

**Bylaws of
Orange Grove Middle School
Family Faculty Organization**
an Arizona non-profit corporation

Article I.
Name and Purpose

Section 1. Name. The name of this organization shall be Orange Grove Middle School Family Faculty Organization, an Arizona non-profit corporation (the "Corporation").

Section 2. Purpose. This Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes of the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Code (or the corresponding provisions of any future United States internal revenue law). Specifically, the primary purpose of the Corporation is to: i) provide a medium of communication between Orange Grove Middle School (the "School) faculty and family on educational advances and current programs; ii) assist the School in the realization and coordination of educational programs necessary in providing students with up-to-date, state-of-the-art education; and iii) provide the School with money and personnel for student assistance and school needs. This Corporation will abide by all school board and administrative policies and procedures.

Article II.
Membership

Section 1. Family and Staff. Any adult who has a student(s) enrolled at Orange Grove Middle School and who is interested in the purposes of the Corporation shall qualify as a member of the Corporation. There shall not be more than two (2) members per family. Members of the School staff may also be members of the Corporation.

Section 2. General Meetings. General meetings of the members for any purpose whatsoever may be held when called by the President of the Corporation or by a vote of the members. There shall be at least three general meetings per year. One general meeting shall be held to approve an annual budget for the Corporation. Meetings may also be required for membership approval of specific grants as provided for in the annual budget. Meetings shall be conducted in accordance with Robert's Rules of Order.

Section 3. Notice of Meetings. Written notice of called meetings shall be posted in the School administrative office and/or the School newsletter not less than ten (ten) nor more than sixty (60) days before the meeting. Such notice shall state the time and place for holding the meeting and such other information as the President shall direct. If notice is not given, or is improperly given, attendance at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the

transaction of any business because the meeting is not lawfully called or convened. Any member may waive notice of any meeting by executing a written notice of waiver either before or after the time of the meeting

Section 4. Quorum. A majority of the members present at a general meeting shall constitute a quorum for the transaction of business. At no time shall faculty and administrative representation exceed family representation in attaining a quorum.

Section 5. Voting. All matters shall be decided by the vote of a majority of members present at that meeting at which a quorum is present. There shall be one vote per member. All members have the right to vote when they cannot attend meetings. By written or oral request to the Secretary of the Corporation, the member may obtain one ballot, for himself or herself only, in order to cast a vote on motions that require approval by the membership. Ballots must be turned in to the Secretary by the date and time stipulated on the ballot in order to be counted.

Article III. Officers

Section 1. Officers. Officers shall be elected at a general meeting of the membership. Nominations shall be solicited from the membership prior to the election. The Executive Committee will be responsible for recommending the annual slate of officers. Any number of offices may be held by the same person unless the articles of incorporation or these Bylaws provide otherwise. The officers of the Corporation shall include:

A. President. The President shall preside at, and prepare agendas for, all meetings of the membership and the Executive Committee. The President, or any other individual so authorized by the President, shall sign any contracts and agreements and all other instruments requiring execution on behalf of the Corporation. The President shall act as operating and directing head of the Corporation and shall appoint committee chairpersons. The President shall serve as a member of any and all district-wide family-faculty organizations.

B. President-Elect. The President-Elect shall attend all meetings of the Executive Committee and all meetings of the members and shall perform such duties as may be assigned by the President. The President-Elect shall have all the powers and perform all the duties of the President in case of temporary absence of the President or in case of the President's temporary inability to act. In case of the permanent absence or inability of the President to act, the President-Elect shall assume the office of the President.

C. Vice-President. There shall be as many Vice-Presidents as shall be determined by the membership from time to time, and they shall perform such duties as from time to time may be assigned to them.

D. Secretary. The Secretary shall record all votes and see that the minutes of all meetings of the members and the Executive Committee are kept. He or she shall have charge of all books, correspondence, mailings, contracts and other records of the Corporation, except the books of account, and in general shall perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned to him or her.

