

Doolen GATE Booster Club : Bylaws

ARTICLE I – NAME AND LOCATION

Section 1.1 Name:

The name of the organization shall be Doolen GATE Booster Club.

Section 1.2 Location:

The location of the facilities shall be in Tucson, AZ.

ARTICLE II – NONPROFIT PURPOSES

Section 2.1 Internal Revenue Code (IRC) Section 501(c)(3) Purposes:

Doolen GATE Booster Club is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2.2 Specific Objectives and Purposes:

The specific objectives and purposes of Doolen GATE Booster Club shall be:

- To provide financial support for the Doolen GATE 6th, 7th and 8th grade program. The club members and board will do so by collecting and disbursing student fees for approved activities and conducting annual fundraisers specifically for the Doolen GATE program.
- To enhance the student GATE experience; it is not intended to replace established TUSD funding. Funds raised outside of voluntary student fees can be approved for activities, field trips and other endeavors approved by the club that enhance the student GATE experience while at Doolen.

ARTICLE III – GOVERNING BOARD

Section 3.1 Number:

The Governing Board (Board) will consist of not less than three (3) and not more than five (5) members.

Section 3.2 Term:

Each Board member shall hold office for a period of 2 years and until his/her successor is elected and qualifies. Board members may be elected to serve multiple consecutive terms of office.

Section 3.3 Duties:

It shall be the duty of the Board to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 3.4 Powers:

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 3.5 Compensation:

Members of the Board shall receive no compensation for their services as members of the Board. With Board approval, trustees may be reimbursed for out-of-pocket expenses incurred on approved Board business. Trustees must present receipts for all such expenses, which shall be for the trustee only, and shall be itemized and documented. Such expenses must be approved by a motion of the Board at the meeting immediately following the expenditure(s). Each year, at the annual meeting, the Board shall set a schedule of allowable charges for meals, lodging, and mileage expended on Board business. Reimbursements shall not exceed these limitations.

Section 3.6 Vacancies:

In the event of dismissal or resignation from the Board, volunteers to serve the remainder of the term of any particular seat will be asked to apply. A volunteer will be selected by a vote of the Board from those interested.

Section 3.7 Resignation and Removal:

Any Board member may resign at any time by giving written notice to President of the Board. Such resignation shall take effect at the time specified therein; and unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of the Board may be removed at any time, with or without cause, by an affirmative vote of a quorum of the remaining Board members, whenever, in their judgment the best interests of ACPA are served by the removal.

ARTICLE IV – ELECTIONS

Section 4.1 Elections:

Elections of Board members will be held annually on the third Wednesday of September. Elections will be held from 6 p.m. to 7 p.m. at Doolen. Elections shall be conducted using secret ballots. All elections will be confirmed by an affirmative vote of a majority of the Board members. Newly elected Board members shall assume office at the first Board meeting following their election.

ARTICLE V - MEETINGS OF THE BOARD

Section 5.1 Place of Meeting:

Meetings shall be held at the principal office of the Doolen GATE Booster Club unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board.

Section 5.2 Regular Meetings:

The Board will meet at least once a quarter to discuss Doolen GATE Booster Club operations and to hear reports and updates from Board members to consider and to adopt or change policy, and to consider requests and concerns from parents, students and teachers. Board members have equal weight when voting for changes to school policy, approving budgets, etc. All actions taken by the Board will require a majority vote.

Section 5.3 Special Meetings:

Special meetings of the Board may be called by the chairperson of the board, the president, the secretary, the treasurer, by any two members, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 5.4 Notice of Meetings:

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board:

- a. Regular Meetings. No notice need be given of any regular meeting of the Board.
- b. Special Meetings. At least two days prior notice shall be given by the secretary of the corporation to each member of the Board of each special meeting of the board. Such notice may be oral or written, may be given personally, by email, by telephone or by text message, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email or text, the

member to be contacted shall acknowledge personal receipt of the email or text notice by a return message or telephone call within twenty-four hours of the first email or text message.

- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any member of the Board of Doolen GATE Booster Club under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5.6 Quorum:

For meeting and voting purposes, a quorum shall consist of a majority of the seated Board members.

Section 5.7 Manner of Acting:

The act of a majority of the Members of the Board present at a meeting at which a quorum is present shall be the act of the Board.

Section 5.8 Non-liability of Members of the Board:

The members of the Board shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VI - OFFICERS

Section 6.1 Officers:

The Officers of the Board shall consist of a President, Secretary and Treasurer.

Section 6.2 Elections and Term:

Officers shall be elected by the Board, at any time and shall serve until the meeting following the next annual election of the Board and until their successors are elected and qualified or until their earlier deaths, resignations or removals.

Section 6.3 Vacancies:

Any vacancy among the Officers shall be filled by the Board. Any Officer appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 6.4 President:

The President shall be the executive officer of the Governing board. The President shall, in general, supervise and control all of the business and affairs of Doolen GATE Booster Club, and shall see that all orders and resolutions of the Board are carried into effect. He or she shall preside at all meetings of the Board. The President shall execute contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other Officer or agent of Doolen GATE Booster Club. In general, the President shall perform all duties and may exercise all rights as are incident to the office of President of the Board and such other duties as may be prescribed by the Board or these Bylaws.

Section 6.5 Secretary:

The Secretary shall cause notices of all meetings to be served to all members of the Board and shall keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the current meeting. The Secretary shall keep the Seal of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board or by these bylaws.

Section 6.6 Treasurer:

The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board. The treasurer shall receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. The treasurer shall disburse, or cause to be disbursed, the funds of the

corporation as may be directed by the Board, taking proper vouchers for such disbursements. The treasurer shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The treasurer shall exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor. The treasurer shall render to the president and member of the Board, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation. The treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The treasurer shall in general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

Section 6.7 Resignation and Removal:

Any Officer may resign at any time by giving written notice to the President or Secretary of the Board. Such resignation shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed at any time, with or without just cause, by an affirmative vote of a quorum of the Board members whenever, in their judgment, the best interests of Doolen GATE Booster Club are served by the removal.

ARTICLE VII – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 7.1 Execution of Instruments:

The Board, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 7.2 Checks and Notes:

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 7.3 Deposits:

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 7.4 Gifts:

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE VIII – IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 8.1 Limitations on Activities:

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 8.2 Prohibition Against Private Instrument:

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 8.3 Distribution of Assets:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 8.4 Private Foundation Requirements and Restrictions:

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IX – AMENDMENT OF BYLAWS

Section 9.1 Amendment:

The Governing Board shall have power to make, adopt, alter, amend and repeal, from time to time, By-Laws of the Corporation.

ARTICLE X – INDEMNITY

- (a) Any person made a party to any action, suit or proceeding, by reason of the fact that he, his testator or intestate representative is or was a member of the Board, officer or employee of the Corporation or any Corporation in which he served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceedings, or in connection with appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such officer, member of the Board or employee is liable for negligence or misconduct in the performance of his duties
- (b) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or member of the Board or employee may be entitled apart from the provision of this section.

The amount of indemnity to which any Officer of the Board or any Board member may be entitled shall be fixed by the Governing Board, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of American Arbitration.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 5 preceding pages, as the bylaws of this corporation.

Dated: 10/25/2018



Apri Brumley

Sunny Steadler



Michelle O'Leary
