

**THIRD AMENDED BYLAWS  
OF  
HORIZON HIGH SCHOOL BOOSTERS, INC.**

**ARTICLE I**

**NAME**

The name of this corporation shall be HORIZON HIGH SCHOOL BOOSTERS, INC (the "Corporation").

**ARTICLE II**

**LOCATION**

The principal office of the corporation shall be located at 5601 East Greenway, Scottsdale, Arizona 85254, but meetings of the Board of Directors may be held at such places within and outside of the State of Arizona as may be designated by the Board of Directors.

**ARTICLE III**

**PURPOSE**

The Horizon High School Boosters, Inc. is a broadly-based, private, non-profit community organization whose purpose is exclusively educational and charitable and is to secure and distribute contributions and support from individuals, corporations, and foundations for the benefit of promoting excellence in education in the community served by Horizon High School, 6501 East Greenway, Scottsdale, Arizona 85254.

**ARTICLE IV**

**MEMBERS**

This corporation shall have no members.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

#### **Section 1:**

The affairs of Horizon High School Boosters, Inc. shall be governed by a Board of Directors whose duties shall be to:

- 1.1 Manage and administer the affairs of the corporation;
- 1.2 Approve the budget of the income and expenditure of funds to support the Corporation's programs;
- 1.3 Enter into such agreements as in its judgment will further and be consistent with the mission of the Corporation;
- 1.4 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.

#### **Section 2:**

**Number of Directors:** The number of directors shall be equal to the elected officers plus a representative from each viable parent group operating on campus, which are required to send a representative to the Board of Horizon High School Boosters, Inc., plus the chairman of Horizon Grad Nite, Website, Grants, the immediate Past President, and any other chairmen of standing committees.

#### **Section 3:**

**Terms of Office:** Elected directors shall serve for a term of one (1) year or until a successor is elected. The Presidents term is two years. Nominations for elected offices may be submitted by a nominating committee appointed by the President, or by the President, or from the floor at the April meeting of Horizon High School Boosters, Inc. Elections for such Board positions will be held at the May meeting and elected officers shall take office effective June 1 thereafter. The term of the Immediate Past President will also begin on June 1 following elections and continue for one (1) year thereafter.

#### **Section 4:**

**Vacancies:** Except as otherwise stated in these Bylaws, any vacancy occurring among the elected members of the Board of Directors shall be filled by a majority vote of the directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

#### **Section 5:**

**Resignations:** Resignations from the Board shall be in writing and submitted to the President.

#### **Section 6:**

**Compensation:** No Director shall receive, directly or indirectly, any compensation for his or her services on the Board. The Board may authorize reimbursement of reasonable expenses incurred by Board members in connection with attendance at Board meetings.

#### **Section 7:**

**Removal:** Removal of a director shall require a majority vote of the full Board. Removal shall be considered upon recommendation of any two or more Board members for failure to fulfill responsibilities defined in these Bylaws or any Board expectations agreement that may be entered into.

### **ARTICLE VI**

#### **OFFICERS**

#### **Section 1:**

The officers of the corporation shall be a President (s), Vice-President (Public Relations, Vice-President CFO, Recording Secretary, Membership Secretary, Treasurer, and the Immediate Past President.

1.1 Presidents shall be elected for a two year term. All other officers shall be elected for a one-year term or until a successor is elected.

## **Section 2:**

### **Duties of the Officers:**

**2.1 President(s):** The President(s) shall preside at all meetings of the Board and all general meetings of the Horizon High School Boosters, Inc., be responsible for the scheduling of all Booster club meetings, directing the annual planning process and shall have such other duties as may be prescribed by the Board. The President(s) shall serve as an ex officio member of all committees.

**2.2 Vice-President (Public Relations):** In the absence of the President(s), the Vice-President shall perform the duties of the President(s). The Vice-President shall be responsible for directing the annual planning process, be responsible for all Horizon High School Boosters Inc and parent group mailings and shall have such other duties as may be assigned by the Board. The Vice-President shall also be responsible for the programs to be presented at each general Booster Club meeting.

**2.3 Second Vice-President (CFO):** In the absence of the President(s) and the First Vice-President, The Second Vice President/CFO shall perform the duties of the President(s). The Second Vice President/CFO shall have such other duties as may be assigned by the Board. The Second Vice-President/CFO shall also be the Club Liaison and Chief Financial Officer overseeing the financial records of each parent group on a monthly basis. In addition, the CFO shall collect the data 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 filing with the Arizona Corporation Commission.

**2.4 Recording Secretary:** The Recording Secretary shall record and oversee the recording of the true minutes of the Board meetings and general meetings, including elections, and perform other duties as may be assigned by the Board. The Recording Secretary shall also give notification to all Board members prior to each meeting.

**2.5 Membership Secretary:** The Membership Secretary shall record and oversee all aspects of membership applications and shall be responsible for the typing, printing and distributing of any and all membership lists. The Membership Secretary may also perform other duties as may be assigned by the Board.