E. Treasurer. The Treasurer shall have general custody of all the funds and securities of the Corporation. The Treasurer shall see to the deposit of the funds of the Corporation in such bank(s) as the Executive Committee may designate. The Treasurer shall disburse funds as stated in the annual budget for the Corporation, taking proper vouchers for such distributions. Regular books of account shall be kept under his or her direction and supervision, and he or she shall render financial statements to the Executive Committee and general membership at proper times. The Treasurer shall have charge of the preparation and filing of such reports, financial statements, charitable acknowledgment letters to donors, and tax returns as may be required by law. The Treasurer shall coordinate the preparation of the annual budget to be submitted for approval to the members.

F. Grants Chairperson. The Grants Chairperson shall solicit, receive, review and verify grant requests from School staff, parents and students. (S)he shall present complete grant requests to the Executive Committee for a vote of whether such requests shall be forwarded to the general membership for approval. The Grants Chairperson shall coordinate with the Treasurer and grant recipients to insure grant fulfillment within the approved terms.

G. Past President. The immediate past-President will serve on the Executive Committee and perform such duties as designated by the current President or the Executive Committee.

H. Member(s)-at-Large. The Member(s)-at-Large shall be specifically appointed to serve on the Executive Committee. He or she shall perform such duties and have such powers as may be prescribed by the President or the Executive Committee.

Section 2. Executive Committee:

A. Officers and Principal. All officers shall serve on the Executive Committee. Additionally, legal counsel may serve on the Executive Committee, where appropriate, in a non-voting capacity. The principal of the School (the "Principal") shall also serve on the Executive Committee as a non-voting member.

B. Duties. The Executive Committee shall be responsible for directing, strategically planning, organizing and supporting the affairs of the Corporation, the Corporation committees and their functions. The Executive Committee shall ensure financial resources are available to support the Corporation and shall have the power to collect and receive all monies and property or business acquired, paid or transferred to the Corporation to be used for the purposes provided by the articles of incorporation; to employ necessary persons and to pay all necessary and reasonable expenses required to carry out the work of the Corporation. Additionally, the Executive Committee shall have power and authority to do any other lawful act which may be necessary or convenient and incident to carrying out the purposes for which this Corporation is formed.

C. Term of Office. The officers shall take office immediately upon their election, and shall serve for one year or until their successors are elected and qualified. Any officer elected may be removed by the members whenever, in their judgment, the best interests of the Corporation shall be served by removal. Except as otherwise specifically described in these

Bylaws, if the office of any officer becomes vacant for any reason, the vacancy will be filled as soon as possible by holding an election at a general meeting.

D. Meetings. The Executive Committee shall hold both regular and special meetings as is necessary to carry out the purposes for which this Corporation is formed. One-half (1/2) of the Executive Committee currently in office immediately prior to the start of the Executive Committee meeting shall constitute a quorum for the transaction of any business at a meeting of the Executive Committee. Meetings may be held in person, by means of conference telephone or similar communications equipment so that all persons participating can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting. Meetings of the Executive Committee may be held upon at least three days' notice to each member of the Executive Committee given either personally, by mail, facsimile, e-mail, or by telephone. Meetings shall be conducted in accordance with Robert's Rules of Order.

E. Action Without Meeting. Unless otherwise restricted by the articles of incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all members of the Executive Committee consent thereto in writing (including e-mail), and the writing(s) are filed with the minutes of proceedings of the Executive Committee.

F. Waiver of Notice. If notice is not given, or is improperly given, attendance at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any officer may waive notice of any meeting by executing a written notice of waiver either before or after the time of the meeting.

Article IV.

Committees

Section 1. Ad hoc Committees. Ad hoc committees may be formed and/or convened from time to time by the Executive Committee.

Section 2. Composition. The Executive Committee shall solicit members of all ad hoc committees from the membership of the Corporation. All appointments to membership on committees are for one-year terms to end at the end of the School year. The Executive Committee shall designate the Chair of each ad hoc committee. There are no term limits for appointment of a Chair to a committee.

Section 3. Duties of Committees. All committees are responsible for: 1. Establishing annual goals, objectives, and a written plan for the upcoming fiscal year necessary to carry on the committee's activities to benefit the Corporation, 2. Reporting progress and status to the Executive Committee on a monthly basis, and 3. Identifying needed committee members and recruiting new members as needed.

