

**AMENDED AND RESTATED BYLAWS  
OF  
LAGUNA PARENT TEACHER ORGANIZATION, INC.**

**ARTICLE I**

**OFFICES**

Section 1. **Organization.** Laguna Parent Teacher Organization, Inc. (the “Corporation”) is a nonprofit corporation organized under the laws of the State of Arizona. The purpose of the Corporation will be to promote the welfare and education of Laguna Elementary School youth in home, school and community.

Section 2. **Offices.** The Corporation may maintain a principal office and other offices, as determined by the board of directors or as the business of the Corporation may require from time to time where all business of the Corporation may be transacted.

Section 3. **Known Place of Business.** The known place of business of the Corporation, as required by A.R.S. Section 10-3501 to be maintained in the State of Arizona, may, but need not, be identical with the office of its statutory agent in the State of Arizona.

**ARTICLE II**

**BOARD OF DIRECTORS**

Section 1. **Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under, the direction of the board of directors (“Board of Directors” or “Board”), subject to any limitation set forth in these Bylaws.

Section 2. **Qualification and Number.** All directors of the Corporation (“Directors”) shall be natural persons of at least eighteen (18) years of age, but need not be residents of the State of Arizona. Each Director must be the parent or legal guardian of a child attending Laguna Elementary School during the school year in which such Director serves. The Board of Directors shall consist of such number of Directors, not fewer than five (5) nor more than fifteen (15), as may be determined from time to time by the Board. The Principal of Laguna Elementary School may be an observer on the Board.

Section 3. **Election of Directors.**

(a) The Nominating Committee shall prepare in writing a list or slate of nominees of not less than the number of openings on the Board of Directors consisting of qualified and eligible individuals to serve as members of the Board. This slate shall be prepared no later than sixty (60) days prior to the date of the election. The Nominating Committee shall enlist the aid of the Secretary to gather names of potential nominees by publishing a request in the school newsletter for parents to submit nominees for the Board. Each nominee submitted shall be chosen by consensus of the members of the Nominating Committee.

(b) Election of the Board of Directors shall occur on or before May 31 of each year. The elections shall be held pursuant to written ballot and one (1) ballot shall be issued to the chairperson of each Committee (“Committee Chairperson”) and the current Directors present at the meeting. In addition, the Board may provide for votes to be cast electronically or by an absentee ballot, so that Directors and Committee Chairpersons not in attendance at the meeting still have the opportunity to vote. Each Committee Chairperson shall be entitled to one (1) vote notwithstanding the number of Committees for which such person serves in a chairperson capacity. Any qualified individual not selected by the Nominating Committee may, if desired, have his/her name placed in nomination as a write-in candidate when nominations for the Board are opened to the floor at the meeting. Directors are elected by a plurality of the votes cast by the Committee Chairpersons and Directors entitled to vote in the election at a meeting at which a quorum is present.

Section 4. **Term of Office.** The term of each Director is one (1) year. Directors may be elected for successive terms; however, unless approved by majority of the Board of Directors, a Director shall not serve on the Board for more than three (3) consecutive years. The term of the Treasurer is limited to (2) consecutive years. A decrease in the number of Directors or term of office does not shorten the term of any incumbent Director. The term of a Director elected to fill a vacancy expires at the next meeting at which Directors are elected. Despite the expiration of a Director's term, a Director shall continue to hold office until the Director's successor is elected and qualifies, until the Director's resignation or removal or until there is a decrease in the number of Directors.

Section 5. **Resignation.** A Director may resign at any time by delivering written notice to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. The acceptance of a resignation is not necessary to make it effective.

Section 6. **Removal.** A Director may be removed at a meeting called expressly for that purpose where quorum is present, by a vote of a majority of the Directors. In the event that a Director has three (3) unexcused absences from regular Board meetings, such Director's position shall be deemed vacant, and may be filled as set forth in Section 7 below.

Section 7. **Vacancies.** Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled by the affirmative vote of the majority of the remaining Directors, although less than a quorum, or by a sole remaining Director, at a special, regular or annual meeting.

Section 8. **Reimbursement.** Directors, Committee Chairpersons, and members of any Committee shall be entitled to reimbursement for reasonable expenses incurred in connection with their services as Directors, Chairpersons and members of any such Committee, as may be approved from time to time by the Board.

Section 9. **Regular and Special Meetings.** Meetings of the Board of Directors, regular or special, shall be held at such time, on such day, and at such place as the President shall designate, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person.

Section 10. **Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all Directors consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 11. **Notice.** All regular and special meetings of Board of Directors shall be preceded by at least two (2) days' notice of the date, time and place of the meeting to each Director, except for emergency situations in which there is not sufficient time to provide such notice. The President, a member of the Executive Board or twenty percent (20%) of the Directors then in office may call and give notice of a special meeting of the Board.

