

SHADOW MOUNTAIN HIGH SCHOOL MATADOR PARENT-TEACHER CLUB

BYLAWS

Of SMHS MATADOR PARENT-TEACHER CLUB

11/18/2008



**BYLAWS
OF
SHADOW MOUNTAIN HIGH SCHOOL
MADATOR PARENT-TEACHER CLUB**

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ARTICLE I - MEMBERSHIP

Membership in the corporation shall be open to any person, corporate or natural, who shall make application for membership in the corporation, pay such dues as shall be determined by the Board of Directors, and who espouses goals consistent with the purposes for which this corporation was founded. No membership shall be denied to any person on the basis of race, age, religion, national origin or gender.

ARTICLE II - MEMBERS' MEETINGS

Section I - Annual Meeting

Annual meetings of the members shall be held each year. A minimum of one meeting will be held during the school year at the principle location of the corporation, which is Shadow Mountain High School, 2902 East Shea Boulevard, Phoenix, Arizona, or at such place as the Executive Board of Directors shall authorize. Notice of such meeting shall be given by the Secretary as required by law; by serving personally, by mailing, e-mailing or posting on the SMHS PTC website not less than 10 days and not more than 40 days previous to such meetings. The annual meeting shall be for the purpose of electing Directors and for the transaction of any other business authorized or required to be transacted by the members.

Section II - Regular Meetings

Regular scheduled meetings of the members shall be held during the school year. The frequency will be decided by a majority of the Executive Board of Directors prior to the start of the new year and held at the principle location of the corporation, which is currently Shadow Mountain High School, 2902 East Shea Boulevard, Phoenix, Arizona, or at such place as the Executive Board of Directors shall authorize. Notice of such regular meetings shall be given by the President or the Secretary, and posted on the SMHS/PTC website not less than 10 days and not more than 40 days previous to such meetings.

Notice of such meetings shall contain a statement of the business to be transacted thereat. No business other than specified in the call for the meeting shall be transacted at any such regular meetings. The agenda may be amended at the beginning of the meeting by a majority vote of the Directors in attendance.

Section III - Special Meetings of the Membership

Special Meetings of the members, for any purpose or purposes other than those regulated by statute, may be called by the President or by a majority of the Board of Directors at the request in writing, by e-mail or phone call of the members representing a majority of the membership.

A quorum of the Board of Directors is necessary to conduct a special meeting. Notice of such special meetings shall be given by the President or the Secretary, and shall be served personally, by mail addressed to each member of record at his last known address or by email or posted on the SMHS/PTC website no less than 10 days or more than 40 days prior to the date of such meeting.

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Special meetings shall be open to the general membership of the corporation at which general members shall have a voice and a vote at such meetings. A majority of the members present at a special meeting will pass a motion.

Section IV - Voting

At any annual, regular or special meeting of the membership, each member in attendance at such meeting shall have one vote on each issue. No proxy voting shall be allowed.

Section V - Quorum

Ten percent of the general membership, or a majority of the Board of Directors, shall constitute a quorum at any meeting for all purposes, including the election of Directors. In the event that any meeting duly noticed a quorum does not attend, then those members in attendance may, at the end of 30 minutes from the time for which the meeting was called, adjourn or recess the meeting until such time that a quorum can be present to conduct the original business to be transacted. However, a lesser number, when not constituting a quorum, may adjourn the meeting from time to time.

Section VI - Organization

The President, or, on his directive, the Vice President, shall call the meeting or meetings of members to order and act as Chairman thereof. In case neither the President nor the Vice President is present, any member of the Board of Directors can call the meeting to order and members present shall then elect a Chairman pro-tem of such meeting. The Secretary of the Corporation shall act as Secretary at all meetings of the members, unless absent, in which case the Chairman may appoint any person to act as Secretary pro-tem.

ARTICLE III - BOARD OF DIRECTORS

Section I - Number of Members

The affairs and the business of the corporation shall be managed by Board of Directors including the Executive Board, and shall be between 4 and 13 directors. The Executive Board is comprised of four (4) officers; the President, Vice-President, Secretary and Treasurer. All Board of Directors must be PTC members.

Section II - How Elected

At the annual meeting of members, the Executive Board are each duly elected by the votes cast at the election held thereat and shall become the officers for the ensuing year. The remainder of the Board of Directors, consisting of Committee Chair positions, may be elected at this time or vacancies may be filled by the majority vote of the Executive Board in the ensuing year. All Board of Directors must have a student attending Shadow Mountain High School. Representatives of the UPC and School Council are not members of the Board of Directors. They are selected by a separate application process. The School Council representatives will be chosen by a committee of the Executive Board selected to decide who will be the PTC representatives as per the School Council application.

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Section III - Term of Office

Directors shall assume duties June 1st and their term shall be for one year.

Section IV - Duties of Directors

The Board of Directors shall have the control and general management of the affairs and business of the corporation by convening as a majority and may adopt rules and regulations to conduct business of the corporation, as they deem proper, not inconsistent with these bylaws and the laws of the State of Arizona.

Section V - Annual Meeting of the Board of Directors

The Board of Directors shall hold its annual meeting prior to the start of school year to prepare for the upcoming year at a location acceptable to the Executive Board. Any changes in policy or regulations must have a majority vote of the members in attendance at the director's meeting. A quorum consisting of a majority of the Board of Directors must be present to conduct business at the Annual Meeting of the Board of Directors.

Section VI - Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors at anytime deemed necessary upon the written request of four (4) Board of Directors. The purpose of such meetings will be disclosed to all Board of Directors and notification to all Board of Directors by mail, email or phone call shall be made.

