

**Bylaws
of
Cocopah Middle School Association of Parents & Teachers,
an Arizona nonprofit corporation**

ARTICLE I
ORGANIZATIONAL MATTERS

1.1. Name. The name of the corporation is Cocopah Middle School Association of Parents & Teachers (“Cocopah APT” or the “Association”). Cocopah APT also may do business under one or more trade names approved by the Board of Directors of the Association (the “Executive Board” or the “Board”).

1.2. Principal Office and Other Offices. The known place of business of Cocopah APT is 6615 E. Cholla Street, Scottsdale, Arizona 85254. The Association may change its principal office, or adopt other and additional offices, either within or outside Arizona, as the Board may designate from time to time.

1.3. Corporate Seal. No instrument executed by or on behalf of Cocopah APT shall require a corporate seal for validity, but if a corporate seal is used, the Board shall approve its form.

1.4. Statutory Agent. The name and address of the statutory agent of Cocopah APT is CB Service Entity LLC, whose address is 2800 N. Central Avenue, Suite 1900, Phoenix, Arizona 85004-1241. The Board may change the statutory agent at any time.

1.5. History. Cocopah APT was originally incorporated 1989, and the initial Board of the Association consisted of Sue Boyd; Sandi Thomas; Marilyn Zolondek; Marilyn Reinstein; Marguerite Zuccaro; and Jeanne Reimers, who also was the incorporator. Their successors want their names to continue to appear in the Association’s governing documents.

ARTICLE II
PURPOSES; EXEMPT ORGANIZATION RESTRICTIONS

2.1. Purposes, Character of Affairs, and Mission. Cocopah APT shall have the purposes set out in its Articles of Incorporation (the “Articles”), namely promoting the welfare and education of children including, but not limited to, those children attending Cocopah Middle School, Scottsdale, Arizona, by bringing the home, faculty, and school into closer relationship. The mission of Cocopah APT is to create a closer relationship between the home and the school so that parents and educators may cooperate intelligently in the training, enrichment, and welfare of the children at Cocopah Middle School, support a high educational standard for the school, and further a spirit of cooperation among teachers, parents, the school district, and residents of the community.

2.2. Exempt Organization Restrictions. As required under the Internal Revenue Code of 1986, as amended (the “Code”):

a. Cocopah APT may engage only in activities permitted by nonprofit corporations under Arizona law that constitute charitable and educational purposes under Section 501(c)(3) of the Code.

b. No part of the net earnings of Cocopah APT shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that Cocopah APT shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of Cocopah APT.

c. No substantial part of the activities of Cocopah APT shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Cocopah APT shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

d. Notwithstanding any other provision of these Bylaws, Cocopah APT shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

e. Upon the dissolution of Cocopah APT, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government (such as the Scottsdale Unified School District, or an exempt organization whose mission is supporting the District), for a public purpose.

2.3. Discrimination Not Permitted. In rendering its functions and in exercising its purposes, Cocopah APT shall not practice or permit discrimination on the basis of sex, age, race, color, national origin, religion, creed, sexual orientation, marital status, or mental or physical handicap or disability, or political orientation.

2.4. Additional Guidance. Cocopah APT is non-commercial, non-sectarian, and non-partisan, and its resources, including its name and goodwill, shall not be used in connection with a commercial concern, a partisan interest, or in support or opposition to any candidate for elective office, whether partisan or non-partisan.

ARTICLE III

MEMBERS; MEMBER MEETINGS

3.1. Member Qualifications. Membership in Cocopah APT is open to parents, guardians, and primary caregivers of students attending Cocopah Middle School, as well as to teachers, administrators, and staff at the school, on such terms as the Board may determine. The Board, from time to time, may adopt or revise policies governing membership so that different types of family arrangements (i.e., separated parents; children being raised by grandparents; families with more than one student at the school) have appropriate and equitable rights (voting) and obligations (annual dues), which may involve fractional voting or dues payments. Only members in good standing may participate in Association meetings, vote on matters determined by the Members, or serve in any elected or appointed Association position, including committees.

3.2. School Membership. The principal and all full-time teachers and staff at Cocopah Middle School shall be *ex officio* nonvoting Members of the Association. No dues or membership form is required of school personnel for nonvoting membership. School personnel eligible for regular membership may complete the membership form and pay dues and receive a regular voting membership.

3.3. No Stock; Transfer of Membership Prohibited. The Association shall not have capital stock or membership certificates. Membership is not assignable or transferable, by operation of law or otherwise.