Section 12. **Waiver of Notice.** A Director may waive any notice of a meeting before or after the date and time stated in the notice. Except as in the case of attendance at or participation in a meeting, the waiver shall be in writing, signed by the Director entitled to the notice and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director promptly objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 13. **Quorum and Voting.** A quorum of the Board of Directors consists of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board, unless the Articles of Incorporation or these Bylaws require the vote of a greater number of Directors.

Section 14. **General Standards for Directors.** A Director's duties, including duties as a member of a Committee shall be discharged (a) in good faith, (b) with the care an ordinary prudent person in a like position would exercise under similar circumstances, and (c) in a manner the Director reasonably believes to be in the best interests of the Corporation.

**ARTICLE III**  
**COMMITTEES**

Section 1. **Committees.** The Board of Directors may create one or more committees (“Committees”) and may appoint members of the Board and/or members of the school community to serve on them. Each Committee shall have one (1) or more members, including a Committee Chairperson, and each member of a Committee shall serve at the pleasure of the Board. The Board may designate one (1) or more individuals as alternate members of any Committee who may replace any absent member at any meeting of the Committee.

Section 2. **Resignation.** A Committee Chairperson or Committee member may resign at any time by delivering written notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. The acceptance of a resignation is not necessary to make it effective.

Section 3. **Committee Authority.** Each Committee may exercise the authority of the Board of Directors to the extent specified by Board Resolution, the Corporation Operating Agreement, or in these Bylaws; provided, however, a Committee shall not (a) authorize distributions, (b) fill vacancies on the Board, or (c) adopt, amend or repeal these Bylaws.

Section 4. **Nominating Committee.** There shall be a Nominating Committee comprised of the Secretary, (a) two members of the Board of Directors, as chosen by the Board; (b) the Principal of Laguna Elementary School, and; (c) two Committee Chairpersons chosen by a majority vote of all of the Committee Chairpersons. The Nominating Committee shall elect its own chairperson. The Nominating Committee shall prepare a slate of nominees qualified to serve as members of the Board of the Corporation as provided in Article II, Section 3 hereof.

Section 5. **Regular and Special Meetings.** In the event a Committee has more than one (1) member, meetings of such Committee, regular or special, shall be held at such time, on such day, and at such place as the Committee Chairperson of such Committee shall designate, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person.

Section 6. **Action Without a Meeting.** Any action required or permitted to be taken by a Committee at a meeting may be taken without a meeting if all Committee members consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 7. **Notice.** In the event a Committee consists of more than one (1) member, all regular and special meetings of such Committee shall be preceded by at least two (2) days’ notice of the date, time and place of the meeting to each Committee member, except for emergency situations in which there is not sufficient time to provide such notice. The Committee Chairperson or someone designated by the Committee Chairperson may give notice of a meeting of the Committee.

Section 8. **Waiver of Notice.** A Committee member may waive any meeting notice before or after the date and time stated in the notice. Except as in the case of attendance at or participation in a meeting, the waiver shall be in writing, signed by the Committee member entitled to the notice and filed with the minutes or corporate records. A Committee member’s attendance at or participation in a meeting waives any required notice to that Committee member of the meeting unless the Committee member promptly objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 9. **Quorum and Voting.** A Quorum of a Committee consists of a majority of the Committee members. If a quorum is present when a vote is taken, the affirmative vote of a majority of Committee members present is the act of the Committee.

Section 10. **General Standards for Committee Members.** The duties as a member of a Committee shall be discharged (a) in good faith, (b) with the care an ordinary prudent person in a like position would exercise under

similar circumstances, and (c) in a manner the Committee member reasonably believes to be in the best interests of the Corporation.

## ARTICLE IV

### OFFICERS/EXECUTIVE BOARD

Section 1. **Number, Qualifications and Designation.** The officers of the Corporation (“Officers”) shall be appointed by the Board of Directors. The same individual may simultaneously hold more than one office in the Corporation. Officers may, but need not, be Directors of the Corporation.

Section 2. **Executive Board.** The Officers described below in Sections 6, 7, 8 and 9 hereof shall comprise the Executive Board. The authority of the Executive Board is outlined in the Corporation Operating Agreement. A quorum of the Executive Board consists of a majority of the Executive Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of Executive Board members present is the act of the Executive Board. All regular and special meetings of the Executive Board shall be preceded by at least two (2) days’ notice of the date, time and place of the meeting to each Executive Board member, except for emergency situations in which there is not sufficient time to provide such notice.

Section 3. **Term.** An Officer shall hold office until that Officer’s successor is duly elected and qualified, or until the earlier of such Officer’s death, resignation or removal. Unless approved by the majority of the Board of Directors, an Officer shall not hold the same office for more than three (3) consecutive years. The term of the Treasurer is limited to (2) years. The appointment of an Officer does not itself create contract rights.

Section 4. **Duties of Officers.** Each Officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an Officer authorized by the Board to prescribe the duties of other Officers.

Section 5. **Standards of Conduct for Officers.** An Officer’s duties shall be discharged (a) in good faith, (b) with the care an ordinary prudent person in a like position would exercise under similar circumstances, and (c) in a manner the Officer reasonably believes to be in the best interests of the Corporation.

