

**BYLAWS OF THE UNIVERSITY HIGH SCHOOL
TRIPLE TEN PARENTS CLUB (PHOENIX ALLIANCE)**

Amended 12 September 2013

**ARTICLE I
NAME AND REGISTERED OFFICE**

Section 1. Name. The name of this organization shall be University High School Triple Ten Parents Club, currently known as "Phoenix Alliance" (also referred to as PA).

Section 2. Registered Office. The registered office of the organization shall be 2611 E. Matoian Way M/S UH134, Fresno, CA 93740 (site of University High School). Records of all fundraisers and event planning documents; financial records; and minutes of all Board, Executive Committee, and membership meetings will be kept in a designated, secure location in the University High School (UHS) office located at this address. Minutes and financial records shall also be posted on the Phoenix Alliance website or on webpages on the UHS website dedicated to the Phoenix Alliance.

**ARTICLE II
PURPOSE AND POLICIES**

Section 1. Purpose. The purpose of the Phoenix Alliance is to support the students, faculty, and administrators of University High School through parent advisory to the University High School Board of Directors and administration. Members serve as volunteers, participate in fundraisers, and promote school and extracurricular activities.

This organization was created exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The organization shall not seek to direct the administrative activities of the school or to control its policies.

Section 2. Policies. This organization shall be educational, non-partisan, non-sectarian, non-commercial, and non-political. Notwithstanding any other provision of these Articles, the Phoenix Alliance shall not conduct any other activities not permitted to be conducted (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE III
MEMBERS**

Section 1. Eligible Members. Members shall be parents, guardians, or caregivers of students who attend University High School. Members are expected to contribute either (a) ten volunteer hours per year (e.g., attending Phoenix Alliance meetings, helping with student activities, etc.) or (b) \$10 per year.

Section 2. Rights and Privileges. Each member shall be entitled to vote in the annual election of officers, as well as attend and vote at meetings of the members. There will be no voting by proxy. Each member shall be entitled to one vote.

ARTICLE IV PHOENIX ALLIANCE BOARD OF DIRECTORS

Section 1. The business of Phoenix Alliance shall be managed by a Board of Directors. The PA Board shall be comprised of the Executive Committee (see Article V) and no more than eleven (11) additional Board members, not including the Ex Officio Members (see Article IV Section 6 below). The PA Board is responsible for the overall policy, direction, and management of the organization.

Section 2. The President of Phoenix Alliance, by virtue of the office, shall be Chair of the PA Board of Directors.

Section 3. Such Board of Directors shall only act in the name of the organization when it shall be convened by its Chair after due notice to all the Directors of such meeting.

Section 4. The PA Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 5. Directors shall serve without compensation. Expenses incurred in the furtherance of the organization's business, with proper documentation and Board approval, are eligible for reimbursement.

Section 6. There shall be four (4) Ex Officio Non-voting Directors: the UHS Board of Directors Parent Representative, the UHS Head of School, a UHS faculty representative, and a UHS Associated Student Body officer.

Section 7. Any Director may resign at any time by giving written notice to the PA Board Chair or Secretary.

Section 8. Any Director may be removed from office without assigning any cause by a majority vote of the Directors at any meeting at which a quorum is present.

Section 9. Vacancies on the Board of Directors shall be filled for the balance of the term of the vacated seat by a majority vote of Directors at any meeting at which a quorum is present.

Section 10. Terms for Directors shall be from July 1 to June 30, with an expectation that the newly-elected Board of Directors will participate in at least one orientation meeting with members of the current Executive Committee before the new PA Board takes office.

Section 11. The formal nomination period will commence at the ^{Feb} April membership meeting, with the election of Phoenix Alliance Board of Directors by PA members held at the ^{Feb} May membership meeting.

ARTICLE V EXECUTIVE COMMITTEE

Section 1. Definition. The Phoenix Alliance Executive Committee (Officers) shall consist of the President, Vice President, Secretary, Treasurer, Past President, and President-Elect. Those nominated by the Phoenix Alliance Board of Directors for Executive Committee positions shall be members of the Board who were elected during the May membership meeting.

Section 2. Term of Office. The Executive Committee members are elected by the incoming PA Board of Directors following the May membership meeting for a one-year term commencing on July 1 and ending on June 30 of the following year. An officer may not serve more than two years in the same office in succession.

Section 3. President. The PA President shall convene regularly-scheduled meetings of the Membership and PA Board of Directors. The President shall preside at or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice President, Secretary, and Treasurer. The PA President will also schedule at least bimonthly meetings with the UHS Head of School and will supervise and advise the activities of the chairs of committees (e.g., Phoenix Phling and Magic of the Arts). The President is an ex-officio member of every committee.

