

Kyrene Parent Network **Bylaws**

Article I **Name**

The name of the organization shall be Kyrene Parent Network (the “Corporation”).

Article II **Articles of Organization**

The articles of organization of this Corporation include (a) the Bylaws of such Corporation, (b) Articles of Incorporation of such Corporation, and (c) the certificate of incorporation.

Article III **Purpose**

Section 3.1 Purpose. These Bylaws shall constitute the Bylaws of KYRENE PARENT NETWORK, a corporation formed primarily for the following purposes:

1. To provide an informed voice in working with Kyrene AND Tempe Union High School District (the “Districts”) administrations, each District’s Governing Board, District schools, and parents, students, and community members;
2. To monitor and present information regarding laws for the education, care and protection of children attending schools in the Kyrene OR Tempe Union High School Districts;
3. To review the services provided by the Districts and to advocate for the highest quality of education for all students attending these schools;
4. To create a closer relationship between home and school. To offer parents support, enrichment topics, resources, and networking opportunities. To bring local representatives of the school community together with parents to work cooperatively with the Districts to improve the education of all children attending public schools;
5. To encourage a united effort between educators and the general public to secure the highest advantages in education for the children attending school in the Districts, by partnering with both profit and nonprofit organizations;

6. To promote conference and cooperation among schools in the Districts. To encourage public opinion favorable to the best interests of the children attending school in the Districts, including the consideration of pre-kindergarten through 12th grade (“K-12”) transitions and curriculum issues.
7. To provide innovative leadership and manpower to help equip children in the Districts meet the demands of a global economy and community.

Section 3.2 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 within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code (hereinafter “Internal Revenue Code”). The Corporation shall be noncommercial, nonsectarian and nonpartisan. The office of the Corporation shall be located at 3614 E. Brookwood Court, Phoenix, Arizona 85048 (the “Office”).

Article IV

Voting Membership

Section 4.1 Membership. Membership in the Corporation shall consist of any adult 18 years of age or older who resides or works or has students enrolled in the Kyrene School District and/or Tempe Union High School District.

Section 4.2 Personal Application. A personal membership application is required for each member, which by submitting, reflects that member’s commitment to the mission and objectives of the Corporation, and willingness to promote the goals as set forth with the application.

Section 4.3 Member in Good Standing. Membership dues are collected from Members annually beginning at the start of each school year. Once Members have paid their dues, they are designated “Member in Good Standing” and they have the right to vote for that school year. Dues are established by the Board of Directors.

Section 4.4 Member Votes. Each Member in Good Standing shall have one (1) vote in the Corporation. A roll-call vote shall be taken at the request of any Member.

Section 4.5 Casting Member Votes. Votes shall be cast by voice, showing of hands, or by written ballot at scheduled meetings at the discretion of the Chair or as upon request of any Member in Good Standing. Votes may be secured by means via electronic mail, postal mail, or facsimile (FAX) with sufficient notice per Section 6.2 and a published timeframe to collect such votes.

Section 4.6 Majority. A majority of the votes represented by a quorum per Section 6.5 of Members present at any meeting or as determined by a deadline as imposed for an electronic tally 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.

Section 4.7 Exceptions. Any exception to the above-stated terms of Membership and Voting Provisions may be granted only with 2/3 approval of the Board of Directors, and where the exception does not violate other aspects of the Bylaws, the Articles of Incorporation, or such applicable law that shall provide otherwise.

Section 4.8 Release from Membership. Any Member herein described may withdraw membership with written notice, or be removed from membership by a 2/3 approval of the Board of Directors with or without cause, unless the Bylaws, the Articles of Incorporation, or such applicable law shall provide otherwise.

Article V

Non-Voting Membership

Section 5.1 Corporate Membership. Corporate Membership in the Corporation shall consist of any profit or non-profit organization that desires to partner and support the goals and objectives of this Corporation. Membership is subject to approval by the Board of Directors.

Section 5.2 Corporate Dues. Membership dues are collected from Corporate Members annually beginning at the start of each school year. Dues are established by the Board of Directors.

Section 5.3 Junior Membership. Junior Membership shall consist of any student in the third through twelfth grades, residing in or whose parent or guardian works in the Kyrene School District and/or Tempe Union High School District, or whose parent or guardian is a member of the Kyrene Parent Network Board of Directors. Junior Members value the overall mission of the Corporation. Dues are established by the Board of Directors and subject to the same collection process as described in 4.3 above.