3.4. Suspension; Resignation; Reinstatement. If a Member does not meet or no longer meets the criteria in these Bylaws as well as any additional criteria imposed by the Board for membership (such as payment of annual dues), the Member shall be suspended and lose voting privileges until the Member returns to good standing. If a Member fails to fulfill the applicable membership criteria for six (6) months, that Member shall be deemed to have resigned as a Member. In addition, any Member may resign by filing a written resignation with the Secretary, but any resignation, whether voluntary or due to failure to participate, shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid prior to filing of the resignation. Upon written request accompanied by evidence of qualifications required under these Bylaws and any additional policies and

procedures adopted by the Association, and upon payment of any unpaid dues or other sums owing to the Association and compliance with such terms as the Board in its discretion deems appropriate for reinstatement, a suspended or former Member may be restored to membership in good standing.

3.5. Meetings of Members. Meetings of the Members may be called by or at the request of at least twenty (20) Members entitled to vote; (b) the Board; or (c) the President of the Association. Meetings of the Members shall be held in person or by mail ballot or electronic means as provided in Section 3.6, as determined by the Board. If election of directors is held by mail or electronic ballot, then the Association is not required to hold an annual meeting of the Members. In person (“live”) meetings shall be held at Cocopah Middle School, unless the Board determines another location is appropriate.

3.6. Voting by Mail or Electronic Means; Proxies Prohibited. If directed by the Board, the members may vote by mail or electronic means. For mail balloting, the Association shall deliver a written ballot to every Member, which may be paper or electronic. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only if the number of votes cast by ballot equals or exceeds the quorum that would be required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter; and (c) specify the time by which a ballot must be delivered to be counted. Electronic voting shall follow the requirements in the previous sentence and otherwise use formats and means of delivery approved by the Board. Members may not vote by proxy; proxies are prohibited.

3.7. Quorum. A majority of the members in good standing present in person at a duly-noticed meeting so long as at least 3 Board members are present, or a majority of the members in good standing responding to a mail or electronic ballot within the time permitted, shall constitute a quorum for the transaction of business.

3.8. Notice of Meetings Generally. Notice of any in-person meeting of the Members shall be given to each Member at least seven (7) but not more than sixty (60) days prior to the date of the meeting by a writing delivered personally, mailed, or sent by fax, email, or other electronic means to the Members. Notice of meetings also may be given by posting of notices on the Cocopah APT website, so long as the website allows subscriptions so that Members may register for notice of all new postings on the website. If mailed, notice shall be deemed to be delivered when deposited, postage prepaid, with the United States Postal Service, addressed to the Member at the Member’s address as it appears on the records of the Association. If faxed or sent by other electronic means, such notices shall be deemed delivered on the first business day following dispatch. All notices of a Member meeting shall state the purposes of the meeting; “regular monthly meeting” is an acceptable purpose for a meeting notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except in the case of a Member who attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and who does not otherwise participate in the meeting. In addition, notice of any meeting may be waived by a Member, whether in advance, during, or after a meeting.

3.9. Notice of Meetings for Electronic Ballot in Emergencies. While Section 3.8 provides for at least seven (7) days’ notice of an in-person meeting, in emergency situations or if additional notice is not practicable under the circumstances, the Board may call for a Member vote by electronic (but not mail) vote with at least seventy-two (72) hours’ notice before ballots must be returned.

3.10. Manner of Acting. A majority of all Members entitled to vote at a meeting at which a quorum is present is sufficient for any action, unless a greater percentage is required by law or these Bylaws.

3.11. Permitted Attendance by Other Means of Communication. Any Member may participate in a meeting by any means of communication by which all members participating may communicate with each other

simultaneously. Any Member participating in a meeting by such method shall be considered present in person at the meeting.

3.12. Action by Written Consent. Any action which may be taken at any meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is distributed to all of the Members and is signed by the number of Members required to adopt or approve the matter.

