

**1. BYLAWS of The Parent Organization of Painted Rock Academy Charter School, a.k.a.
The Painted Rock Organization of Parents**

ARTICLE I

NAME

1.1 NAME: The name of this organization shall be The Parent Organization of Painted Rock Academy School a.k.a., Painted Rock Organization of Parents (PROP). No other person, persons, or organization may use the name “The Parent Organization of Painted Rock Academy Charter School” without first obtaining written approval of the PROP Governing Council. From here we will be referred to as PROP. The organization shall maintain its principal offices at 14800 N. 25th Drive in the city of Phoenix, county of Maricopa, State of Arizona, but may transact business at such other places as the Governing Council may from time to time designate.

ARTICLE II

PURPOSES

2.1 PURPOSES: The purpose of the Painted Rock Organization of Parents (PROP) is to enhance the education of children attending Painted Rock Academy by acting in a support capacity to the school administration in:

- Promoting high academic standards;
- Promoting the philosophy, direction, and image of Painted Rock Academy;
- Increasing and facilitating communication between parents and the school;
- Providing a forum for discussion for school-related issues; and
- Maintaining a network for parental participation.

ARTICLE III

POWERS

3.1 POWERS: The organization shall have all legal powers necessary to fulfill its purpose, including, but not limited to the right to hold meetings, to issue communications to parents, teachers or local officials, to sponsor specific or special projects for the benefit of Painted Rock Academy or its students, to study specific problems or areas of interest, to form committees and subcommittees, and to charge and collect dues.

3.2 BASIC POLICIES: The policies of the organization are established to maintain a tax-exempt status as defined by Section 501 (c) (3) of the Internal Revenue Code.

3.2.1 This organization shall be non-commercial, non-sectarian, and non-partisan. The name of the organization or the names of any members in their official capacities shall not

be used in any connection with a commercial concern, or with any partisan interest, or for any purpose not appropriately related to promotion of the objectives of the organization.

3.2.2 Said organization is organized exclusively for charitable and educational purposes, 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, or corresponding section of any future federal tax code.

3.2.3 The organization's fiscal year will be August 1st through July 31st.

ARTICLE IV

MEMBERSHIP

4.1 MEMBERSHIP: Membership is open to parents and legal guardians of children enrolled at Painted Rock Academy. Membership in PROP shall be made available without regard to race, color, creed or national origin, under such rules and regulations not in conflict with the provisions of these bylaws. The membership year for PROP shall be the same as the school year.

4.2 ANNUAL MEETING: The annual meeting of the members shall be held during the last full month of school each year. The month preceding this meeting, ballots for elections to the Governing Council and Executive Governing Council will be accepted. The final count will take place at the annual meeting at which time elections to the Governing Council will be announced. The Governing Council may call such additional meetings of the general membership as it deems necessary or appropriate.

ARTICLE V

GOVERNING COUNCIL OF THE PARENT ORGANIZATION

5.1 GOVERNING COUNCIL MEMBERS: The governing body of the organization shall be known as the Governing Council and shall consist of up to sixteen representatives elected at large by membership. The Governing Council is comprised of the President, Vice President, Secretary, Treasurer, and up to twelve Chairpersons. The Governing Council shall be responsible for all policy decisions affecting the organization's operations and activities and shall monitor and review the implementations of said policy decisions by the officers.

5.1.1 MEMBER CRITERIA: To avoid conflicts of interest, membership of the Governing Council is open to all parents and legal guardians of Painted Rock Academy students except those who are employees (full or part time) of Painted Rock Academy, and those who provide regular and ongoing services during the academic day, such as independent contractors, and spouses thereof, during their tenure of office.

5.1.2 OFFICER CRITERIA: At no time shall relatives serve as Executive Governing Council members concurrently for the same council.

5.1.3 COMPENSATION: No Governing Council member shall be compensated by PROP for their service.

5.2 COMMITTEES: The Governing Council Members who are not members of the Executive Governing Council will act as Committee Chairpersons. These committees will promote the specific objectives of the organization. The Chairpersons of each committee shall keep written record of the activities of his/her committee in a manner that would allow these records to be passed along to future Chairs. No Committee Chair shall secure any contract in the name of the organization without approval to do so by the Executive Council. Any approved purchase must be made within the budgetary restrictions.

5.3 MEETINGS: Regular meetings of the Governing Council shall be held at least once a month during the school year. A meeting calendar for the coming year shall be established each year no later than the first regular meeting, and a copy of the calendar shall be made available to the membership no later than the second regular meeting. Written notice of regular meetings shall be distributed to the membership at least two days in advance of the meeting. Special meetings of the Governing Council may be called at the discretion of the president.

5.4 VOTING: A quorum of Governing Council members must be present at an officially scheduled PROP meeting for business requiring a vote. A quorum consists of one-half (1/2) of the Governing Council members plus one. Unfilled Governing Council positions shall not be counted when determining a quorum.

5.4.1 Any PROP member may attend the regular meetings, however only Governing Council members may vote.

5.4.2 All Governing Council members have equal voting rights. The President shall abstain from voting unless to break a tie.