Section 5.4 Honorary Members. Honorary Members shall consist of individuals who desire to partner and support the goals and objectives of this Corporation and live or work outside of the Districts. Any member may nominate an individual for consideration. Approval is with a majority of the Board of Directors. The term is perpetual, subject to Sections 5.5 and 5.6. Dues are waived.

Section 5.5 Exceptions. Any exception to the above-stated terms of Membership and Non-Voting Provisions may be granted only with 2/3 approval of the Board of Directors, and where the exception does not violate other aspects of the Bylaws, the Articles of Incorporation, or such applicable law that shall provide otherwise.

Section 5.6 Release from Membership. Any Member herein described may withdraw membership with written notice or be removed from membership by a 2/3 approval of the Board of Directors, and where the release does not violate other aspects of the Bylaws, the Articles of Incorporation, or such applicable law that shall provide otherwise.

Article VI

Meetings of the Membership

Section 6.1 Place. All business meetings of the Members shall be held at the Office or at such other place and time as shall be designated by the Board of Directors of the Corporation and stated in the notice of meeting.

Section 6.2 Notices. It shall be the duty of the Corporate Secretary to prepare a notice of each business meeting, stating the time and place thereof that shall be sent to each member via postal mail, electronic mail, facsimile (FAX), or telephone at least five (5) days prior to such meeting.

Section 6.3 Annual Meeting. An annual business meeting of Members shall be held for the purpose of electing vacancies among the Board of Directors, reviewing reports of officers and committees, and transacting other business authorized to be transacted by the Members.

Section 6.4 Special Meeting. Special business meetings of the Members for any purpose or purposes may be called by the President or by the First Vice President via postal mail, electronic mail, facsimile (FAX), or telephone with at least five (5) days' notice being given. The President or First Vice President shall call a special meeting of the Members when so requested by a majority of Members, a majority of the Board of Directors, or a majority of the Executive Committee. Such notice shall state the time, place, and purpose of the meeting.

Section 6.5 Quorum. At any business meeting of the Members, those Members entitled to vote at the meeting present in person or represented by written proxy, or as represented by electronic voting shall constitute a quorum, if a minimum of 15 OR 15% of the collective Members in Good Standing, whichever is greater, is established, for the transaction of business, except as otherwise provided by statute or the Articles of Incorporation.

Section 6.6 Electronic Polling. From time to time as determined by the Board of Directors, the membership shall be polled including, but not limited to, regarding prioritizing issues to pursue, positions of advocacy, and topics of interest and concerns.

Section 6.7 Adjourned Meeting. If any meeting of the Members cannot be organized due to unruly, disruptive behavior beyond the ability to conduct the business of the agenda, the chair may adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

Section 6.8 General, Open Meeting. It shall be the duty of the Vice President, Membership to send announcements, stating the time and place thereof that shall be sent to each member, of any meetings considered to be general and open to the public with no matters of business to be transacted.

Article VII

Board of Directors

Section 7.1 Membership and Voting. The principal Officers of the Corporation shall be known as the Board of Directors. The Board shall consist of no less than five (5) and no more than fifteen (15) voting positions.

1. These positions shall consist of a President, First Vice President, Corporate Secretary and Corporate Treasurer. In addition, the Board may include a Co-President, and up to four (4) additional Vice Presidents. When selecting Board members, three guiding principles shall prevail: First and foremost, every attempt shall be made to obtain balanced representation among elementary, middle and high school levels. Second, consideration shall be given to fill necessary functions as deemed appropriate by the Nominating Committee. Finally, an attempt should be made to balance representation among the school sites.
2. The Board will include up to six (6) Founding Officers and/or previous Officers of the Corporation, regardless of their place of domicile, who otherwise meet the requirements of service as described herein, and are Members in Good Standing OR Honorary Members.
3. Each Director shall have one vote.

Section 7.2 Organizational Meeting. The organizational meeting of the Board of Directors shall be held at such place and at such time as shall be determined by the President.

Section 7.3 Regular Meetings. The President may establish a schedule of regular meetings to be held at such time and place as the President may designate. Notice of such regular meetings shall nevertheless be given to each Director by postal mail, electronic mail, facsimile (FAX), or telephone at least five (5) days prior to the day named for such meeting.

Section 7.4 Board of Directors Quorum. At any meeting of the Board, those Directors entitled to vote at the meeting, if at least five (5) are present in person or represented by written proxy, shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation.