3.13. Affiliates. The Board may designate as “members” or “affiliates” (or other similar terms, including variations and classes within each designation) of the Association such institutions, persons, or entities which support the objectives of the Association, make financial donations to the Association, or which are or become affiliated with the Association. Such institutions, persons, or entities shall not have any rights to vote or control the Association nor shall they have any interest in the Association or any of its assets. The Board may suspend or expel any such affiliate with or without cause at any time. Any member or affiliate may resign by filing a written resignation with the Secretary of the Association, but such resignation shall not relieve the resigning member or affiliate of any obligation to pay any dues, commitment, assessments, or other charges accrued and unpaid prior to the resignation. The Board may call meetings of members and affiliates of the Association from time to time, at such times and places, and for such purposes, as the Board determines. Use of the word “member” in the lower case, or with respect to such affiliates of the Association, shall refer only to such affiliates and not “members” as defined in A.R.S. §10-3140(37), as amended from time to time, and in these Bylaws.

ARTICLE IV BOARD OF DIRECTORS

4.1. General Powers. Subject to the limitations of these Bylaws and the Articles, and of Arizona and federal law, the Board shall make and determine policy for Cocopah APT, manage its affairs, and exercise (or direct the exercise of) all corporate powers of Cocopah APT. No director, officer, or agent of Cocopah APT shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles and these Bylaws, or for reasonably incidental purposes.

4.2. Number; Qualifications. The Board shall contain between three (3) and twenty (20) directors. The Board, by resolution, from time to time shall determine the number of directors. Directors must be Members in good standing. If a director is no longer a Member in good standing, the director’s voting rights shall be suspended, and the director is not counted for purposes of determining a quorum.

4.3. Election. Members with voting rights in good standing shall elect the directors. The Board may act as, or may appoint, a nominating committee to propose a slate of directors, or alternative candidates for some or all positions, to the Members, who then shall elect the directors at a meeting or by mail or electronic ballot. The candidates receiving the most votes shall be elected as directors until all vacancies are filled. In case of tie votes for the final director position, the winner shall be chosen by some random method (drawing lots, flipping a coin, or rock-paper-scissors) rather than a revote, unless the Board decides to expand the number of directors for that year to accommodate all the candidates for the last director spot who received the same number of votes. Elections shall be held in March prior to the end of the school year to determine the directors and officers for the following school year.

4.4. Term; Voting Rights. Directors (other than *ex officio* directors) shall serve annual terms, up to a maximum of four (4) consecutive terms. Each director shall have one vote on all matters submitted to a vote of the Board, and equal and full responsibilities as members of the Board. If there are no directors in office, then an election of directors may be held in the manner provided by law.

4.5. Resignation; Removal. A director may resign at any time, either by oral tender of resignation at any meeting of the Board or by giving written notice at any time to the President or the Secretary of Cocopah APT. Any resignation by a director shall take effect prospectively at the time specified in the notice and, unless otherwise specified

in the notice, the acceptance of such resignation shall not be necessary to make it effective. If no time is specified, the resignation is effective upon receipt by the President or the Secretary. A director may be removed by a vote of a majority of the directors then in office, or for a violation of a uniformly-applicable Board policy setting out director responsibilities (such as excessive unexcused absences or conduct detrimental to Cocopah APT or its mission).

4.6. Regular and Special Meetings. Unless otherwise provided by resolution of the Board, adopting a schedule for meetings for no more than one (1) year in advance and for which no additional notice shall be required, all meetings of the Board may be called by or at the request of a majority of the Board or by the President, and shall be held at Cocopah Middle School, or such place and time as designated by the person(s) calling the meeting, and which the notice of meeting shall specify. The schedule of meetings shall be posted on the Cocopah APT website available to Members as well as directors.

4.7. Notice. Notice of meetings of the Board other than previously-scheduled meetings shall be given at least seven (7) but not more than sixty (60) days prior to the date of the meeting by a writing delivered personally, mailed, or sent by fax, email, or other electronic means to each director. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, with the United States Postal Service, addressed to the director at the director's address as it appears on the records of Cocopah APT. If sent electronically, such notices shall be deemed delivered on the first business day following dispatch. A director's attendance at a meeting shall constitute a waiver of notice of such meeting, except where a director at the beginning of the meeting or promptly on arrival objects to holding or transacting business at the meeting, and thereafter does not vote for or assent to action taken at the meeting. Unless otherwise required by law or specified by the Articles or the Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or the waiver of notice of such meeting. Any or all of the directors may waive notice of any meeting.

4.8. Quorum; No Proxy Voting. A majority of the number of directors then in office shall constitute a quorum for the transaction of business of any meeting of the Board. The directors may continue to transact business during a meeting at which a quorum is initially present, regardless of the withdrawal of directors, if any action is approved by at least the number of directors required to approve the action under these Bylaws, the Articles, or applicable law. Directors may vote by mail or electronic means, if approved by the Board, but may not vote by proxy.