**2.6 Treasurer:** The Treasurer shall be responsible for the management and /or oversight of Horizon High School Boosters, Inc funds, present regular written reports, and perform

other duties as may be assigned by the Board.

**2.7 Immediate Past President** – shall serve as an advisor to the Board. The Immediate Past President may also have other duties as assigned by the Board.

## **ARTICLE VII**

### **COMMITTEE CHAIRS**

#### **Section 1:**

Except as otherwise stated in these Bylaws, the following committees, each of which is a standing committee of Horizon High School Boosters, Inc., will elect a chairperson and such chairperson shall serve as a full member of the Board of Directors with full voting rights and privileges:

Horizon Grad Nite (All Night Drug and Alcohol Free Graduation party)

Parent Teacher Organization(PTO)

Additional committees such as Scholarship, Grants, Website, Lunch Program, Site Council, Special programs, will either have a separate chairperson or be chaired by a member of the Executive Board.

#### **Section 2:**

Such committee chairs shall serve their terms beginning on June 1 and continue for (1) one year thereafter.

## **ARTICLE VIII**

### **VIABLE PARENT GROUP REPRESENTATIVES**

#### **Section 1:**

Except as otherwise stated in these Bylaws, any viable parent group on campus, defined as being a parent group which is organized, and seeks to support a specific activity, whether sports, the arts, academic or otherwise and whose purpose does not conflict with that of the Horizon High School Boosters, Inc., and which group holds regular meetings, shall be required to send on representative, to be designate by such group, to the Horizon High School Boosters, Inc. Board of Directors. Such representative shall serve commencing June 1 and continue for one (1) year thereafter, and shall have all of the voting rights, powers,

duties and obligations of other Board members of Horizon High School Boosters, Inc.

## **Section 2:**

Each parent representative group on campus must follow the guidelines defined by the Board of Directors and shall provide such financial data to Horizon High School Boosters, Inc. and its Second Vice-President and Chief Financial Officer, as is necessary to complete the tax return, which shall include the consolidated efforts of Horizon High School Boosters, Inc. and each parent group and committee.

## **ARTICLE IX COMMITTEES**

### **Section 1:**

1.1 Except as otherwise stated in these Bylaws and in ARTICLE IX, Section 2.1, the officers shall appoint committee members or seek volunteers for committee activities.

1.2 The President and/or his or her designees shall be an ex officio member of each committee.

### **Section 2:**

#### **Standing Committees**

2.1 **Horizon Grad Nite:** Horizon Grad Nite shall operate through a separate Board of Directors. That Board of Directors, and its Executive Board, shall be responsible for the appointment of a chairperson, an incoming chairperson, and such other committee chairpersons, as it deems appropriate. Horizon Grad Nite, and its Board of Directors, shall be responsible for the planning, preparation, and running of the all night drug-free and alcohol-free graduation party for the graduating students of Horizon High School to be held annually on the evening of graduation. Horizon Grad Nite and its committees and chairpersons shall be authorized to expend funds, raise funds, maintains a separate bank account, and otherwise conduct its affairs as an adjunct to Horizon High School Boosters, Inc. Horizon Grad Nite shall provide such financial data to Horizon High School Boosters, Inc. and its Second Vice-President and Chief Financial Officer as is necessary to consolidated efforts of Horizon High School Boosters, Inc and Horizon Grad Nite.

#### **2.2 Scholarship Committee:**

The Scholarship Committee shall be chaired by a current board member. In the event there is no board member able or willing or serve in that capacity, the President shall chair the

## Scholarships Committee.

The Scholarship Committee will be responsible for developing and monitoring procedures in the allocation of designated funds to support scholarship award activities for students and graduates of Horizon High School, all in accord with the purpose and mission of Horizon High School Boosters, Inc. The Scholarship committee shall be responsible for collecting scholarship applications in the various categories and preparing them for the submission to the Scholarship essay readers or the full Board of Directors of Horizon High School Boosters, Inc. The committee shall also be responsible to make certain the applications are submitted on the form required, and the committee shall approve the form to be used. In addition, the committee shall make certain that all names are removed or whited out from scholarship applications before submission to the readers or to the full Board of Directors.

Voting in the screening committee and at the Board of Directors committee shall be tallied by the Chairman of the Scholarship Committee.

All Scholarship applications will be numbered for each of voting.

Scholarships shall be given in such amounts and in such areas as determined by the Board of Directors of Horizon High School Boosters, Inc, and shall include the following scholarships to be given on an annual basis:

Greg Miller Scholarship: This scholarship is given to the student who demonstrates overall achievement in a number of areas at Horizon High School and truly demonstrates Horizon "Pride". This scholarship shall be an annual scholarship and is named after Greg Miller, first President of the Horizon High School Boosters, Inc.