Section 7.5 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:

1. To develop a budget to carry out the purposes and powers of the Corporation, establish and collect dues from its Members (the "Dues"), and oversee any and all fundraising efforts;
2. 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;

3. To engage in the management of the business affairs of the Corporation and represent the Corporation with exemplary conduct and highest ethics;
4. 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;
5. To create and supervise such standing committees from the Members as they shall deem necessary and appropriate;
6. To make decisions and act upon those decisions that reflect the purpose of the Corporation. Such action taken by the Board must be announced and shared with the general membership at the next regularly scheduled membership meeting.

Section 7.6 Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the President or by the First Vice President with at least three (3) business days notice being given via electronic mail or telephone. When the purpose of the special meeting relates to the potential issuance of a press release, a 24-hour notification may be sufficient. The President or First Vice President shall call a special meeting of the Board when so requested by a majority of Members or by a majority of the Board of Directors, or a majority of the Board. Such notice shall state the time, place, and purpose of the meeting.

Section 7.7 Board Action Without a Meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if the action is taken by unanimous written consent of the Board as evidenced by one or more written consents describing the action taken, signed by each Board Director and filed with the minutes or corporate records. Written consents may be given by Board Members via electronic mail without a signature, or via facsimile (FAX) or mail with a signature. Action taken by consent is effective when the last Board Member signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

Section 7.8 Officers of the Board of Directors. Officers may be elected among the members of the Board of Directors at the request of any Director at the beginning of each term. Otherwise, the principal Officers of the Corporation shall be the corresponding Officers of the Board of Directors.

Section 7.9 Board Terms of Office. Members as described in Section 7.1.A shall serve a one (1) year term to correspond with their duties as defined elsewhere within these Bylaws. Members as described in Section 7.1.B shall serve in rotating three-year terms of office to provide continuity and leadership to the Corporation. The first, originating Board shall determine among themselves which member(s) shall serve a one (1) year term, a two (2) year term, or a three (3) year term and thereby establish in the Board minutes the positions that will be available in subsequent elections. There are no term limitations.

Section 7.10 Removal of Directors. Any member of the Board of Directors may be removed at any Board of Directors' meeting, with or without cause, by not less than a two-thirds (2/3) vote of the entire Board of Directors. Pursuant to Section 9.2 below, the President may appoint replacements to fill vacated standing committee chair positions.

Section 7.11 Disqualification and Resignation of Directors. Any Board Member may resign at any time by sending written notice of such resignation to the Corporate Secretary of the Corporation. Unless otherwise specified therein, such resignation shall take effect upon receipt by the Corporate Secretary. Four (4) consecutive unexcused absences from regular meetings of the Board of Directors shall automatically constitute a resignation to be effective as of the conclusion of the last missed meeting. The Board President in coordination with the Board Secretary will provide notice to that Director after the 3rd consecutive unexcused absence and shall be so noted in the Board minutes.

Section 7.12 Advisor. Any member of the Board of Directors may nominate an individual to be appointed an Advisor as a non-voting member of the Board and/or the Board of Directors. The Advisor may be a previous officer. Approval is by majority vote of the Board and serves as directed and for the length of term as determined by the Board.

Section 7.13 Fidelity Bonds. The Board of Directors 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 VIII **Executive Committee**

Section 8.1 Executive Committee Membership. The Executive Committee shall consist of the Board of Directors, those individuals appointed by the President as described herein to serve as chairs of the standing committees, the Program Director, and the Communications Director.

Section 8.2 Regular Meetings. The President may establish a schedule of regular meetings to be held at such time and place as the President may designate. Notice of such regular meetings shall nevertheless be given to each member by postal mail, electronic mail, facsimile (FAX), or telephone at least five (5) days prior to the day named for such meeting.

Section 8.3 Executive Committee Quorum. At any meeting of the Executive Committee, those members entitled to vote at the meeting, if at least eight (8) of the positions are present in person or represented by written proxy, shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation.

Section 8.4 Powers and Duties. The Executive Committee shall have the powers and duties necessary to support the Board of Directors for the administration of the affairs of the Corporation. These powers shall include the following:

1. To assist in the management of the business affairs of the Corporation;
2. To represent the Corporation with exemplary conduct and highest ethics;
3. To serve and chair such standing committees from the Members as they shall deem necessary and appropriate;
4. To make decisions and act upon those decisions that reflects the purpose of the Corporation. Such action taken by the Board of Directors must be announced and shared with the general membership at the next regularly scheduled membership meeting.