ARTICLE VI

OFFICERS

6.1 EXECUTIVE GOVERNING COUNCIL: The executive governing council of the organization shall be president, vice president, secretary and treasurer.

6.2 QUALIFICATIONS: The president must have served on the Governing Council for at least one year prior to his/her election as president, but not necessarily the previous year.

6.2.1 PRESIDENT: The president must have served on the Governing Council for at least one year. The president should also have leadership ability, the ability to delegate, and organizational skills.

6.2.2 VICE PRESIDENT: The vice president should have leadership abilities, the ability to delegate, and organizational skills. The vice president should also have the ability to monitor committees.

6.2.3 SECRETARY: The secretary should have a working knowledge of word processing programs and the ability to be detail oriented and work with deadlines.

6.2.4 TREASURER: The treasurer should have a working knowledge of accounting software, experience reconciling bank accounts, a trustworthy reputation, and be detail oriented and agree to follow accountability guidelines set forth for handling money.

6.3 DUTIES: The respective duties of the officers shall be as follows:

- **PRESIDENT:** The president shall preside over all regular and special meetings of the Governing Council. The president shall preside over all regular and special meetings of the Executive Governing Council. The president shall appoint all ad-hoc committees and serve as executive officer member of all committees, and shall sign all contracts, agreements, official correspondence, and other instruments requiring execution on behalf of the organization. The president shall act as the operation and directing authority of the organization subject to all policies and resolutions established by the Governing Council. The president shall review all tax returns and the annual report compiled by the treasurer before they are filed. The president is responsible for filing the annual report required by the Arizona Corporation Commission (AZCC) by October 22.
- **VICE PRESIDENT:** The vice president shall perform such duties as from time to time may be assigned by the president or by the Governing Council. The vice president shall have all the powers and perform all the duties of the president in case of the temporary absence or inability of the president to act, the office of the president be declared vacant by the Governing Council and a successor is chosen by the Governing Council. The vice president shall receive a copy of the bank statement on the first of the month from the treasurer and review the monthly reconciliation of check register and monthly reconciliation report before the monthly meeting.
- **SECRETARY:** The secretary shall see that the minutes of all meetings of the Governing Body and officers are kept. The secretary shall provide the meeting minutes to the Governing Council for review prior to the following month's PROP meeting. A vote to accept the meeting minutes as written shall take place at this following PROP meeting. Copies of the approved minutes shall be kept on file in the PROP room as well as sent to the school administrators and Reid Traditional secretary to be posted on the school website. The secretary shall be responsible for compiling and distributing the yearly meeting calendar, creating the monthly PROP newsletter, and maintaining the PROP bulletin board.
- **TREASURER:** The treasurer shall have the general custody of all funds and perform all banking activities of PROP, including receiving all funds of PROP including, but not limited to, donations, fundraising sales, and contributions. The treasurer shall have general custody of financial records of the organization and shall prepare the written financial reports (profit and loss and balance sheet) each month, submitting a copy to each member of the Governing Council and organizational files. The treasurer shall also submit a reconciled copy of the bank statement at the same meeting. A file of the statements shall be maintained. The treasurer shall audit all invoices and receipts submitted for payment or reimbursement to ensure each request is in compliance with PROP policies. The treasurer shall pay all bills and disburse funds as authorized by the PROP General Council. The treasurer shall develop, implement, and audit procedures for the handling of funds especially cash for all PROP fundraising activities. The treasurer shall complete all financial updates by the close of the fiscal year and submit an annual statement at the end of the PROP fiscal year to the Governing Council, administration, and organizational files. The treasurer shall be responsible for filing or for ensuring a 3rd party files the 990-EZ required by the IRS and Arizona Form 99 no later than the filing deadline mandated by the tax authorities and maintain

accurate records of such. During a year when a new treasurer is elected, the outgoing treasurer will be responsible for these filings. Once completed, these documents are to be reviewed by the president and executed by the treasurer before filing. The treasurer is responsible for submitting all requested/required financial data relating to PROP operations to an external auditor for annual financial review.

ARTICLE VII

ELECTIONS

7.1 ELECTIONS: At least thirty (30) days prior to the annual meeting, the president shall appoint an ad-hoc committee to oversee the nominations and elections of the new council members. Additional nominations from PROP members may be made to the Governing Council at any time prior to the adjournment of the Governing Council's regular meeting preceding the annual meeting of the membership. Elections to the Governing Council and Executive Governing Council shall then be held during the annual meeting.

7.2 TERM OF OFFICE: Each Governing Council member shall be elected for a term of two years. The Governing Council's term for each school year will run the start of the next PROP fiscal year (August 1) through the end of the succeeding PROP fiscal year.

7.3 VACANCIES: In the event a vacancy occurs in any office, a replacement shall be appointed by the Governing Council for the unexpired term.