Section 6. **The President.** The Board of Directors shall appoint a President. The President shall have general supervision over the business and operations of the Corporation and shall perform all duties incident to the office of President, subject to the control of the Board. The President may sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other proper instruments, except in cases where the Board delegates to, or authorizes the signing and execution thereof, by some other Officer or agent of the Corporation.

Section 7. **The Vice Presidents.** The Board of Directors shall appoint a Vice President of Academic Programs and a Vice President of Major Fundraisers. Each such Vice President shall perform all duties incident to their office and such other duties as from time to time may be assigned to them by the Board.

Section 8. **The Secretary.** The Board of Directors shall appoint a Secretary. Unless the Board determines otherwise, the Secretary shall (a) to the extent possible attend all meetings of the Board, (b) to the extent possible, record all the votes of the Directors and prepare the minutes of the meetings of the Board, the Executive Board, and the Committees in a book or books to be kept for that purpose, (c) see that notices are given and records and reports are properly kept and filed by the Corporation as required by law, (d) authenticate records of the Corporation, and, in general, (e) perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board.

Section 9. **The Treasurer.** The Board of Directors shall appoint a Treasurer. Unless the Board determines otherwise, the Treasurer shall (a) have or provide for the custody of the funds and other property of the Corporation and keep accurate records thereof, (b) collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Corporation, (c) whenever so requested by the Board, render an

accounting showing the transactions accounted for as Treasurer and the financial condition of the Corporation, and, in general, (d) perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned by the Board.

Section 10. **Other Officers.** The Board of Directors may appoint such other Officers as the business of the Corporation may require. The Board shall have the discretion to determine whether such additional Officers serve on the Executive Board.

Section 11. **Resignations.** An Officer may resign at any time by delivering notice to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date or event and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An Officer's resignation does not affect the Corporation's contract rights, if any, with the Officer.

Section 12. **Removal.** An Officer may be removed, with cause, at a meeting called expressly for that purpose where quorum is present, by a vote of a majority of the Directors. An Officer's removal does not affect the Officer's contract rights, if any, with the Corporation.

Section 13. **Vacancies.** A vacancy in any office shall be filled by the Board of Directors.

Section 14. **Reimbursement For Expenses.** Officers may receive reimbursement of reasonable expenses incurred in the performance of such Officer's duties.

## ARTICLE V

### CORPORATE RECORDS

Section 1. **Corporate Records.** The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board without a meeting, a record of all actions taken by the Executive Board, and a record of all actions taken by a Committee on behalf of the Corporation.

Section 2. **Accounting Records.** The Corporation shall maintain appropriate accounting records. Per insurance requirements, the organization must conduct an annual audit of the books by an audit committee or qualified accountant and the monthly bank statement must be opened/reviewed by someone who does not have authorization to sign checks.

Section 3. **Form of Records.** The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 4. **Scope of Records.** The Corporation shall keep a copy of all of the following records at its known place of business:

- (a) The Articles of Incorporation and all amendments to them currently in effect;
- (b) These Bylaws and all amendments to them currently in effect;
- (c) A list of the names and business addresses of the Corporation's current Directors and Officers; and
- (d) The most recent annual report delivered to the Arizona Corporation Commission.

## ARTICLE VI

### CONTRACTS, LOANS, CHECKS & DEPOSITS

Section 1. **Contracts.** The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a duly adopted resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan and for the repayment of such loan.

Section 3. **Checks and Other Instruments.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

## ARTICLE VII

### AMENDMENT OF BYLAWS

These Bylaws may be amended by a vote of a majority of all Directors then in office.

## ARTICLE VIII

### NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or Officers. The Corporation may contract in due course with its Directors and Officers without violating this provision.

## ARTICLE IX

### AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS

Section 1. **Affiliated Transactions.** Any contract or other transaction between the Corporation and Interested Persons (as hereinafter defined), including the sale, lease or exchange of property to or from Interested Persons, the borrowing of monies from Interested Persons by the Corporation or the payment of compensation by the Corporation for services provided by Interested Persons, presented to the Board of Directors for authorization, approval or ratification shall require the Interested Person to make a prompt and full disclosure of his interest to the Board prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such Interested Person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest. As used herein, the term "Interested Persons" shall mean any Director or Officer of the Corporation, or any corporation, firm, association or other entity in which one or more of the Corporation's Directors or Officers are directors, officers or members or are financially interested.

The Board shall thereupon determine, by a vote of a majority of the Directors then in office, whether the disclosure shows that a conflict exists or can reasonably be construed to exist. If a conflict is deemed to exist, such

Interested Person shall not vote on, use his personal influence on, or participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction.

Section 2. **Determining Quorum.** Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee that authorizes, approves or ratifies the contract or transactio

**CERTIFICATION**

I hereby certify that the foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors of the Corporation.

\_\_\_\_\_  
Krisse B. Kelly, President

DATE: \_\_\_\_\_