Section 8.5 Officers of the Board of Directors. The Corporate Officers shall be the corresponding Officers of the Executive Committee.

Article IX

Corporate Officers

Section 9.1 Elective Officers. The principal officers of the Corporation shall consist of a President, First Vice President, Corporate Secretary and Corporate Treasurer. In addition, the Board of Directors may include a Co-President, and up to four (4) additional Vice Presidents. When selecting Board members, three guiding principles shall prevail: First and foremost, every attempt shall be made to obtain balanced representation among elementary, middle and high school levels. Second, consideration shall be given to fill necessary functions as deemed appropriate by the Nominating Committee. Finally, an attempt should be made to balance representation among the school sites.

Section 9.2 The President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Members and of the Board of Directors as elected. He or she shall, at the direction of the Board, have general supervision over the affairs of the Corporation. The President shall be an ex-officio member of all standing committees, and shall have the power to appoint individuals to act as chairmen of standing committees subject to approval of the Board of Directors.

Section 9.3 First Vice President. In the absence of the President or in the event of his or her inability or refusal to perform his or her duties, the First Vice President 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(s) shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors. The Nominating Committee may, at its discretion, designate the First Vice President as President-Elect, subject to acceptance by the First Vice President.

Section 9.4 Vice Presidents. In the absence of both the President and the First Vice President, or in the event of his or her inability or refusal to perform his or her duties, a Vice President in the order of rankings below 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. Each Vice President oversees the corresponding committee of that function as described below. The Vice President(s) shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors.

1. Vice President, Curriculum and Development. This Vice President oversees the review of curriculum in the Districts, coordinates research efforts of the Corporation, monitors initiatives, follows and contributes to assessments, and informs Members and the general public about these issues.
2. Vice President, Membership. This Vice President oversees the recruitment of new members, reviews applications for approval and status as Members in Good Standing, solicits input from Members regarding issues, is responsible for notices of general public meetings, and seeks volunteers among membership.

3. Vice President, Organization. This Vice President oversees the logistics for location, time, topics for general meetings and events, public relations and media, web site maintenance, printing, and maintains the email database of key contacts including, but not limited to Governing Board members of each District, the Superintendent and Assistant Superintendents of each District, and key government, arts, academic and community leaders.
4. Vice President, Legislative Issues. This Vice President oversees the review of educational issues at local, state, and national government levels; monitors initiatives; and informs Members and the general public about these issues.

Section 9.5 Corporate Secretary. The recording Corporate Secretary shall: (1) keep minutes of all meetings of the Board of Directors and of all business meetings of the Members; (2) be the custodian of the corporate records and of the seal of the Corporation; (3) keep a register of the names of all Members and its corresponding database; (4) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (5) in general, shall perform duties incident to the recording Corporate Secretary and such other duties as from time to time shall be assigned by the President or the Board of Directors.

Section 9.6 Corporate Treasurer. The Treasurer shall: (1) be custodian of 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 in 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 as 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 of Directors, or Members when so requested; (5) shall chair the Budget Committee or serve as a member of the Budget Committee at the Treasurer's request; and (6) in general, shall perform all of the duties as from time to time shall be assigned by the President or the Board of Directors. If required by the Board of Directors, 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 Board of Directors shall determine.

Section 9.7 Combination of Offices. Any two (2) of the offices herein above enumerated may be held by one and the same person if such person is so elected or appointed, except the offices of President and Corporate Secretary.

Section 9.8 Replacement of Vacated Positions. If the Presidency is vacated for any reason, the First Vice President shall immediately assume the duties of President for the remainder of his or her term. When other positions are vacated on the Board of Directors, the Corporate Secretary shall contact the Board of Directors within three (3) business days of the vacancy to notify it of the vacancy and to instruct it to advance names of willing candidates to fill the position(s) to the Corporate Secretary. These names must be forwarded within ten (10) days of notification of the

vacancy. Self-nominations are entirely appropriate during this period. If the position vacated is the Corporate Secretary, these responsibilities shall fall to the Communications Director.

The President shall then either call a special meeting of the Board of Directors or wait until the next scheduled meeting of the Board of Directors to discuss and determine whether or not the vacated position should be immediately filled or if the position should remain vacant until the remainder of the term of office. If the Board of Directors determines through a majority vote that the position should be immediately filled, the general membership shall elect a replacement from among the forwarded names.

