

# **BASIS MESA BOOSTERS CLUB BY-LAWS**

## **ARTICLE 1 – NAME**

### **Section 1. Name:**

The name of the organization shall be the BASIS Mesa Boosters Club Inc., otherwise known and operating as the BASIS Mesa Boosters, an Arizona nonprofit corporation.

### **Section 2. Purpose:**

The BASIS Mesa Boosters is organized for the purpose of supporting the education of students at BASIS Mesa School by building community, fostering relationships among the school administration and teachers, parents, and students, as well as providing additional resources when and where they are needed. The Boosters is an Arizona not-for-profit corporation, and is organized and existing under and by virtue of the laws of the State of Arizona as same pertains to the application of corporate activities and the School. The Boosters shall be noncommercial, nonsectarian and nonpartisan. In pursuance of these purposes, it shall do all things necessary, proper, and consistent with maintaining tax exempt status under section 501(c)(3).

## **Article II – PLACE OF BUSINESS**

The principal place of business shall be 5010 South Eastmark Parkway, Mesa, Arizona, 85212, with branch offices at such places, either within or without the State of Arizona, as may be established from time to time by the Board of Directors or Executive Board. The Executive Board may change the principal place of business at any time upon ratification by the Board of Directors or Executive Board.

## **Article III - BOOSTER COMMUNITY AND MEMBERSHIP**

### **Section 1. Community Members:**

Any parent, guardian, or other adult standing in loco parentis for a student at the school, the Head of School, any administrative staff and/or any teacher employed at the school, any current student as well as any friend of BASIS Mesa may be part of the BASIS Mesa Booster Community who subscribe to the objectives of the Boosters.

### **Section 2. Dues:**

No dues are required to be a member of the BASIS Mesa Boosters.

## **Article IV – BOARD OF DIRECTORS, EXECUTIVE BOARD & STANDING COMMITTEES**

### **Section 1. Corporate Powers:**

The board of directors shall have general policy charge, control and management of the affairs, funds and property of the corporation and shall have the power to amend the Articles of

Incorporation and the power to adopt, amend and repeal Bylaws and to adopt necessary rules and regulations for the conduct of the affairs of the corporation as may from time to time seem proper, except as delegated to the Executive Board in the Articles or Bylaws.

**Section 2. Quorum:**

A majority of the directors in office present in person or telephonically shall be necessary to constitute a quorum for the transaction of business of the corporation, and the acts of a majority of the directors present in person, telephonically at a meeting at which a quorum is present shall be the acts of the board of directors, unless a larger vote is provided herein.

**Section 3. Number of Directors:**

The BASIS Mesa Boosters shall consist of no less than (2) individuals. The original board named in the Articles shall establish the initial number of directors, which shall serve until any increase, or decrease is voted by the board. Any increase in the number of directors serving on the board shall require a majority vote of a quorum. The number of directors serving on the board may be decreased by majority vote of a quorum provided that the number be not less than two (2). The Board of Directors shall consist of the Executive Board which will be titled as follows: President, Vice President of Operations, Vice President of Events/Fundraisers, Vice President of Communications, Treasurer, Secretary, and up to 2 Teacher representatives. Each Executive Board position can appoint as many Standing Committees as necessary. Standing Committees consist of Chairpersons and Co-Chairs.

**Section 4. Appointments and Vacancies:**

The Executive Board shall appoint the President, Vice President of Operations, Vice President of Events/Fundraisers, Vice President of Communications, Treasurer, Secretary, Teacher Representatives and Committee Chairs and Co-Chairs during the months of July through August leading up to the first meeting of each school year. Term is, but not limited to, 1 year unless earlier removal, resignation or other termination for any reason. The new members will shadow their predecessor as needed. Any vacancy during the year shall be filled by appointment by the Executive Board. Any existing director shall automatically be reappointed at the conclusion of the school year unless removed by the remaining directors as provided herein. A director may resign at any time by written notice given to the corporation. A nomination or appointment of a director to fill any vacancy on the board shall be made by a majority vote of the existing directors then serving on the board, at an annual meeting or special meeting held for such purpose. Any newly created directorship shall be deemed a vacancy. A person so elected to fill a vacancy shall serve until the next regular annual meeting of the board, at which time said person may automatically be reappointed or a successor may be elected in accordance with the procedure herein above set forth.

**Section 5. Presiding Officer:**

The President of the corporation shall preside at all meetings of the board. In the absence of the President, the Vice President of Operations shall preside, and in the absence of the Vice President of Operations, the board shall elect, as the first order of business, a chairman of the meeting.

