

BYLAWS OF PINNACLE HIGH BOOSTERS, INC.

ARTICLE I

NAME

The name of this corporation shall be PINNACLE HIGH BOOSTERS, INC. (the “Corporation”). The common and regularly-used nickname for this corporation shall be the “PARENTS OF PINNACLE” or “POP”.

Revision- Voted and Approved by Executive Committee 07-26-07

ARTICLE II

LOCATION

The principle office of the Corporation shall be located at 3535 East Mayo Boulevard, Phoenix, Arizona 85050, but meetings of the Executive Committee may be held at such places within or without the State of Arizona as may be designated by the Executive Committee.

ARTICLE III

PURPOSE

The Corporation is a broadly-based, private, non-profit community organization whose purpose is to support the education and the quality of life for the students, teachers and administration at Pinnacle High School and shall secure and distribute contributions and support from individuals, corporations, and foundations for the benefit of promoting excellence in education in the community served by Pinnacle High School, 3535 East Mayo Boulevard, Phoenix, Arizona 85050.

ARTICLE IV

MEMBERS

Section 1. Everyone connected to Pinnacle High School is a member of the PARENTS OF PINNACLE. “Connected” is defined in this document as, “any parent or guardian standing in loco parentis for a student at the school and any teacher or administrator currently employed at Pinnacle High School”.

Section 2: Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before a meeting to be considered a member in good standing with voting rights.

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ARTICLE V

EXECUTIVE BOARD OFFICERS AND ELECTIONS

The Officers of the Executive Board shall be a President, Vice President of Fundraising, Vice President of Events, Vice President of Teacher/Staff Appreciation, Vice President of Programs, a Secretary, a Treasurer, a Club Support Chairman, a Public Relations Chairman, a Scholarship Chairman and a Membership/Volunteer Coordinator Chairman. Any of these positions may be co-chaired. The co-chairs shall provide for the Board a description of the division of duties at the beginning of the term. The affairs of the Corporation shall be governed by the Executive board whose duties shall be to: 1) manage and administer the affairs of the Corporation; 2) approve the budget of the income and expenditure of funds to support the Corporation's goals, events and programs; 3) enter into such agreements as in its judgment will further and be consistent with the mission of the Corporation; 4) otherwise have and exercise all powers necessary and convenient to effect the purposes of the Corporation not inconsistent with the Articles of Incorporation, these Bylaws and Federal and State laws and regulations.

- a. President. The President shall preside over meetings of the organization and executive board, serve as primary contact for the principal, serve as an ex-officio member off all committees and coordinate the work of all the officers and committees in order that the purpose of the organization be served.
- b. Vice President of Fundraising: The Vice President of Fundraising shall organize and preside over all the "POP" fundraisers. He or she will coordinate the work of all the officers and committees to achieve the financial goals set by the Executive board in order that the purpose of the organization be served.
- c. Vice President of Events: The Vice President of Events shall organize and preside over all "POP" events. He or she will coordinate the work of all the officers and committees to achieve the financial goals set by the Executive board in order that the purpose of the organization be served.
- d. Vice President of Teacher/Staff Appreciation: The Vice President of Teacher/Staff Appreciation shall be responsible for the creation and implementation of the events/gifts/programs set by the "POP" Executive board for teachers and staff. He or she will meet with teachers/staff as needed to determine the needs and requests from said groups. The Vice President of Teacher/Staff Appreciation shall also perform other such duties as may be designed by the Executive board.