4.9. Manner of Acting. The act of a majority of the number of directors then in office (and not those present or represented at a meeting) shall be required for the Board to act, unless Arizona or federal law, the Articles, or these Bylaws requires a greater number.

4.10. Member Attendance. Members in good standing may attend meetings of the Board, but may not participate unless allowed by the person running the meeting. Members may request notice, and if so, shall be added to the distribution list for Board meeting notices and for distribution of minutes of prior meetings.

4.11. Compensation; Reimbursement. Directors shall not receive compensation, but may receive reimbursement for their expenses, if any, in the same manner as any other Member. The Board, subject to the Association's conflict of interest policies, shall approve the amount or rate of any such reimbursement.

4.12. Action by Written Consent. Any action required or permitted at a meeting of the Board may be taken without a meeting, without prior notice, and without a vote, if all the directors entitled to vote sign one or more written consents setting forth the actions so taken. Written consents may be provided in hard copy, by fax, or by email. Such written consents shall be included in the minutes of the Board or filed with the corporate records reflecting the action taken. Action taken in this manner is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed in this manner has the effect of a vote at a proper meeting of the Board. A director who recuses pursuant to the Association's conflict of interest policy is not a director entitled to vote on the matter.

4.13. Permitted Attendance by Other Means of Communication. Any director may participate in a meeting by any means of communication (such as conference telephone call or Internet conferencing application) by which all directors participating may communicate with each other simultaneously. Any director participating in a meeting by such method shall be considered present in person at the meeting.

4.14. Minutes. Written minutes of the business conducted at meetings of the Board shall be kept, open for inspection by any director at all reasonable times. After approval by the Board, minutes shall be posted on the Association website and sent by email to Members who have requested copies. The Board may, but is not required to, post draft, unapproved minutes on the Association website.

4.15. Presumption of Assent. A director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken, unless the director's dissent shall be entered in the minutes of the meeting, or unless the director files a written dissent to such action with the Secretary of the meeting before its adjournment, or shall file such dissent in writing with the Secretary by 5:00 p.m. on the next business day after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.16. Honorary or Emeritus Directors. The Board may designate individuals as honorary or emeritus directors, to serve without a vote, with such rights and privileges as the Board shall determine from time to time.

4.17. Limitation on Authority. The Board and the officers of Cocopah APT may not (a) cause or permit Cocopah APT to engage in any activity not consistent with Cocopah APT's purposes; (b) knowingly do any act which would make it impossible for Cocopah APT to carry on its regular business, except as provided in these Bylaws; (c) knowingly do any act prohibited by Arizona or federal law, the Articles, or these Bylaws; (d) possess property of Cocopah APT, or assign rights in specific property of Cocopah APT, other than for an Association purpose; (e) knowingly perform any corporate act that would subject any director, officer, or agent of Cocopah APT to personal liability, and (f) cause Cocopah APT to acquire any equity or debt securities of any director, officer, or agent of Cocopah APT or any affiliate of a director, officer, or agent of Cocopah APT.

ARTICLE V

OFFICERS

5.1. Offices and Officers. Officers must be voting Members in good standing. The offices elected by the Members in May each year shall include a President, President-Elect, Vice President of Volunteers, Vice President of Community, Vice President of Education, Vice President of Communications, Vice President of Fundraising, Secretary, and Treasurer. Advisors who have served on equivalent APT executive boards from the three feeder schools to Cocopah Middle School may be appointed by the President. A person may hold more than one office, and the Board may combine offices for holding by the same person (such as a Secretary-Treasurer), except that the President and President-Elect may not be the same person. Election as an officer automatically makes the officer a member of the Board.

5.2. Election. The Board may act as, or may appoint, a nominating committee to propose a slate of officers, or alternative candidates for some or all positions, to the Members, who then shall elect the officers at a meeting or by mail or electronic ballot in May of each year. Officers serve one (1) year terms, for the following school year. Officers may serve multiple terms, up to a limit of four (4) consecutive years, in whatever office held.

5.3. Duties. The President is the chief executive officer and shall preside at all meetings of the Members and the Board. In the absence of the President, the President-Elect shall preside. The Secretary is the officer in charge of the records of Cocopah APT, including overseeing notices required for meetings and preparation and distribution of minutes, and the Treasurer shall oversee the financial records of the Association. The Vice Presidents shall be responsible for such areas assigned to each of them by the Board.