**Section 6. General Duties:**

The Executive Board in cooperation with Chairperson(s) shall manage the affairs of the BASIS Mesa Boosters. They will transact business between meetings in preparation for the general

meeting, create standing rules and policies, create standing and temporary committees, prepare and submit reports and recommendations to the Basis Mesa Community and Board and prepare and submit a budget for the Board. Standing Committee Chairs and Co-Chairs and any temporary committees shall run their committees in compliance with Boosters Bylaws under the supervision of at least one Executive Board members.

**Section 6.1 Action by Resolution:**

The Board of Directors shall, except as otherwise provided by law, have power to act in the following manner: A resolution in writing, signed by a majority of all directors of the Executive Board of Directors, shall be deemed to be action by such board to the effect therein expressed, with the same force and effect as if the same been duly passed by the same vote at a duly convened meeting, and it shall be the duty of the secretary of the corporation to record such resolution to be upload to BASIS Mesa Boosters Google Drive under its proper date of record.

**Section 7. Board of Directors and Executive Board Meetings:**

- A. The Board shall determine the dates and times for a minimum of two (August & March) or more Board planning meetings. This will be arranged by written notice at least two weeks in advance.
- B. Special meetings may be called by any two Board members, with 48 hours notice and may be conducted in person, Zoom call, or via email.
- C. The Board, shall determine at its first meeting in August, the dates and times of a minimum of two or more Community Meetings and shall publicize these meetings via email and website.

**Section 7. 1 Officers:**

The Officers shall be President, Vice Presidents, Secretary, and Treasurer.

- A. The Executive Board shall consist of the appointed Board of Directors' President, Vice President, Secretary and Treasurer.
- B. The Executive Board exercises all the powers and authority granted to it by the Board of Directors. The Executive Board shall comply with all applicable regulations, laws, and procedures to maintain exempt status for the organization. Each Executive Board member shall serve, but are not limited to, a term of one (1) year. Vacancies before the end of the school year shall be filled by appointment of the Executive Board and may include, but is not limited to, the guidance of the Board of Directors.

**Section 7.2 Executive Board Responsibilities and Duties:**

The Executive Board shall have full power to bind the board on all matters, other than those expressly reserved to the board in the Articles or Bylaws. The Executive Board shall establish from time to time such rules and regulations for each membership classification created by the board. The members of the Executive Board shall serve until removed, replaced or otherwise terminated.

**President:** Responsibilities are, at a minimum, the following:

- A. Shall be the chief executive officer of the Boosters and shall preside at all meetings of the Members.
- B. Develop agendas for School Board, Executive Board, and Supporter meetings in consultation with Board members.

- C. Shall present at each Annual Meeting of the Boosters an annual report of the work of the organization.
- D. Represents the organization at meetings outside the organization.
- E. Serves as an ex officio member of all committees.
- F. Shall have the power to appoint individuals to act as Chair of Standing and/or temporary Committees.
- G. Serve as the primary contact between the board and the Head of Schools/ administration.
- H. Shall cast the deciding vote in case of tie at Board and Supporter meetings.
- I. Coordinates the work of all the officers and committees so that the purpose of the organization is served.
- J. Shall see all books, reports, and certificates required by law are properly kept or filed, including, but not limited to, the insurance of the Boosters. The President, or a Board member designee, shall be the contact person for such documents.
- K. Must be one of the designees who may sign the checks, drafts, or electronic banking of the organization.

**Vice President of Operations:**

Responsibilities are, at a minimum, the following:

- A. Shall assist the president and carry out the president's duties in his or her absence.
- B. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President of Operations 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.
- C. Shall perform such other duties as from time to time may be assigned to him or her by the President or the Executive Board.
- D. Must be one of the designees who may sign the checks, drafts, or electronic banking of the organization upon President's approval.
- E. Shall file any certificate required by any statute, federal, or state upon approval of President.
- F. May be one of the designees who sign the checks, drafts, or electronic banking of the organization.

**Vice President of Events/Fundraising:**

Responsibilities are, at a minimum the following:

- A. Shall plan and organize all events/fundraisers.
- B. Shall oversee all Committee Chairpersons and delegate responsibilities as needed.
- C. Shall communicate all needed dates and location information to President and Vice President of Communications.
- D. May be one of the designees who sign the checks, drafts, or electronic banking of the organization.

**Vice President of Communications:**

Responsibilities are, at a minimum the following:

- A. Shall send out emails to parents as needed.
- B. Shall create any flyers needed for events/fundraisers.
- C. Shall create, and post, content for social media accounts and website.

- D. Shall communicate with BASIS Mesa staff member that maintains ParentSquare posts to provide updates to parents and families as needed.
- E. Shall work with Executive Board to communicate necessary information to families.

