

BYLAWS OF DESERT MOUNTAIN PARENT/TEACHER ORGANIZATION (DMPTO)

ARTICLE I

Structure of Corporation

Section 1.1 – Purpose. These Bylaws shall constitute the Bylaws of the Desert Mountain Parent/Teacher Organization (hereinafter referred to as the “Corporation, a corporation formed primarily for the following purposes:

- A. To promote the welfare of Desert Mountain youth in home, school and community.
- B. To create a closer relationship between home and school to enable parents and teachers to cooperate intelligently in the education of students attending Desert Mountain.
- C. To encourage a united effort between educators and the general public to secure the highest advantages in education for Desert Mountain students; and
- D. To cooperate with other local parent groups in the encouragement of public opinion favorable to the best interests of the children living within the Scottsdale School District.

Section 1.2 – Personal Application. The objectives of the Corporation, as set forth herein, will be promoted through an educational program directed toward parents, teachers and the general public within the Desert Mountain attendance area. All present or future parents, guardians, teachers and administrative officials within the attendance area who subscribe to the objectives through membership in the Corporation are subject to the regulations of these Bylaws as set forth herein.

Section 1.3 - Non-Profit Corporation. The Corporation is an Arizona not-for-profit corporation, and is organized and existing under and by virtue of the laws of the State of Arizona as same pertains to the application of corporate activities and the District. The Corporation shall be noncommercial, non-sectarian and non-partisan. The office of the Corporation shall be located at Desert Mountain High School; 12575 E Via Linda, Scottsdale AZ 85259 (the “Office”).

ARTICLE II

Membership and Voting Provisions

Section 2.1 – Membership. The Corporation shall conduct an annual enrollment of members; but may admit persons to membership at any time. Membership shall be open to all who subscribe to the objectives of the Corporation

Section 2.2 –Dues. Each member of the Corporation shall pay annual dues to the Corporation. The Corporation Board at the first Board meeting of the fiscal year shall establish the amount of these dues annually.

Section 2.3 – Majority. A “majority of Members: as used in these Bylaws shall mean those Members holding fifty one percent (51%) of the votes in the Corporation. A majority of the votes of Members present at any meeting shall 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.

ARTICLE III

Meetings of the Membership

Section 3.1 – Place. All Meetings of the Members shall be held at the Office, or at such other place and time as shall be designated by the Executive Board of the Corporation and stated in the notice of meeting.

Section 3.2 – Notices. It shall be the duty of the Secretary to prepare a notice of each annual or special meeting, stating the time and place thereof which shall be sent to each member, at least five (5) days prior to such meeting. Notices of any special meeting shall state the purpose thereof.

Section 3.3 – Annual Meeting. An Annual meeting of Members shall be held in the spring of each year, for the purpose of electing officers, reviewing reports of officers and committees, and transacting other business authorized to be transacted by the Members.

Section 3.4 – Special Meetings. Special meetings of the Members for any purpose or purposes may be called by the President or by the Vice President whenever deemed expedient or necessary. The President or Vice President shall call a special meeting of the Members when so requested by a majority of Members, or when so instructed by a majority of the Executive Board.

Section 3.5 – Quorum. At any meeting of the Members, whose Members entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation.

Section 3.6 – Voting. A Member entitled to vote may vote by proxy executed in writing by the Member. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Memberships held by a legal personal representative may be voted, in person or by proxy, by such representative.

Section 3.7 – Record Date. For the purpose of determining Members entitled to notice or to vote at any meeting of Members, or in order to make a determination of Members for any other purpose, the Executive Board, at its election, may provide that the Membership books shall be closed for a stated period, but not to exceed in any case fifteen (15) days prior to the event concerned.

ARTICLE IV

Executive Board (Officers)

Section 4.1 – Executive Officers. The principal officers of the Corporation shall be President, one or more Vice Presidents, a Secretary, and a Treasurer.

Section 4.2 – Term. The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

Section 4.3 – The President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Members and Executive Board. He or she shall, subject to the control of the Executive Board, have executive powers and general supervision over the affairs of the Corporation. The President shall have the power to appoint individuals to act as chairmen of standing committees and shall be an ex officio member of all standing committees, except the Nominating Committee.

Section 4.4 – Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election), shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Executive Board. The office of Vice President, while established by these Bylaws, may be filled or remain vacant is the sole discretion of the Executive Board. In the absence of affirmative action by the Executive Board, it shall be presumed that the office of Vice President shall remain vacant.

Section 4.5 – Secretary. The Secretary shall: (1) keep minutes of all meetings of the Executive Board and of all meetings of the Members; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be the custodian of the corporate records and of the seal of the Corporation; (4) keep a register of the names of all Members; (5) be responsible for all correspondence to and from the Corporation; and (6) in general, shall perform duties incident to the office of Secretary and such other duties as from time to time shall be assigned by the President or the Executive Board.