Article V.
Finances and Property

Section 1. Fiscal Year. The fiscal year shall begin on the first day of July and end on the last day of June of each year.

Section 2. Authorized Expenses.

- A. Solicitation of Funds. The necessary expenses of the Corporation shall be met from funds secured by solicitation or otherwise in accordance with said principles and policies pertaining to the raising of funds for charitable purposes. This Corporation shall control the raising and expenditures of all funds obtained for the purposes authorized.
- B. Financial Institution. All funds belonging to the Corporation, or handled on behalf of this Corporation, from whatever source and for whatever purpose received, shall be deposited to the credit of the Corporation at such financial institution(s) insured by the FDIC as may be selected and approved by the officers from time to time.
- C. Signatures Required. All checks written by the Corporation, demands for money or loans of the Corporation shall be signed by two authorized persons, including the Treasurer, the President, or such other officer(s) or person(s) as the Executive Committee may from time to time designate. The Corporation shall not lend money to or use its credit to assist the Corporation's officers.
- D. Allowed Expenditures. Spending will be subject to the limits described in the annual budget approved by the members. Any member of the Corporation may submit special requests for expenditures to the Executive Committee. Special requests shall be discussed and, if approved in a meeting of the general membership, incorporated into the annual budget of the Corporation. Only expenditures approved in the annual budget shall be incurred with the exception that, upon the recommendation of the Treasurer, the Executive Committee may approve an expenditure of up to \$250.00 for each and any item not specified within the annual budget. The Executive Committee shall not exceed a total of \$500.00 in non-budgeted expenditures during any one school year.
- E. Authorization. The Executive Committee may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and that authority may be general or confined to specific instances.

Article VI.
Amendments

These bylaws may be amended, repealed or altered, or substitute bylaws may be adopted, at any regular meeting of the membership by greater than a two-thirds vote of the members present, provided that the proposed amendments were submitted in writing to the members present for discussion at least one meeting prior to the meeting for which they are scheduled to be voted upon.

Article VII.
Indemnification

The Corporation shall indemnify its officers, employees, and agents against expenses incurred in actions by third parties or by or in right of the Corporation to the full extent permitted by and as provided in A.R.S. Section 10-3850 et seq, and shall defend its officers, employees, and agents against claims.

Article VIII.
Non-Discrimination Policy

The Corporation is committed to providing a forum free of all types of harassment and discrimination based on race, color, religion, national origin, sexual orientation, age, gender, marital status, physical or mental disability or veteran status. The Corporation prohibits and will not tolerate any unlawful harassment or discrimination within its membership, at any of its events, or in any of its business relationships, and will work to maintain an environment free from all forms of unlawful harassment or discrimination and to insist that all members of its community be treated with dignity, respect and courtesy.

Article IX.
Prohibition Against Sharing in Corporate Earnings

No officer, employee, member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes or reimbursement for necessary and reasonable out-of-pocket expenses.

Article X.
Conflicts of Interest

No contract or other transaction between the Corporation and its officers, members or persons related to them, or between the Corporation and any other person or entity in which its officers or members are financially interested or employed, shall be either void or voidable because of the relationship or interest, or because the officer or member is present or votes at the meeting that authorizes, approves or ratifies such contract or transaction, if either of the following apply:

A. The nature of such relationship or interest and all material facts known by the officer or member concerning the contract or transaction are disclosed or known to the group that authorizes, approves or ratifies the contract or transaction.

B. The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote on the matter at that time.

Article XI.
Dissolution of the Corporation

In the event of a change in the School boundaries or other reason for which the Corporation must be dissolved, a fair and equitable amount of remaining Corporation funds and resources may be divided among the family faculty organizations of the school remaining within Catalina Foothills District 16. "Fair and equitable" distribution will be determined by the Corporation prior to its dissolution and should be based on the particular circumstances involved. Monies should be allocated by the end of the relevant fiscal year.

The foregoing Bylaws were adopted by the Orange Grove Middle School Family Faculty Organization on:

Date: Oct. 24, 2013



President



Secretary