5.4. Additional Officers. In addition to the officers elected by the Members, the Board may create and appoint other offices and officers as the directors shall deem necessary to serve at the pleasure of the Board, and to exercise such powers and perform such duties as the Board shall determine from time to time.

5.5. Removal. Any officer elected by the Members may be removed, with or without cause, at any time by the Members. Any officer appointed by the Board may be removed, with or without cause, at any time by the Board.

5.6. Resignation. Any officer may resign at any time by giving written notice to Cocopah APT. A resignation shall take effect prospectively at the time specified in the notice and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Failure to maintain good standing as a Member shall be deemed a resignation by the officer.

5.7. Compensation and Expenses. Officers shall not receive any compensation for services as an officer, but may receive reimbursement for their expenses, if any, on behalf of Cocopah APT, so long as approved by the Board following the Association's conflict of interest policy.

5.8. Vacancies. The Board may fill a vacancy in any office, however caused, at any time for the unexpired portion of the term of such office.

5.9. Authority. The Board may designate which officers shall have primary authority for which areas or actions, and may designate alternates or multiple officers in order of priority to carry out particular activities or corporate functions.

ARTICLE VI COMMITTEES AND TASK FORCES

6.1. Committees. The Board, by resolution, may designate and appoint one or more committees or task forces with authority over specific areas of management and responsibility as the Board may determine. The Board also may authorize a Vice President with responsibility for a particular substantive area to appoint a committee to assist the Vice President in carrying out those functions. Committee members, including any officers of a committee, need not be directors or voting Members. However, no committee may exercise the authority of the Board in reference to (a) filling vacancies on, or increasing or decreasing the members of, the Board or any committee of the Board, (b) adoption, amendment, or repeal of these Bylaws, and (c) fixing compensation of directors, officers, or employees.

6.2. Removal; Authority of Board. The Board may remove any member of a committee, or may dissolve such a committee or task force, at any time, with or without cause. Any committee action also is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.

6.3. Term. Each member of a committee or task force shall continue as such until the next annual meeting of the Board, unless the Board removes the member or terminates the committee or task force. Committee members may serve consecutive terms without limit.

6.4. Procedures. The procedures established in these Bylaws for meetings of the Board regarding notice, quorum, voting, presence, and other such matters shall apply to meetings of committees and task forces.

ARTICLE VII
CONTRACTS AND FINANCIAL PROVISIONS

7.1. Contracts. The Board may authorize any officer or agent of Cocopah APT, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Cocopah APT, and such authority may be general or confined to specific instances.

7.2. Checks; Major Obligations. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Cocopah APT shall be signed by such officer or agent of Cocopah APT in such manner as from time to time the Board shall determine by resolution. In the absence of such determination by the Board, such instruments shall be signed by the President (or President-Elect) and countersigned by the Secretary or the Treasurer (or by an Assistant Secretary or Assistant Treasurer).

7.3. Deposits. All funds of Cocopah APT shall be deposited from time to time to the credit of Cocopah APT in such banks, mutual fund companies, or other depositories as the Board may select.

7.4. Gifts. The Board may accept on behalf of Cocopah APT any contribution, gift, bequest, or devise for the general purposes or for any special purpose of Cocopah APT.

7.5. Fiscal Year. While Cocopah APT operates generally on the school calendar, the fiscal year of Cocopah APT is July 1 through June 30 of the following year. However, the Board, by resolution, may change Cocopah APT's fiscal year so long as in compliance with the Code and other applicable law.

ARTICLE VIII
CONFLICTING INTEREST TRANSACTIONS

8.1. Loans to Directors and Officers Prohibited. Cocopah APT shall not lend money to nor use its credit to assist its directors, officers, or agents, whether or not employees. Any director or officer who assents to or participates in the making of any such loan or use of credit shall be liable to Cocopah APT for the cost of such use of credit or for the amount of such loan until the repayment of the loan.

8.2. Conflicting Interests Transactions. Any proposed or effected transaction involving Cocopah APT, or any subsidiary or substantial affiliate of Cocopah APT, in which a director, officer, or committee member, or a person related to such person (an "Interested Person") has a beneficial financial interest or any other link to the transaction that would reasonably be expected to exert an influence on an Interested Person's judgment, is a "Conflicting Interest" transaction. "Conflicting Interest" transactions also include transactions involving (a) entities with which an Interested Person is affiliated, (b) persons who control entities with which an Interested Person is affiliated, and (c) persons who are general partners, principals, or employers of an Interested Person. Interested Persons must disclose Conflicting Interests to the Board where the conflicting interest transaction is brought before the Board or of a significance normally brought before the Board, unless the Interested Person is not a party to the contract creating the Conflicting Interest and has a duty of confidentiality regarding the information (such as an attorney). If the Interested Person cannot make full disclosure, then he or she must disclose the existence and nature of the conflicting interest, inform the Board of the confidential relationship, and cannot play any direct or indirect role in the deliberations or vote on the matter.

