

BY-LAWS
OF THE
SEDONA - OAK CREEK UNIFIED SCHOOL DISTRICT EDUCATIONAL
FOUNDATION, INC.
(An Arizona Non-profit Organization)

Article 1- Purpose

The purpose and affairs of the nonprofit SEDONA – OAK CREEK UNIFIED SCHOOL DISTRICT EDUCATIONAL FOUNDATION shall be to encourage private gifts, trusts, and bequests for the benefit of the Sedona –Oak Creek Unified School District No.9 educational programs and to assist the District in furthering the mission of the school District. This Foundation is to be used as the primary vehicle for enlisting fundraising from the private sector, securing financial support to nourish campus programs and to strengthen and encourage the steady growth in private giving to Sedona – Oak Creek Unified School District No.9, and to supplement the District’s educational programs and community outreach programs consistent with Arizona law and with input from the Sedona - Oak Creek Unified School District’s Governing Board. The corporation shall establish, maintain, conduct, and operate for nonprofit, charitable, educational, and scientific purposes in furtherance of the mission of the Sedona - Oak Creek Unified School District in accordance with and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. In furtherance of this purpose, the affairs of the corporation shall be managed by its Board of Directors.

Article 2 – Members

The corporation shall have no members.

Article 3 – Board of Directors

Section A. General Powers and Responsibilities

The affairs of the corporation shall be managed by its Board of Directors. In fulfilling this responsibility, the Board of Directors will assist the Foundation in obtaining financial support through gifts and grants for the benefit of the Sedona - Oak Creek Unified School District No.9. The Board of Directors' responsibilities shall include establishing areas of priorities to be supported by private donations, identifying and cultivating sources of gifts and grants from businesses, corporations, foundations, school patrons, and friends; displaying leadership by giving personal support of the Foundation; enrolling volunteer workers; soliciting gifts when appropriate; managing the assets of the Foundation; and allocating unrestricted assets of the Foundation.

Section B. Composition

1. The Board of Directors shall consist of no fewer than five (5) voting members and no more than eleven (11) voting members. The actual number of Board of Directors may fluctuate and is subject to the sole discretion of the Board of Directors.
2. The following persons shall be included in the Board of Directors for the term of office as set forth herein:
 - a. The Superintendent of Sedona - Oak Creek Unified School District
 - b. One Governing Board member of the Sedona –Oak Creek Unified School District

3. In addition to the Board Member listed in Paragraph 2 above, additional Board members or employees of the Sedona - Oak Creek Unified School District or members of the Sedona - Oak Creek School District community may be appointed to the Board of Directors. The Governing Board of the Sedona - Oak Creek Unified School District shall request that community members submit an application to the Board of Directors for consideration by the Governing Board. The initial Board of Directors shall be appointed by the Governing Board and shall serve until the first annual meeting. After the initial appointment, it shall be the duty and responsibility of the Board of Directors to appoint individuals to the Board of Directors and to set the number of directors that shall serve.

Section C. Election and Term of Office

1. Except for the initial term, each Director shall serve four (4) years, and may be elected by the Board of Directors for two (2) additional terms.
2. Each Director holds office until his or her successor is elected or appointed and takes office.
3. The Board of Directors shall serve four (4) year staggered terms. The tenure of each Director shall be determined initially by the drawing of lots for staggered terms. There shall be lots for an odd number of directors for the initial two (2) year terms and an even number of directors for the initial four (4) year terms. After the initial terms, the tenure shall thereafter continue as four (4) year, staggered terms.
4. The terms of office of the directors shall commence beginning at the first regular meeting of the SEDONA - OAK CREEK UNIFIED SCHOOL DISTRICT

EDUCATIONAL FOUNDATION, and shall end at the conclusion of their tenure at the first regular meeting of that particular year of the SEDONA - OAK CREEK UNIFIED SCHOOL DISTRICT EDUCATIONAL FOUNDATION. The directors shall hold annual meetings of the corporation for the purpose of the election of officers and to undertake other corporate business. Officers of the corporation shall hold their office for one (1) year terms.

Section D. Meetings

1. (a) The Board of Directors shall hold a minimum of one (1) meeting per year. Unless otherwise agreed to, meetings will be held at the office of the Sedona - Oak Creek Unified School District's district office located in Sedona, Arizona, or at any place designated by the Board. The Board President shall notify each director as early as possible prior to each regular meeting of the Board of Directors.
- (b) The Board of Directors may hold special meetings which shall be called by the Board President or by at least two Directors who shall submit their request, in writing, to the Board President.
- (c) The Board shall hold a minimum of one (1) public meeting per year. This meeting notice shall be published in a newspaper of community-wide circulation and notices of this meeting shall be posted at public locations throughout the Sedona - Oak Creek Unified School District. The published and posted notices shall provide a minimum of a ten (10) day advanced notice of the upcoming public meeting. The purpose of this public meeting is to provide a report to the community of the events and activities of the

corporation and to provide a detailed financial report setting forth the fundraising activities and the revenues received and spent.