7.4 REMOVAL FROM OFFICE: The Governing Council, by a two-thirds vote of the members, may remove any elected Executive Governing Council or Governing Council member from his/her position for failure to perform assigned duties, improprieties, failure to attend two or more consecutive meetings, or for just cause. The vote must take place at an officially scheduled PROP meeting. Any vote for the purpose of removing an Executive Governing Council member or Governing Council member shall occur only after the individual in question is given written notice of the meeting and intended business. The affected individual shall be given the opportunity to address the Governing Council before any vote for removal is conducted. The affected individual shall then leave the meeting while the determination of removal is discussed and voted upon.

ARTICLE VIII

FUNDS

8.1 DEPOSITS: All organization funds in the form of cash from day to day PROP business in amounts over \$100.00 shall be deposited intact in a federally insured financial institution within three (3) business days of their receipt in an account in the name of Painted Rock Organization of Parents. All organization funds in the form of checks from day to day PROP business shall be deposited intact in a federally insured financial institution within seven (7) days of their receipt in an account in the name of Painted Rock Organization of Parents. Cash or check funds for a major fundraiser with a specific end date must be held in PROP safe and then be deposited within three (3) days of the fundraiser count date in a federally insured financial institution in an account in the name of Painted Rock Organization of Parents. All funds are to be maintained under the controls provided herein. The monthly statements of the account is available on the bank website the first

day of the month. The vice president will receive a printed copy of the statement from the treasurer and review the treasurer's reconciliation with check register and bank reconciliation report.

8.2 EXPENDITURES: No less than \$10,000.00 and no more than \$10,000.00 shall be carried over in the General Fund from year to year. In such cases where funds are held by PROP separately from the General Fund such as money that is only allowed to be spent in specific areas, this money may carry over year after year, but every effort shall be made to keep the non-General Fund money carry over amount under \$1,000.00. In the event a council approves a project that requires an accrual of funds that will take more than one year, funds must be given to Painted Rock Academy with the stipulation that the funds are earmarked for a specific long term accrual project. An annual budget is to be prepared and approved by the Governing Council no later than the July Governing Council regular meeting. Expenditures may be made with the authorization of the majority of the Governing Council; vote via e-mail is acceptable. Expenditures are to be supported by receipts and appropriate documentation.

8.3 DISBURSEMENTS: Two signatures shall be required on all checks issued by the organization. Authorized signatures shall include the president, vice president, secretary and/or treasurer. A check may not be signed by the same person that appears as payee on the check.

8.4 FINANCIAL REVIEW: The financial records of the organization shall be reviewed annually by an external auditor who is not a member of the Governing Council and who has been approved by the Governing Council. The review shall take place before filings are made. IRS and Arizona Department of Revenue filing date is December 15th for returns and AZCC filing date is October 22nd.

8.5 ANNUAL REPORT: The annual year-end financial report shall be published and made available to all organization members and school administration.

ARTICLE IX

AMENDMENTS

9.1 AMENDMENTS: These bylaws may be amended by a 2/3 vote of all Governing Council members. The president may call for an advisory vote of all organization members present at a meeting at which any amendment may be under consideration or may request that an advisory poll of the members be conducted in writing.

9.1.1 No amendment shall be made to these bylaws which would cause the corporation to cease to qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue code of 1986, or the corresponding section of any future Federal tax code.

9.1.2 All amendments must be consistent with this organization's Articles of Incorporation.

ARTICLE X

MISCELLANEOUS

10.1 BOOKS AND RECORDS: The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings. In addition, the

organization shall keep a copy of organization's Articles of Incorporation and bylaws as amended to date. These files will be kept in the Parent Room at Painted Rock Academy.

10.2 FISCAL YEAR: The fiscal year of the organization shall be from August 1st to July 31st of each year.

10.3 PARLIAMENTARY AUTHORITY: An amended version of Roberts Rules of Order, as approved by the Council, shall govern the proceedings of the organization except in cases as are governed by the bylaws.

ARTICLE XI

DISSOLUTION

11.1 DISSOLUTIONS: The organization may be dissolved only upon 2/3 vote of the members present at a meeting called and published for the purpose of dissolution.

11.2 DISTRIBUTION OF FUNDS: Upon a vote to dissolve the organization, the remaining funds shall first be used to pay any outstanding debts and either:

- 1) A vote shall be taken by the PROP Membership to spend remaining funds on an item that benefits the students; or
- 2) The remaining funds may be held in escrow by the Principal for use by a future School PROP organization. If a PROP organization is not formed within 24 months, the funds shall revert to the School and be used toward the benefit of the students under the direction of the Principal.

ARTICLE XII

DATE OF ACCEPTANCE

12.1 DATE OF ACCEPTANCE: For the purpose of this document Painted Rock Organization of Parents date of original acceptance is December 1, 2013.

NOTICE OF ADOPTION AND AMENDMENT

The original bylaws were adopted by ad-hoc committee on December 1, 2013.

The forgoing bylaws were amended by the Painted Rock Organization of Parents Governing Council on September 23, 2014.

Bylaws were amended by the Painted Rock Organization of Parents Governing Council on July 11, 2017 by revising all ARTICLES.