Section 9.9 Terms of Office. Each corporate officer shall have a term of one (1) year to be elected annually by the Members in Good Standing. There are no term limitations.

Article X **Committees**

Section 10.1 Committees. There are two (2) kinds of committees: Standing and Special. The Chairs report the work of all Committees to the Board of Directors and Members at members' business meetings, and otherwise as directed. The names of all committee members shall be made known to the general membership.

Section 10.2 Standing Committees. Standing committees include Executive Committee, Legislative Issues, Curriculum and Development, Membership, and Organization. Chairs have a term of one (1) year. These Committee Chairs shall assist in the duties assigned to them by the President or the Board of Directors.

Section 10.3 Special Committees. Special committees extend only until the purpose of the committee is accomplished. In addition to the committees below, the Board of Directors may create and appoint members of new special committees as deemed necessary.

1. **Audit Committee:** The Treasurer's accounts shall be examined annually by an Audit Committee of not fewer than three (3) people appointed by the Board of Directors. The Treasurer shall not serve on this Committee but may meet with the Committee to assist with the examination. The members of the Audit Committee shall sign and submit, to the general membership, a statement noting the findings of the annual audit when the examination is complete.
2. **Budget Committee:** The Budget Committee is composed of the Treasurer (and serve as Chair if so desires) and others appointed by the Board of Directors. This Committee prepares a budget for the fiscal year and the Chair/Treasurer presents it to the Members at the annual meeting for approval.
3. **Bylaws Committee:** Periodically, a Bylaws Committee shall be appointed by the Board of Directors. The purpose of the Committee is to review the Kyrene Parent Network

Bylaws and submit any proposed amendments to the Board of Directors and Members for their review and adoption.

4. Nominating Committee: A Nominating Committee for the election of the Board of Directors shall be created at least 30 days prior to the annual meeting. The Board of Directors shall appoint one of its members to serve on the Nominating Committee. The remaining members of the Nominating Committee shall consist as possible of one (1) parent member from an elementary site, one (1) parent member from a middle school site, one (1) parent member from a high school site, and one (1) member from the community at large. Recommendations and volunteers to serve on the Nominating Committee shall be forwarded to the Board Secretary. The Nominating Committee shall elect a Chair at its first meeting.

The Nominating Committee shall develop and recommend a slate of Board of Directors Officers, following the provisions of Section 7.1. The committee may, at its discretion, appoint by majority vote, an Advisor to the Board of Directors and/or Board of Directors pursuant to Section 7.12. The Nominating Committee shall secure the consent of the nominees to serve and shall submit the name of at least one (1) eligible candidate for each elective office. Each candidate submitted shall be chosen by a majority vote of the members of the Nominating Committee.

The Corporate Secretary shall notify the entire membership of the proposed slate prior to this business meeting, subject to Section 6.2. The proposed slate shall be voted on at the annual meeting or a special meeting called subject to Section 6.4. Prior to this vote, members present at the meeting may make additional nominations among the membership, provided such nominees consent to hold office if elected. If a position is unopposed, that member is considered duly elected; the President may or may not call for ratification.

Article XI **Fiscal Year**

The Fiscal Year of the Corporation shall begin on July 1 and end on June 30 of the following year.

Article XII **Indemnification**

To the fullest extent permitted by law, members, directors, officers, employees, and agents of the Corporation shall be indemnified by the Corporation in accordance with the provisions of the Arizona Revised Statutes, Section 10-1005, as the same exists or may hereafter be amended.

Article XIII **Procedures for Decision Making**

The President shall recommend the procedures for decision making for the business meetings of the Corporation's organization at the beginning of each new fiscal year, subject to ratification by 2/3 majority vote of the Board of Directors. Choices may include "Special Rules for Meetings" adopted from *Roberta's Rules of Order* by Alice Collier Cochran, Jossey-Bass, A Wiley Imprint, 2004. For situations that warrant more formal parliamentary procedure, *Robert's Rules of Order* (Newly Revised, 9th ed.), Perseus Books, 1990 (or subsequent edition as available) may be used.

Article XIV
Amendment of Bylaws

These Bylaws may be amended at any regular meeting of this organization by a two-thirds vote, providing that the amendment has been submitted in writing at the previous regular meeting.

DATED FEBRUARY 2, 2006.

Signed _____
C. Ann Niemann, President

Signed _____
Sheila Edmiston, Corporate Secretary