2. Except for the annual public meeting as set forth in 1(c) above, the Board President shall provide either written or oral notice of regular or special Board meetings to the other directors as early as possible prior to each regular or special meeting of the Board of Directors. Unless circumstances require a shorter notice, it is the intent that the Board of Directors receive a minimum of a five (5) day advance notice of the regular or special Board meeting. The Board President shall establish the agenda for the regular and special Board meetings and shall provide copies of the agenda to the Board of Directors prior to the regular or special Board meetings. Members of the Board of Directors or members of the community may request that certain items be included in the Board of Directors' agenda. Unless a direction is made by a majority of the Board of Directors at a regular or special Board meeting, the President of the Board of Directors shall have the ultimate authority to set the agenda.
3. To transact any business at a meeting of the Board of Directors, there must be at least a quorum present at the meeting. A majority of the Board of Directors shall constitute a quorum of the Board. A majority vote of a quorum of the Board of Directors at a properly noticed meeting shall constitute a validation of an act of the Board. Unless delegated by the Board, no single Board member, or members, shall act on behalf of the Board of Directors.
4. (a) There shall be no proxy votes; Directors must be present in person to vote.
(b) Members of the Board of Directors may appear by telephone or other

electronic means if prior arrangements are made so that they can fully participate in the Board meeting.

5. The notice of meetings, or other notices, may be waived if a majority of the Board of Directors votes to waive the notice requirements, in which case the meeting shall continue without the notices as set forth herein. This waiver of notice provision does not apply to the annual public meeting.

Article 4 - Board Officers

1. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer.
2. The officers shall be elected annually by a majority vote of the SEDONA - OAK CREEK UNIFIED SCHOOL DISTRICT EDUCATIONAL FOUNDATION Board of Directors at the first regular meeting of each year.
3. Any officer elected by the Board of Directors may be removed by the Board of Directors by majority vote whenever the best interests of the corporation are served thereby.
4. A member of the Board of Directors may be removed at any regular meeting by a majority of the Board of Directors whenever the best interests of the corporation are served thereby.
5. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled at any regular or special Board meeting called by the Board of Directors. The vacancy will be filled for the unexpired portion of the vacancy's remaining term.
6. A vacancy in any office or in the Board of Directors whether for the reasons as

set forth in paragraph 5 above, or because of the expiration of the term for the particular Board members, shall be filled by majority vote at a regular or special Board meeting by the Board of Directors. The Board shall submit requests for community members to apply for vacant positions on the Board of Directors. The Board of Directors shall elect new members of the corporation from this community-solicited list.

7. The President shall provide meeting notices, prepare the agenda, chair all meetings and shall be the principal contact for the Board of Directors.
8. In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions of the President. The Vice-President shall perform such other duties as may be assigned to him/her by the President or as directed by majority vote of the Board of Directors.
9. The Secretary shall keep the minutes of all meetings of the Board. He or she shall retain custody of the records of the Board and its activities and shall give assist the President in giving notice of all meetings.
10. The Treasurer shall maintain the financial records of the corporation and shall provide the annual financial statement to the public. Additionally, the Treasurer shall establish a bank account for the corporation. The Treasurer shall be responsible for maintaining the financial records and financial accounting of the corporation. The Treasurer shall be a signer on corporate checks. The Board of Directors shall appoint another signer for checks. All checks shall require dual signatures, one from the Treasurer, and one from the signer designated by the

Board. All expenditures of funds must receive the prior approval of a majority of the Board of Directors.

Article 5 – Committees

1. The Board of Directors may set up committees by a majority vote of the Board of Directors.
2. Committees of the Board of Directors can exercise authority as may be legally delegated by the Board of Directors.

Article 6 – Seal

1. The Board of Directors may adopt a corporate seal with the name of the Corporation on the seal.

Article 7 – Office and Meeting Location

1. The principal office of the Board of Directors shall be at the District Office, Sedona - Oak Creek Unified School District No.92, 221 Brewer Road, Suite 100, Sedona, AZ 86336, or at an alternative site to be designated by a majority vote of the Board of Directors. Meetings of the Board of Directors shall be held at the District Office of the Sedona - Oak Creek Unified School District No.9, or at an alternative site to be designated by a majority vote of the Board of Directors.

Article 8 – Contract Authority

1. The Board of Directors must, by majority vote, authorize any contract for the SEDONA - OAK CREEK UNIFIED SCHOOL DISTRICT EDUCATIONAL FOUNDATION.

Article 9 – Disposition of Funds

1. The Board of Directors, by majority vote, shall authorize the Treasurer to

establish a bank account at a bank or similar financial entity for cash management, investments, and other related financial activities of the corporation.

2. The Board of Directors shall authorize the Treasurer and a designed signer to sign checks for the corporation.

Article 10 – Amendments to Bylaws

1. By majority vote of the SEDONA - OAK CREEK UNIFIED SCHOOL DISTRICT EDUCATIONAL FOUNDATION, these By-laws may be changed at any properly noticed meeting of the SEDONA - OAK CREEK UNIFIED SCHOOL DISTRICT EDUCATIONAL FOUNDATION.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto signed my name on the _____ day of _____, 2018 for the SEDONA - OAK CREEK UNIFIED SCHOOL DISTRICT EDUCATIONAL FOUNDATION, as it now exists or may hereafter be amended, or under corresponding laws and regulations hereafter adopted.

Dennis Dearden, Incorporator