- e. **Vice President of Programs:** The Vice President of Programs is responsible for but not limited to the following: 1) the creation and implementation of special programs for students and parents at Pinnacle High School as they are suggested at the “POP” meetings; 2) coordinate with Stugo and PHS clubs to supplement their programs and events with “POP” support when requested to do so; 3) coordinate with the school’s administration in regards to securing guest speakers for “POP” meetings; 4) work with administration and board members in providing support as well as “POP” information at walk-through and/or Freshman orientation.
- f. **Secretary:** The Secretary shall keep all records of the organization, take and record minutes, prepare the agenda when asked, and handle correspondence. The secretary also keeps a notebook with a copy of the minute’s book, bylaws, and other supplies to the “POP” meetings, which may be regularly kept at the school. The Secretary shall also perform other such duties as may be designed by the Executive board.
- g. **Treasurer:** The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures and pay out funds in accordance with the approval of the Executive board. He or she will present a financial statement at every meeting; the Annual budget shall be presented and approved at the fall meeting; at other times of the year when requested by the Executive board and make a full report at the end of the fiscal year. The Treasurer shall be responsible for responsible for maintaining a liability insurance policy as outlined in Article IX of these Bylaws. In addition, he or she shall be responsible for the collection of data for the “POP” clubs to be submitted to a Certified Public Accountant for preparation of appropriate tax filings, including tax returns and for the oversight of the tax preparation process, as well as any regulatory filings including filings with the Arizona Corporation Commission. **The Treasurer shall also perform other such duties as may designed by the Executive board.**
- h. **Club Support Chairman:** Club Support Chairman shall be the board liaison between the “POP” group and the “POP” clubs. This shall include any programs approved by the Executive board as well as assist the Treasurer in the collection of financial reports for tax filings.
- i. **Public Relations/Information Chairman:** The Public Relations/Information chairman shall be responsible for the handling and distribution of all information and public relation work for the “POP” group. He or she will utilize the PHS website, auto-messaging, letters and other sources to get information out to those people connected to PHS. The PR/Information Chairman shall also perform other such duties as may designed by the Executive board.
- j. **Scholarship Chairman:** The Scholarship chairman shall organize, plan and distribute the “POP” scholarships to the senior students. He or she shall work directly with the President of this organization and the Treasurer to make sure the goals and financial arrangements are in place for these

awards. The certificates and presentation of these awards shall be the responsibility of this chairman.

- k. Membership/Volunteer Coordinator Chairman: This chairman shall be responsible for the School Directory as it is defined by the current Executive board, obtaining advertising within the directory and the distribution of the directory. Through attendance at walk-through registration, Open House and various other functions, he or she will promote “POP” participation and volunteerism. This chairman shall be knowledgeable in all “POP” events and functions and shall be dedicated to the “POP” philosophies.

- Section 1: Resignation from the Executive Board shall be in writing and submitted to all remaining members of the Executive Board.
- Section 2: Removal of an Executive Board member shall require a majority vote of the Executive Board. Removal shall be considered upon recommendation of any two or more Executive Board members for failure to fulfill responsibilities defined in these Bylaws or any Committee expectation agreement that may be entered into.
- Section 3: The Executive Board may appoint additional positions/committees as needed.
- Section 4: Vacancies occurring among the Executive board positions shall be filled by a majority vote of the Executive board then in office. The President can combine positions, when necessary in order to achieve the year’s goals and financial budgetary goals.
- Section 5: The term for each Executive board position shall begin effective on the day immediately following graduation at Pinnacle High School and end the following day of graduation for Pinnacle High School.
- Section 6: A majority of the current Executive Board members shall constitute a quorum for the transaction of business at any general, executive committee or special meeting.
- Section 7: Each Executive Board member shall be entitled to (1) one vote on each matter submitted for vote. Unless otherwise stated in the Bylaws, any action of a majority of the Executive Board members present and voting shall constitute the action of the Executive Board. If any position has co-chairpersons, they shall receive only one vote on the Executive Board. Any vacant board position shall retain no vote.

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ARTICLE VI

Meetings

- Section 1: Regular Meetings: There will be three regular meetings for this organization, one meeting for the fall, winter and spring semester. The schedule shall be set in the summer prior to the school year by the Executive Board. The meetings will be held at Pinnacle High School. At

the spring semester meeting, there will be the election of officers for the following year. Notice of all three meetings, dates and times shall be posted on the PHS website at least one week before the meeting.

Section 2: Regular and special Executive Board meetings may be called by the President or by any two members of the executive board. Previous notice of these meetings shall be sent to these members at least one week prior to the meeting, by email or phone calls.

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ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall commence on July 31 of each year and end on July 30 of the following year.

ARTICLE VIII

FINANCES

Section 1: A tentative budget shall be drafted prior to the fall semester meeting for each school year and approved by the majority vote of the members present.

Section 2: The Treasurer shall keep accurate records of any disbursements, income and bank account information.

