

BASIS Oro Valley Boosters Bylaws

Article I – Name & Purpose

1. The name of this organization shall be **BASIS Oro Valley Boosters** (“Boosters”).
2. The organization is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including supporting the educational environment by organizing community events that connect and engage school families, volunteers, and staff, and by recognizing teachers and staff to help retain quality educators who advance educational outcomes for students.

Article II – Membership

1. **General Members:** All parents or guardians of current BASIS Oro Valley students are members of the Boosters.
2. **Rights & Responsibilities:** General members may attend meetings, participate in activities, and be nominated and elected to the Board of Directors.
3. **Advisory Members:** School faculty and staff can serve as non-voting, advisory members.

Article III – Board of Directors

1. The governing body of the Boosters shall be the Board of Directors (“Board”).
2. **Composition:** It shall consist of no fewer than 3 members and no more than 15 members, elected from the general membership. Board members shall serve one-year terms and may be re-elected.
3. **Officers:** The Board shall include the following officers:
 - a. **Chair of the Board** – presides over meetings, serves as point of contact, and represents the organization.
 - b. **Vice Chair** – acts as Chair of the Board when they are absent.
 - c. **Treasurer** – serves as custodian of all funds of the organization, maintains accurate and complete financial records in accordance with IRS and state nonprofit requirements, prepares and presents financial reports at each Board meeting and a final written year-end report, oversees tax filings and compliance, ensures funds are deposited and disbursed as approved, and coordinates or oversees annual financial review or audit depending on budget size.

- d. Other officers (Marketing Chair, Secretary, etc....) may be established by the Board as needed.

4. **Elections:**

- a. Board Members shall be elected annually by the General Membership, using a voting method set by the Board. Nominations for Board Members must be submitted in March (can self-nominate), and voting will occur in April. Board Members will assume positions starting July 1.
 - b. Officers shall be elected from among the members of the Board by a majority vote of the Board. Elections of Officers will occur each April, after the Board elections, and elected Officers will assume duties July 1.
5. **Terms:** Officers and Board members serve one-year terms and may be re-elected. No officer shall serve more than two consecutive terms in the same office.
 6. **Vacancies:** Vacancies are filled by majority vote of the Board.
 7. **Removal:** Any officer may be removed by a two-thirds vote of the Board for failure to perform duties.

Article IV – Meetings

1. **General Meetings:** At least one general meeting will be held annually for the membership. Additional meetings may be called by the Board.
2. **Board Meetings:** The Board shall meet at least once per month during the school year, or as needed to conduct business. Board meetings will be open to the general membership.
3. **Quorum:** A majority of current Board members constitute a quorum for Board meetings. A quorum for general membership meetings shall be at least five members, including two officers.
4. **Voting:** Board and membership decisions are made by a majority vote of those present, unless otherwise stated. Votes may be conducted in person or by video/audio conferencing.

Article V - Committees

The Board may establish committees as needed to support community events, fundraising, family engagement, and other initiatives aligned with the mission of the Boosters. Committee chairs shall report directly to the Board.

Article VI – Finances

1. **Fiscal Year:** July 1 – June 30.

2. **Budget:** The Board shall prepare and approve the annual budget.
3. **Expenditure:** Any expenses above \$250 must be approved by the board in advance.
4. **Financial Reports:** The Treasurer shall present a financial report at each Board meeting and a final year-end report.
5. **Financial Review:** An annual review of finances shall be conducted, internally or externally depending on the organization's size.
6. **Tax Compliance:** The organization shall file all required tax documents and maintain nonprofit status, if applicable.
7. **Prohibition on Loans:** No loans shall be made to officers, members, or employees.

Article VII – Conflicts of Interest

1. **Disclosure:** Board members shall disclose any actual or potential conflict of interest.
2. A conflicted member shall abstain from voting on related matters, and their recusal shall be recorded in the meeting minutes.

Article VIII – Indemnification

1. Board members and officers acting in good faith in service of the Boosters shall be indemnified by the organization against reasonable expenses and liabilities, except in cases of negligence or misconduct.

Article IX – Amendments

1. These bylaws may be amended by a two-thirds (2/3) vote of the full Board, provided that proposed changes are shared with Board members at least one week prior to the vote. Votes may be conducted in person or by video/audio conferencing.

Article X – Dissolution

1. In the event of dissolution, all remaining assets shall be distributed to the BASIS Oro Valley Annual Teacher Fund, a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code, and no assets shall inure to the benefit of any private individual.