Section 4.6 – Treasurer. The Treasurer shall: (1) have charge and custody of and be responsible for all the funds and securities of the Corporation; (2) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all monies in the name of the Corporation to such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; (3) keep such regular books and accounts and may be necessary and appropriate for the orderly management of the Corporation's affairs, or have such books and accounts kept under his or her direction and supervision; (4) render statements of such accounts to the President, Board Members or Members when so requested; and (5) in general, perform all of the duties as from time to time shall be assigned by the President or Executive Board. Electronic payments are expressly prohibited and the Treasurer shall maintain

appropriate paper records of all transactions related to funds and securities of the Corporation. If required by the Executive Board, the Treasurer shall give bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Executive Board shall determine.

Section 4.7 – Assistant Offices. One or more offices of Assistant Vice President, Assistant Recording Secretary, Assistant Corresponding Secretary or Assistant Treasurer may from time to time be established by the Executive Board, and the persons appointed or elected to such offices shall assist in the performance of the duties of the designated office and such other duties as shall be assigned to them by the Vice President, Secretary or Treasurer, as the case may be, or by the President or the Executive Board.

Section 4.8 – Combination of Offices. Any two (2) of the offices hereinabove enumerated may be held by one and the same person if such person is so elected or appointed, except the offices of President and Secretary.

Section 4.9 – Nominating Committee. There shall be a Nominating Committee composed of five, but not less than three, members who shall be selected at least two (2) months prior to the election of officers. The committee shall elect its own chairperson. The Nominating Committee shall nominate an eligible person for each office to be filled and report its nominees in March and announce them in the school newsletter. Each candidate submitted shall be chosen by consensus of the members of the Nominating Committee. Additional nominations may be made by the Members present at the meeting, provided such nominees consent to hold office if elected.

ARTICLE V

Board

Section 5.1 – Membership. The Initial Board shall consist of at least three (3) Members who shall be named in the Articles of Incorporation. Thereafter, at each annual meeting of the Members, the Board shall be those officers who shall be elected for a period of one (1) year. The board shall consist of elected officers of the Corporation and those individuals appointed by the President to serve as chairmen of the Standing Committees.

Section 5.2 – Organizational Meeting. The organizational meeting of the Board shall be held at such place and at such time as shall be determined by the Executive Board.

Section 5.3 – Removal of Board Members. At any time after the first meeting of the Members any one or more of the Board Members may be removed by the affirmative vote of the Members casting not less than two-thirds (2/3) of the total votes present at such meeting, and a successor may then and there be elected to fill the vacancy.

Section 5.4 – Vacancies on the Board. If the position of any Board Member(s) becomes vacant by reason of resignation, retirement, disqualification, removal from office, disability or otherwise, a majority of the remaining Board Members, though less than a quorum, shall choose a successor or successors, who shall serve for the balance of the unexpired term.

Section 5.5 – Disqualification and Resignation of Board Members. Any Board Member may resign at any time by sending written notice of such resignation to the office of the Corporation, delivered to the Secretary. Unless otherwise specified therein,

such resignation shall take effect upon receipt by the Secretary. In the event a Board Member ceases to be a Member as described in Section 2.1 of these Bylaws, the Board Member shall immediately and automatically be removed from office.

Section 5.6 – Regular Meetings. The Executive Board may establish a schedule of regular meetings to be held at such time and place as the Executive Board may designate. Notice of such regular meetings shall nevertheless be given to each Member personally or by mail, at least five (5) days prior to the day named for such meeting.

Section 5.7 – Powers and Duties. The Board shall have the powers and duties necessary for the administration of the affairs of the Corporation. These powers shall include the following:

- A. To establish and collect dues from its Members (the “Dues”), and use and expend the Dues to carry out the purposes and powers of the Corporation;
- B. To employ, dismiss and control the personnel necessary for the operation of the Corporation, including the right and power to employ attorneys, accountants, contractors and other professionals as the need arises;
- C. To engage in the management of the business affairs of the Corporation;
- D. To use and disburse the proceeds of Dues in the exercise of its powers and duties;
- E. To enforce by legal means, if necessary, the provisions of the Articles of Incorporation, the Bylaws and rules and regulations of the Corporation, if any, and other documents and laws respecting the Corporation;
- F. To create and supervise such Standing Committees from the Members as they shall deem necessary and appropriate.

Section 5.8 – Special Meetings. Special meetings of the Board may be called by the President on three (3) days notice to each Board Member, given personally or by mail, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the board shall be called by the President or Secretary in like manner or on like notice on the written request of at least two-thirds (2/3) of the Board Members.

Section 5.9 – Waiver of Notice. Before or at any meeting of the Board, any Board Member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Board Member at any meeting of the Board shall be a waiver of notice by him or her of the time and place thereof. If all the Board Members are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 5.10 – Board Quorum. At all meetings of the Board, at least five (5) of the Board Members shall constitute a quorum for the transaction of business, and the acts of the majority of the Board Members present at an meeting at which a quorum is present shall be the acts of the Executive Board. If at any meeting of the Board, there should be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 5.11 – Fidelity Bonds. The Board may require that all Officers and employees of the Corporation handling or responsible for Corporation funds shall furnish adequate fidelity bonds or coverage. The Corporation shall pay the premiums on such bonds or coverage.