Section 3: The Executive board shall approve all expenses of the organization.

Section 4: Two authorized signatures shall be required on each check over the amount of \$500. Authorized signers shall be the president, treasurer and principal.

Section 5: The treasurer shall prepare a financial statement at the end of the fiscal year which the Executive Board may elect to be reviewed by and special Audit committee.

Section 6: Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

Section 7: Each "POP" Club and their parent group may maintain a checking account at the bank designated by "POP". Each "POP" club/parent group who fall under the tax-exempt/non-profit status of "POP" will be required to complete a monthly form provided by "POP" and complete the financial records consistent with the fiscal year for the purpose of filing taxes. Such financial records shall be turned into the Treasurer after June 30 and no later than September 15 or by the due date set by the Treasurer. The "POP" organization shall provide assistance in these forms and records, when requested by the clubs. If IRS penalties are incurred, delinquent clubs will be charged by the Treasurer.

ARTICLE IX

INSURANCE

The Corporation shall carry general liability insurance in an amount with minimum limits of \$1,000,000. Any of these positions may be co-chaired. Such general liability and/or a separate additional policy must include coverage of the Executive board members of the Corporation. It shall be the responsibility of the Treasurer, in conjunction with the President, to make certain that such policies are renewed from year to year, remain in full force and effect, and copies of such policies are filed with the Paradise Valley Unified School District as required by such District.

ARTICLE X

PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order” (the simplest addition) shall govern meetings. A copy of these rules shall be available at the regular meetings.

ARTICLE XI

DISSOLUTION

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at a meeting.

ARTICLE XII

AMENDMENTS

These bylaws may be amended at any regular or special meeting, providing that previous notice was given to each Executive board member one week prior to the meeting. Notice may be given by postal mail, email or fax. Amendments will be approved by a majority vote of those present, assuming a quorum.

ARTICLE XIII

DONATIONS AND SPECIAL FUNDS

The Corporation shall have authority to receive donations from any source, including but not limited to, the Paradise Valley Unified School District No. 69, in cash or other property acceptable to the Executive board. The Executive board may accept donations subject to restrictions as to the uses and purposes for which the same may be applied or which limit the time, manner, amount, or other term of such application, provided that said uses and purposes do not violate the Corporation's Articles of Incorporation, these Bylaws or any applicable statute or rule of law.

The authority granted to the Corporation and the powers granted to the Executive board of the Corporation in this Article shall be deemed to be in addition to, and not in limitation to, the authority and powers otherwise granted to each of them.

ARTICLE XIV

CONFLICTING PROVISIONS

If any conflict between these Bylaws and the provisions of the applicable laws of the State of Arizona, or applicable federal law, as from time to time amended, or with any applicable regulation issued thereunder, such applicable law and/or regulation shall control. If any conflict between these Bylaws and the Articles of Incorporation, as from time to time amended, **the Executive Board will make the necessary changes to the Articles and** the Articles shall control.

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ARTICLE XV

INDEMNITY

Subject to the further provision hereof, the Corporation shall indemnify any and all existing or former directors, officers and employees against all expenses incurred by them, and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their duties as director, officer, or employee of the corporation, whether or not any settlement or compromise is approved by Court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is by or in the right of the Corporation or by any other person. Whenever any existing or former director, officer, employee or agent shall report to the President of the Corporation that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her an account of any action or omission alleged to have been committed by him or her while acting within the scope of their duties as director, officer, employee or agent of the Corporation, the Executive **Board** shall, as its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplate action,

such person acted, failed to act, or refused to act willingly or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action. Indemnification shall be automatically extended as specifically herein provided; however, the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or he in the action.

The power of indemnification under Arizona Revised Statutes shall not be denied or limited by these Bylaws.

CERTIFICATE OF SECRETARY

I, THE UNDERSIGNED, DO HEREBY CERTIFY THAT THE FOREGOING Bylaws were duly and regularly adopted as the Bylaws of said Corporation by the Directors and Officers of the Corporation on _____, 2007.

That I was duly elected and appointed to serve, and I did serve as Secretary of such Corporation.

In Witness Whereof, I have hereto subscribed my name on _____, 2007.

Secretary