Section VII - Executive Board Meetings

Special meetings of the Executive Board may be called by the President or any Executive Board member at any time. Notice of this meeting will be delivered by mail, phone call or email to all officers. Attendance of a majority of the Executive Committee is necessary for a quorum and to conduct business at such meetings. Decisions will be ratified by a majority vote of the Board of Directors at a special meeting called by the President. Executive Board Meetings will not be open to general membership nor the Board of Directors until ratification is necessary.

Section VIII - Voting

Except as otherwise provided by statute, or by the Certificate of Incorporation, or by these Bylaws, the affirmative vote of a majority of the Board of Directors present at any Board meeting at which a quorum is present shall be necessary for the transaction of any item of business therat.

Section IX - Vacancies

Vacancies in the Board of Directors occurring between annual meetings of the membership shall be filled for the unexpired portion of the term by a majority vote of the remaining Board of Directors.

Section X - Removal of Directors

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Any Director may be removed, either with or without cause at any time by a majority vote of the members present at any meeting duly called for such purpose.

Section XI – Compensation

The Board of Directors shall not be compensated for the performance of their duties.

ARTICLE IV - OFFICERS

Section I - Number of Officers

The officers of the corporation shall be a President, a Vice President, Secretary, and a Treasurer and any officers may hold more than one office except the offices of President and Secretary. The Board of Directors may appoint such other officers or agents in their sole discretion they shall deem advisable, who shall be subject to recall at any time with or without cause by a majority vote of the Board of Directors.

Section II - Term of Office

The officers so elected shall hold office at the pleasure of the Board of Directors as expressed by a majority vote of the members at the annual meeting.

Section III - President

The President shall be the chief executive officer of the corporation and shall have the general charge of the business, affairs and property thereof, subject to direction of the Board of Directors, and shall have general supervision over its officers and agents. He shall, if present, preside at all meetings of the Board of Directors and at all meetings of members. He may do and perform all acts incident to the office of President.

Section IV - Vice President

In the absence or inability of the president to act, the Vice President shall perform the duties and exercise the power of President and shall perform such other functions as the Board of Directors may from time to time prescribe.

Section V - Secretary

The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors. He shall attend to giving the service of all notices required by the bylaws or the Articles of Incorporation. He shall have the custody of the corporation papers and the records thereof.

Section VI - Treasurer

The Treasurer shall have the custody of all the funds and securities of the corporation which may come into his hands, and shall keep full and accurate accounts of all monies received and paid by him on account of the corporation. He shall exhibit at all reasonable times his books and accounts to the Directors or members of the corporation upon application at the office of the

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corporation upon reasonable notice during regular business hours. He shall render a statement of the condition of the finances of the corporation at each stated meeting of the members and to the Board of Directors if called upon to do so, and a full financial report at the annual meeting of the members. He will also be responsible for filing the annual report to the Corporation Commission and the IRS at the prescribed time annually.

Section VII - Duties of Offices may be Delegated

In case of the absence of any officer of the corporation, or for any reason the Board may deem sufficient, the Board may, except as otherwise provided in these bylaws, delegate the powers or duties of such officers to any other officer or any director for the time being, upon the majority vote of the Executive Board.

Section VII - Vacancies

Should any vacancy occur by death, resignation or otherwise, the same shall be filled, without undue delay, by the Board of Directors at its next regular meeting or at a special meeting called for that purpose.

Section IX - Removal of Officers

Any officer may be removed, with or without cause, by a majority vote of the Board of Directors, regularly convened at a special meeting of the Board of Directors.

Section X - Compensation of Officers

No officer shall receive salary or other compensation as a result of his service to the corporation.

ARTICLE V - NEGOTIATION INSTRUMENTS

All checks, notes or other negotiable instruments shall be signed on behalf of this corporation by two (2) officers, agents and employees as the Board of Directors may from time to time designate.

ARTICLE VI - FISCAL YEAR

The fiscal year of the corporation shall be from July 1 to June 30 of each year.

ARTICLE VII - MAXIMUM INDEBTEDNESS

The maximum indebtedness to which this corporation may subscribe shall be the maximum allowable under the laws of the State of Arizona.

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ARTICLE VIII - AMENDMENTS TO BYLAWS

The Board of Directors shall have the power to make, amend, rescind or alter the bylaws by a majority vote of the Directors present at any regular or special meeting of the Board, providing that notice of intention to make, amend, alter or rescind the Bylaws in whole or in part shall have been provided in the notice of such meeting. The members of this corporation shall have the power to make, amend or rescind the bylaws of this corporation by the vote of a majority of the members present at any regular annual meeting or at a special meeting called for that purpose, provided that notice of intention to make, amend, or rescind the bylaws of this corporation shall have been given in the notice calling such meeting.

ARTICLE IX – SCHOLARSHIPS

The Board shall appoint Scholarship Selection Committee for awarding scholarships. The Chairman shall use applications and evaluating instruments similar to those used in the past for selection of those students to be awarded scholarships, provided however, that any substantial changes to the instrument be made only with the approval of the Shadow Mountain High School Matador Parent-Teacher Club Board of Directors. The Board of Directors shall annually review criteria used for selections.

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These bylaws are amended and approved by the members on November 18, 2008. These new bylaws supercede the bylaws of May 1990 and September 20, 2005.

President	Chairperson
Vice-President	Chairperson
Secretary	Chairperson
Treasurer	Chairperson
Chairperson	Chairperson
Chairperson	Chairperson
Chairperson	