ARTICLE VI

Fiscal management

Section 6.1 – Depositories. The funds of the Corporation shall be deposited in such banks and depositories as may be determined by the Executive Board from time to time, upon resolutions approved by the Executive Board, and shall be withdrawn only checks and demands for money signed by the President or Treasurer of the Corporation. In no event shall the payee and the signor be the same person. Any single expenditure exceeding the sum of two hundred dollars (\$200.00) which has not already been included in an approved Budget must be first approved by the Executive Board.

Section 6.2 – Determination of Dues. The Board shall cause to be prepared an estimated annual Budget for each fiscal year of the Corporation. Such Budget shall take into account the estimated cash requirements for the year. The annual Budget shall also take into account the estimated net available cash income for the year from the operation or use of any fundraising activities. The annual Budget shall also provide for a reserve for contingencies for the year. To the extent that the Dues and other cash income collected from the members during the preceding year shall be more or less than the expenditures for such preceding year the surplus or deficit, as the case may be, shall be taken into account in determining the annual Budget.

Section 6.3 – Budget. The estimated annual Budget for each fiscal year shall be approved by the Board, and copies thereof may be furnished by the Board to each Member upon request.

Section 6.4 – Records. The Board shall cause to be kept accurate records in chronological order of the receipts and expenditures specifying and itemizing the expenses incurred. Payment vouchers may be approved in such manner as the Board may determine. All records and vouchers authorizing payments shall be available for examination by the Members at convenient hours designated by the Board.

Section 6.5 – Fiscal Year. The initial Fiscal year of the Corporation shall begin on June 8, 1995 and end on June 30, 1996. Subsequent Fiscal years shall begin on July 1st of each year, and shall end on June 30th. The commencement date of the Fiscal year herein established shall be subject to change by the Board should Corporation practice subsequently dictate.

Section 6.6 – Books of Account. Books of Account of the Corporation shall be kept under the direction of the Treasurer on a consistent basis in accordance with generally accepted accounting practices, and shall be audited annually in the manner designated by the Executive Board.

Section 6.7 – Contracts: the President and one Executive Board member must sign all contracts entered into on behalf of the Corporation. Unless the essential terms of a proposed contract are identical to the prior year's agreement, all proposed contracts must be supported by a minimum of three (3) bids from vendors of the product or service that

is the subject of the contract. No Member shall negotiate or enter into a contract on behalf of the Corporation in which the Member has a substantial interest without the express written permission of the President and one Executive Board member following written disclosure of the interest. For purposes of this section, “substantial interest” means any pecuniary or proprietary interest, either direct or indirect, in the subject matter of the contract.

ARTICLE VII

Amendments of the Bylaws

Section 7.1 – Amendment. These Bylaws may be altered, amended or added to by the affirmative vote of two thirds (2/3) of the Members present and entitled to vote or at any duly called meeting of the Members; provided notice of the meeting containing a statement of the proposed amendment shall have been given to each Member entitled to vote at least thirty (30) days prior to such meeting.

Section 7.2 – Inconsistencies. Notwithstanding the foregoing, these Bylaws shall not be amended to contain any provision which would be contrary to or inconsistent with the Articles of Incorporation as in effect and any provisions of or purported amendment to these Bylaws which is contrary to or inconsistent with the Articles of Incorporation shall be void to the extent of such inconsistencies.

ARTICLE VIII

Indemnification

The Corporation shall indemnify every Officer and every Board Member, his or her heirs, executors, administrators, against all loss, cost and expense, reasonably incurred by him or her in connection with any action, suit or proceeding to which he may be made a party, by reason of his or her being or having been an Officer or Board Member of the Corporation, including reasonable matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Officer or Board Member may be entitled.

ARTICLE IX

Construction

Any discrepancies or conflicts between the provisions of the Arizona Revised Statutes or applicable law, the Articles and Bylaws, and the rules and regulations of the Corporation, if any, shall, unless otherwise provided, be resolved by giving priority first to the Arizona Revised Statutes or applicable law, second to the Articles, third to the Bylaws, and fourth to the rules and regulations, if any.

ARTICLE X

Property Funds and Titles

All funds and titles of all properties acquired by the Corporation and the proceeds thereof shall be held in trust for the Members of the Corporation.

These Bylaws are hereby adopted by the Acting Officers of Desert Mountain PTO at Scottsdale, Arizona on this 6th day of May 2008, as authorized by the Members of this Association on May 6, 2008.

(Acting Co-President) Mauri Collins

(Acting Co-President) Claire Harbottle

(Acting 1st Vice President) Sandy DeJohn

(Acting 2nd Vice President) Blaire Boysen

(Acting 3rd Vice President) Carolyn Attal

(Acting Secretary) Carol Moench