Section 4. Vice President. The PA Vice President will chair committees on special subjects as designated by the Board. In addition, the Vice President will chair meetings in the absence of the Board President. The Vice President may also assist other officers with any designated duties. The Vice President is an ex-officio member of every committee.

Section 5. Secretary. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all meetings (Board, Executive Committee, and Membership), sending out announcements for all meetings via the UHS Daily Bulletin and through email networks, posting copies of the minutes and the agenda

online at least one week prior to a meeting, and assuring that corporate records are maintained. The Secretary prepares the agenda with the President and shall perform other duties as assigned by the President.

Section 6. Treasurer. The Treasurer shall chair the Finance Committee (see Article VI Section 3), prepare the budget, help develop fundraising plans, and make financial information available to Board members and the membership. The Treasurer will ensure that the financial records are located in the Phoenix Alliance files located in the UHS office as well as on the Phoenix Alliance webpages. The Treasurer deposits and withdraws funds under the direction of the Executive Committee, co-signs checks with the President, and assists with the annual audit for presentation at the first membership meeting.

Section 7. President-Elect. The President-Elect shall assist the President as needed and prepare to assume the duties of the President in the upcoming school year.

Section 8. Past President. The Past President shall advise the President on historical context and parliamentary procedures.

Section 9. Removal from Office. Any officer may be removed from office without the assignment of any cause by a majority vote of the Board Members at a meeting at which a quorum is present.

Section 10. Authority. The Executive Committee shall have the power and the authority of the full Board of Directors in the intervals between meetings of the full PA Board.

ARTICLE VI COMMITTEES and ADVISORY BOARDS

Section 1. Establishment. The PA Board of Directors may establish one or more committees or advisory boards. The Board Chair shall appoint all committee chairpersons.

Section 2. Size, Duration, and Responsibility. The size, duration, and responsibilities of such committees and boards shall be established by a majority vote of the PA Board of Directors. Members of committees or advisory boards, except the Executive Committee, may include non-Board members.

Section 3. Finance Committee. The Treasurer shall be the chair of the Finance Committee. The Finance Committee shall be composed of at least three (3) but no more than five (5) members. The Finance Committee is responsible for developing and reviewing fiscal procedures, overseeing the annual audit, and reviewing and explaining

the annual budget to the full Board. The budget and tax returns are to be approved by a vote of the full board. Financial reports and updates will be provided by the Finance Committee to the Board at least once during a school semester. The Finance Committee shall be responsible for providing the books and records of the Phoenix Alliance upon written request by any member of the Phoenix Alliance. The books and records shall be made available within 15 days of the written request.

Section 4. Ways and Means Committee. The Ways and Means Committee shall be responsible for the development of a plan for future direction, ongoing activities, and all matters affecting the finances of the organization.

ARTICLE VII MEETINGS, QUORUM, VOTING, and CONDUCT

Section 1. Membership Meetings.

a. Monthly Meetings. Meetings of the general membership of the Phoenix Alliance will be held monthly from September through June, inclusive, unless the PA Board of Directors votes to suspend one of these monthly meetings. The annual financial report will be presented at the September membership meeting. The PA Board of Directors shall set the date, time, and location of these meetings and announce this information at least seven days prior to the meeting via the UHS Daily Bulletin and other electronic means. The agenda for the meeting, as well as the minutes from the previous meeting, should be posted online by the time the meeting is announced.

b. Special Meetings. Additional meetings of the Phoenix Alliance may be called by the President or by any two other Phoenix Alliance Board Members. Notice of an additional meeting shall be noticed by the Secretary to members at least seven days before the scheduled date for the meeting. The notice shall also be posted in the UHS Daily Bulletin and/or sent electronically. No other business but that specified in the notice may be transacted at a Special Meeting without the unanimous consent of all present at the meeting.

Section 2. Board of Directors Meetings.

a. Regular Meetings. The Phoenix Alliance Board of Directors shall hold at least two regular Board meetings per fiscal year at a time and place designated by a standing resolution of the Board, and at least one such meeting shall be held each academic semester.

b. Additional Meetings: Other meetings of the PA Board of Directors may be called by the President or at the request of any two Executive Committee members

by notice telephoned, emailed, faxed, and/or mailed to each Board member not less than forty-eight (48) hours before such meeting.

Section 3. Quorum for Membership Meetings and for PA Board of Directors Meetings. At least 51% of the elected PA Board of Directors must be present at any meeting of the membership or PA Board of Directors in order for business to be conducted.

