting. Any substantial deviation in the budget must be brought back to the Qualified Membership for amendment in a Special Meeting.

8.6 Contracts: Authority to sign contracts on behalf of the Corporation is limited to the President or the President's designee.

ARTICLE IX **Amendment of Bylaws**

9.1 Amendment to the bylaws may be proposed by any Officer or Qualified Member of the Corporation. Amendments must be approved by Qualified Members at a General or Special Meeting. Amendments to the bylaws require a two-thirds (2/3rds) vote of the Qualified Members present and voting. Notice of a meeting during which the bylaws may be amended must be given pursuant to paragraphs 7.2 or 7.3 herein.

ARTICLE X **Dissolution**

10.1 Upon Dissolution of the Corporation, the assets remaining after payment (or provision for payment) of all debts and liabilities of the Corporation shall be distributed for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code, or corresponding

section of any future tax code.

ARTICLE XI
Miscellaneous

11.1 Unless the context requires otherwise, Arizona law shall govern the construction of these Bylaws.

ENACTED this 18 day of October, 2023

Victoria R. Vega

Victoria Vega
President, Highland High School Orchestra Boosters