**Secretary:**

Responsibilities are, at a minimum the following:

- A. Shall keep minutes of all meetings of the Board of Directors, Executive Board, and of all meetings of the Members and forward a copy to Vice President of Operations to be upload to Google drive.
- B. Shall keep a copy membership list, and any other supplies and brings them to meetings.
- C. Keeps an updated copy of the Mesa Boosters Club Bylaws and Articles of Incorporation.
- D. Shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- E. May be one of the designees who may sign the checks, or drafts upon President's approval.
- F. Shall submit to the Executive Board any communications addressed to the Secretary of the Boosters.
- G. Shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- H. Shall in general, perform duties incident to the office of Secretary and such duties as from time to time shall be assigned by the President or the Executive Board.

**Treasurer:** Responsibilities are, at a minimum, the following:

- A. Shall render once per month a written, or electronic, account of the finances of the organization.
- B. Shall keep records of all receipts and disbursements of monies.
- C. Shall receive monies of the organization and coordinate with Executive Board and all other committees to make deposits in the name of the organization in such banks as determined by the Executive Board.
- D. Shall coordinate with the Executive Board to pay out bills and reimbursements as needed.
- E. Shall provide an end-of-the-year statement and all financial documents.
- F. Shall present a financial statement at every meeting.
- G. Shall present a financial statement at any time when requested by the Executive Board or Board of Directors.
- H. Assists Committees with budget reports as needed.
- I. Shall comply with all applicable regulations, laws, and procedures to maintain exempt status for organization.
- J. Shall participate in the preparation of all necessary tax returns and documents. If the Executive Board appoints an independent agency such as a Certified CPA to prepare tax returns the treasure must assist by ensuring CPA has all necessary documents to complete tax returns.
- K. Each June the treasure's books will be audited by a committee of three BASIS Boosters Club supporters and may be also audited by a Certified CPA that is appointed by the Executive Board.

- L. Shall, in general, perform duties incident to the office of Treasurer and such duties as from time to time shall be assigned by the President or the Executive Board.
- M. May be one of the designees who sign the checks, drafts, or electronic banking of the organization.

**Assistant Offices:**

One or more offices of Assistant Vice President, Assistant Secretary, or Assistant Treasurer may, from time to time, be established by the Executive Board or the Board of Directors. The persons appointed to such offices shall assist in the performance of the duties of the designated office and such other duties as shall be assigned to them by the President, Vice President, Secretary, Treasurer, or the Board of Directors. Such persons appointed must follow all rules and regulations as stated in the Mesa Boosters Club Bylaws.

**Section 7.3: Standing Committees and Temporary Committees:**

The Standing Committees shall be but are not limited to Email/Website/Social Networks, eScrip, Events, Hot Lunch, Fundraising, Merchandise. An appointed Chairperson shall organize each. Each chair will be appointed by the Executive Board and will report to a designated Executive Board member. Temporary Committees will follow same procedures as Standing Committees. No committee may exercise authority of the board with reference to voting on items proposed by the Board, filing of vacancies on the Board or any committee, to adopting, amending or repealing the Bylaws, or to fixing compensation of directors as restricted herein.

- A. Committee chairs shall keep a procedure book or file detailing actives, responsibilities, and expenses.
- B. Members shall chair no more than 2 committees per term.
- C. Committee meetings shall be called by the Committee Chair and shall meet as often as necessary to carry out their functions. The Committee Chair shall provide the Boosters President or a designated Executive Committee member with periodic status reports requested by Executive Committee.
- D. Publicity and communications must be cleared by the Boosters President.
- E. A financial report shall be made to the Treasurer after each fundraising event or as requested by the Executive Board.

**Section 7.4: Removal From Office, Contract Rights, and Compensation:**

Executive Board members, Board of Directors, and Committee Chairs and Co-Chairs can be removed from office with or without cause by a majority (President tie-breaker if needed) vote of the Executive Board and Board of Directors. A replacement will be appointed to serve until the next annual meeting. No election or appointment of an officer or agent shall be deemed to create contract rights of employment. No officer shall be paid a salary or other compensation hereunder unless approved in writing by the Executive Committee, but shall be reimbursed or advanced funds for costs or expenses incurred or to be incurred on behalf of the corporation, as approved by the Executive Board. Any expenses submitted for reimbursement must be approved by majority vote of the Executive Board prior to reimbursement and then will require a receipt, paid invoice, or other such proof of expense incurred. Any advanced funds must first be submitted in writing with proper documentation as requested by the Executive Board and after purchase a receipt, paid invoice, or other such proof of expense incurred must be submitted.