Section 4. Voting.

a. Membership Meetings. All decisions pertaining to the expenditure of Phoenix Alliance funds (profits), separate from those approved as part of the initial school calendar budget as referenced below in Article IX Section 2, and any policy changes will be brought for a vote at the membership meetings. The membership will also vote on the Phoenix Alliance Board of Directors. Decisions will be made by a majority vote of the Phoenix Alliance members who are present at the meeting. Each member shall have one vote, and such voting may not be done by proxy.

b. Phoenix Alliance Board of Directors. All decisions pertaining to planning, organizing, and running fundraisers shall be made by the Phoenix Alliance Board of Directors. Decisions will be made by a majority vote of the Phoenix Alliance Board members. Proposals regarding expenditures of Phoenix Alliance funds for PA-sponsored events may be presented by event chairs at PA Board of Directors meetings. Funds not approved in the budget process will be presented at a membership meeting for an official decision (vote).

Section 5. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as members participating in such meetings can hear one another. In addition, meetings may be held by means of teleconferencing or Web conferencing.

Section 6. Online Action. Electronic voting via email or other means established by action of the Phoenix Alliance Board of Directors in accordance with California Corporation Code will be permitted.

Section 7. Agenda Format for Membership Meetings.

1. Call to Order
2. Roll Call
3. Determination of Quorum
4. Reading and Approval of the Minutes

5. Reading and Approval of the Agenda
6. Report of Treasurer
7. Reports of Committees
8. Old Business
9. New Business
10. Head of School's Forum
11. Announcements
12. Adjournment

Section 8. Conduct. All meetings shall be conducted by rules and procedures adopted by resolution of the Phoenix Alliance Board of Directors.

Article VIII BOOKS and RECORDS

As noted in Article I Section 2, books or files of the account of the activities and transactions of Phoenix Alliance shall be kept in a designated, secure location in the University High School office and shall be made available to any Director or PA Member when requested in writing with 15 days notice. Files shall include a copy of the Certificate of Incorporation, a copy of these Bylaws, all minutes of meetings of the PA Board of Directors, all minutes of meetings of the membership, financial records, and documents pertaining to the planning of fundraisers. When possible, these documents shall be made available electronically on the Phoenix Alliance and/or the University High School website.

Article IX FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The Fiscal Year of the organization shall be July 1 to June 30, but may be changed by resolution of the Phoenix Alliance Board of Directors.

Section 2. Use of Funds. The funds of the organization shall only be expended for the school, for school-related activities, or for expenses not permitted to be paid by public funds. The funds must impact a wide variety of subject areas and grade levels and/or be used to leverage additional funds. These funds are not to supplant general school funds. The Phoenix Alliance Board of Directors shall approve all expenditures of funds for PA events based on the budget voted on by the membership at the September meeting.

Section 3. Checks. Checks in excess of \$500.00 must have two signatures for any payment or reimbursement. The two signatures shall be that of the President, Treasurer, Vice President, or President Elect. At the end of each monthly meeting, an Expenditure Petition Form will be submitted so that checks can be signed and given to the appropriate

committee chairs for expenses. No officer may sign a check made out to himself or herself.

Section 4. Deposits and Accounts. All Phoenix Alliance funds not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Phoenix Alliance Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of Phoenix Alliance, checks, drafts, and other funds must be endorsed or delivered on behalf of the organization by a member of the Executive Committee.

Section 5. Investments. The funds of the organization may be retained in whole or in part in cash or be invested and reinvested on occasion in interest-bearing accounts or in stocks, bonds, or other securities, as the PA Board of Directors in its sole discretion may deem desirable and which are permitted to organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 6. Handling of Money at Events. All money will be collected by and a cash receipt will be filled out and signed by the event chair and a member of the Executive Committee at the close of the event. Arrangements will be made in advance to meet with the Treasurer to review the cash receipt, verify cash, and make the deposit no more than two days after the event.

ARTICLE X COMPLIANCE WITH INTERNAL REVENUE CODE

Section 1. Distribution of Assets. No part of the organization's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the organization. Upon dissolution, the assets of the organization shall be distributed to University High School, a nonprofit organization that is exempt under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Political Action. The organization shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

ARTICLE XI INDEMNIFICATION

Every member of the Phoenix Alliance Board of Directors shall be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon all Directors in connection with any threatened, pending, or completed action, suit, or proceeding in which he or she may become involved by reason of his or her being or having been a member of the Board of the organization, or any

settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director is entitled.

**ARTICLE XII
AMENDMENT OF BYLAWS**

These Bylaws may be amended by a two-thirds majority vote of the Phoenix Alliance members present at a meeting in which a quorum is present, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is to be taken.

These amendments to the Bylaws were adopted on _____

President

Secretary