8.3. Procedures. A "Qualified Director" is a director or committee member who does not have a conflicting interest nor any familial, financial, professional, or employment relationship with an Interested Person if that relationship, under the circumstances, would reasonably be expected to exert an influence when voting on the Conflicting Interest transaction. A majority of the Qualified Directors, but in no event less than two, must approve any Conflicting Interest transaction. A majority of the Qualified Directors, provided at least two, is a quorum for consideration of the transaction; Interested Persons need not be included for purposes of determining a quorum. Approval of a Conflicting Interest transaction may occur in advance or after the transaction has occurred.

8.4. Conflict of Interest Policies. Cocopah APT may adopt and revise, from time to time as appropriate, policies to inform and survey all directors, all Board-appointed officers, and key employees of Cocopah APT as designated by the Board annually for disclosure of situations potentially giving rise to Conflicting Interests in matters involving Cocopah APT and to avoid conflicts of interest in Foundation matters. The Board shall review the policies and reporting requirements at appropriate intervals based on Cocopah APT's activities and developments in nonprofit entity compliance standards. Such policies will constitute Cocopah APT's policy regarding transactions between Cocopah APT and Interested Persons pursuant to A.R.S. §10-3864, whether or not such statute applies to Cocopah APT.

ARTICLE IX GENERAL PROVISIONS

9.1. Amendment or Repeal. These Bylaws may be adopted initially by the Board. Thereafter, these Bylaws may be altered, amended or repealed, and substitute, restated, or new Bylaws may be adopted by a vote of a majority of the directors then in office, subject, however, to amendment, modification, or rejection at the next meeting of the Members. Any proposed amendment, restatement, or repeal of any of these Bylaws shall be provided to each Member with voting rights in good standing (which may be accomplished by posting the document on the Association website) and to each director at least twenty (20) days prior to the meeting at which the action is to be considered, unless waived.

9.2. Construction and Interpretation. The Board shall have the power and authority to interpret these Bylaws. Any reasonable interpretation of these Bylaws by the Board shall be conclusive and binding on Cocopah APT and any third party. In interpreting these Bylaws, words in the present tense include the future as well as the present; words in the singular number include the plural and words in the plural number include the singular; words of the masculine gender include the feminine and the neuter gender, and words of the feminine gender include the masculine and the neuter gender.

9.3. Procedure. Meetings of Cocopah APT's Board and committees shall be conducted in a manner which permits a majority to accomplish the group's mission within a reasonable period of time, while allowing the minority a reasonable opportunity to express its views. Every member at a meeting has rights equal to every other member. The will of the majority shall prevail, but the minority must be heard and its rights protected. Finally, only one topic will be considered at a time. If these principles do not resolve any procedural question regarding conduct of a meeting, the most current edition of Robert's Rules of Order shall be consulted for guidance and suggestions, but the Board ultimately shall determine procedures for the Board and committees.

9.4. Indemnification. Cocopah APT shall indemnify, to the fullest extent allowed by Arizona law as it now exists or may be amended, any person who incurs liability to any person for any action taken, or any failure to take any action as an officer, director, employee, or agent of Cocopah APT. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by Arizona law. Any repeal or modification of this provision shall be prospective only, and shall not affect adversely any right or protection of an officer, director, employee, or agent of Cocopah APT with respect to any act or omission occurring prior to the time of such repeal or modification.

CERTIFICATE OF ADOPTION

I certify that I am the Secretary of Cocopah Middle School Association of Parents & Teachers, an Arizona nonprofit corporation (“Cocopah APT” or the “Association”), and have been designated by the Board of Directors of Cocopah APT to be the officer directed to prepare minutes of meetings of the Board of Directors and for authenticating records of Cocopah APT; that the foregoing Bylaws have been adopted as the Bylaws of Cocopah APT effective as of _____, 2019, and that these Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.

DATED _____, 2019.

Name: _____

Secretary

Signed original on file