Alyssa Shaffer Memorial Scholarship: This annual scholarship shall b given in the field of athletics. It is intended to memorialize Alyssa Shaffer, daughter of football coach, Doug Shaffer, and his wife, Becky.

Academic Scholarship:

Fine Arts Scholarship:

Comeback Scholarship:

Community Service Scholarship:

## **ARTICLE X**

### **MEETINGS**

#### **Section 1:**

The Annual meeting shall be held on such date as the Board shall select. Notice of the annual meeting shall be given to this Director no more than thirty (30) days nor less than fifteen (15) days before the meeting.

#### **Section 2:**

Board of Directors meeting shall be not less than two times per year.

#### **Section 3:**

Special Board meetings may be called by the President or by the Immediate Past President or by two Board members. Notice stating time, place and purpose for which the meeting is called shall be given either personally or in writing. If written, notice shall be given no less than five (5) days prior to date of the meeting, and if given personally, no less than three (3) days. In the event of an emergency, a meeting may be called upon such notice and in such manner as is practical under the circumstances.

#### **Section 4:**

A majority of the current Directors shall constitute a quorum for the transaction of business at any regular or special meeting.

#### **Section 5:**

Each Director shall be entitled to one (1) vote on each matter submitted for vote. Unless otherwise stated in these Bylaws, any action of a majority of the Directors present and voting shall constitute the action of the Board. Voting by proxy shall not be allowed.

On occasion an e-mail vote may be taken.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31 of the same year.

## **ARTICLE XII**

### **AUDIT**

The Board of Directors may vote to have the finances and accounts of the Corporation audited.

## **ARTICLE XIII**

### **EXPENDITURES**

The Board shall have ultimate responsibility for the funds of Horizon High School Boosters, Inc.

All checks, drafts, bill of exchange, or other obligations for the payment of money over \$1,000.00 shall be signed and countersigned in the name of Horizon High School Boosters, Inc. by such officers and/or employed staff as the Board may from time to time designate by resolution.

The President shall have the authority to expend \$250.00 without Board approval, but must report such expenditures in detail at the next Board meeting. In the event that the Board feels that the President has improperly exercised such authority, the Board may revoke such authority for the remaining term of such President by a two-thirds vote of the Board over by amendment of these Bylaws.

## **ARTICLE XIV**

### **AMENDMENTS**

Articles of amendments to these Bylaws may be made at any regular or special meeting of the Board of Directors by a majority vote of those present, provided that notice of such alteration or amendment has been given to each director at least ten (10) days prior to said meeting.

## **ARTICLE XV**

### **INDEMNITY**

Subject to the further provisions 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 a 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 on threatened against him or her on 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 Board of Directors shall, at 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 contemplated action, such personal acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent tin 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 unreasonable refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

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

## **ARTICLE XVI**

### **CONFLICTING PROVISIONS**

In the event of 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 hereunder, such applicable law and/or regulation shall control. In the event of any conflict between these Bylaws and the Articles of Incorporation of the Corporation, as from time to time amended, the provisions of the Articles shall control.

## **ARTICLE XVII**

### **ACTION WITHOUT MEETING/CONSENT**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the

proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors at a duly authorized meeting. Email shall be considered written.

## **ARTICLE XVIII**

### **GENERAL**

#### **Section 1:**

**Roberts Rules of Order:** (latest Edition) shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws or by other specific rule of procedure or by others adopted by the Board.

#### **Section 2:**

**Duality of Interest:** A director having a conflict of interest, or conflict or responsibility, on any matter involving Horizon High School Boosters, Inc., and any other business, entity or person, shall refrain from voting on such matter. Each director shall be asked to sign a code of conduct, and such code of conduct shall require that each director certify that he or she will not use Horizon High School Boosters, Inc. for political purposes or for his or her own political gain.

#### **Section 3:**

The Corporation shall carry general liability insurance in an amount with minimum limits of \$1,000,000.00. 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 XIX**

### **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 Board of Directors. The Board of Directors 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 terms of such application, provided that said uses and purposes do not violate the Articles of Incorporation of the Corporation, these Bylaws or any applicable statute or rule of law.

To facilitate the making and administration of a restricted donation, the Board of Directors may establish special trusts or funds, donations to which shall be held for specific uses and purposed, and/or term of applications, provided that such specific uses and purposes and terms of application are within the uses and purposes of the corporation and do not violate the 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 Board of Directors in this Article shall be deemed to be in addition to, and not in limitation of, the authority and powers otherwise granted to each of them.

#### CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that the foregoing second amended Bylaws were duly and regularly adopted as the Second Amended Bylaws of the corporation by the Board of Directors of the Corporation at a meeting at which a quorum was present, which was duly called and held on \_\_\_\_\_, 2009

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

In Witness Whereof, I have hereunto subscribed my name on \_\_\_\_\_, 2009

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Current Recording Secretary