**Section 7.5: Formal Communication Directive:**

All communication to the school on behalf of the Boosters will be conducted by the President or anyone the President designates as appropriate. No other Directors will approach or communicate with School administration, its teachers, or staff members with any issues related to Booster business without consent from the President. Any violation of this directive will result in an immediate meeting with board directors to determine appropriate recourse.

**Article V – FINANCE AND CONTRACTS**

**Section 1: Budget:**

A budget of anticipated revenue and expenses shall be created prior to the first meeting of the school year. The budget shall be used to guide the activities of the Boosters during the year. Non-budgeted expenditures over \$2000.00 shall be authorized by a majority vote of the Board of Directors present at a general or special Boosters Board of Directors meeting. Expenditures under \$2000.00, emergency expenditures, or expenditures involving legal or attorney matters concerning the organization shall be at the discretion of the board. A budget and anticipated revenue does not need to be presented to the Supporters at the first regular meeting for the first year of operation which BASIS Mesa is open. Once the budget is finalized it may be shared with Supporters as requested.

**Section 2: Approval:**

The Board of Directors must approve any substantial deviation from the budget in advance.

**Section 3 Professional Staff:**

- A. Employees: The Executive Board may employ or fix the compensation of the employees of the corporation other than officers who shall have such duties as the Executive Board may designate from time to time. Any director may also serve as an employee of the corporation.
- B. Other Employees: The Executive Committee shall contract with, or otherwise fix the term of employment of such other persons, as it may deem necessary for the proper conduct of the business of the corporation.

**Section 4: Records:**

The Treasurer shall keep accurate records in chronological order of the receipts and expenditures specifying and itemizing the expense incurred as well as itemizing all income. Treasurer shall also keep accurate records of bank account information and shall follow Distribution of Booster Funds Rules & Policies attached.

**Section 5: Contracts:**

The Board of Directors is authorized to enter into contracts of agreements for the purchase of materials or services on behalf of the organization as long as the contracts and agreements comply with applicable regulations, laws, and procedures to maintain exempt status for the organization. Any contracts and agreements must be approved by majority of the Board prior to entering into said contract or agreement.

**Section 6: Authorization:**

Two authorized signatures shall be required on each check over the amount of \$500.00. Authorized signers shall be two of any authorized Board members as stated above.

**Section 7: Financial Statements and Audits:**

The Treasurer shall prepare a financial statement and have all records ready at the end of the school year, which may be reviewed by a committee of three BASIS Boosters Club supporters and may be also audited by a Certified CPA that is appointed by the Executive Board at their discretion.

**Section 8: Budgetary Year and Tax Returns:**

The fiscal year of the Boosters shall be the calendar year and shall begin August 1st of every year and shall end the following July 31st of every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors should Boosters practice subsequently dictate. Taxes are to be filed electronically and kept up to date with Parent Booster USA account.

## **Article VI – CONFLICTS OF INTEREST**

**Section 1:**

If a Director, Officer, Committee Chair, Co-Chair, or Supporter of the organization has a financial interest conflicting with the interest of the boosters, the individual must bring potential conflict to the attention of the other Directors and Committees and refrain from deliberating or voting on any decisions with respect to this matter.

**Section 2: Conflict of Interest Policy:**

All members must follow the BASIS Mesa Conflict of Interest Policy attached.

## **Article VII – AMENDMENTS**

**Section 1: Amendments of the Bylaws:**

These bylaws may be altered, amended, repealed, added, and new bylaws may be adopted by a consensus vote of a majority of the total number of directors of the corporation. Said amendment may be voted at any general or special meeting of the board of directors.

**Section 1.2:**

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

**Section 2: Articles of Incorporation:**

The Articles of Incorporation may be amended or repealed or new articles restated or adopted by a vote of a majority of the total number of directors of the corporation. Said amendment may be voted at any general or special meeting of the board of directors.



## **Article VIII – INDEMNIFICATION**

The corporation shall indemnify each of its officers, directors, and employees, whether or not then in office (and its executors, administrators and heirs) against all reasonable expenses actually and necessarily incurred by him or her, including but not limited to judgments, attorneys' fees and court costs in connection with the defense of any litigation or administrative proceeding to which he or she may have been made a party because he or she is or was a director, officer, or employee of the corporation, provided, however, he or she shall have no right to reimbursement in relation to matters which he or she has been adjudged liable to the corporation in the Articles of Incorporation.

Adopted by the Executive Board of Directors of the BASIS Mesa Boosters Club, Mesa, Arizona, this August 25, 2021.