

Bylaws
of
BASIS Scottsdale Boosters, Inc.
(an Arizona Non-Profit Corporation)

<i>ARTICLE I: NAME, OFFICES, AND REGISTERED AGENT</i>	<i>PAGE 2</i>
<i>ARTICLE II: PURPOSES AND POWERS</i>	<i>PAGE 3</i>
<i>ARTICLE III: BOARD OF DIRECTORS</i>	<i>PAGE 5</i>
<i>ARTICLE IV: METHODS OF GIVING NOTICE</i>	<i>PAGE 9</i>
<i>ARTICLE V: MEMBERSHIP</i>	<i>PAGE 10</i>
<i>ARTICLE VI: OFFICERS</i>	<i>PAGE 12</i>
<i>ARTICLE VII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, AND RELATED MATTERS</i>	<i>PAGE 15</i>
<i>ARTICLE VIII: MISCELLANEOUS</i>	<i>PAGE 18</i>
<i>CERTIFICATE OF ADOPTION OF BYLAWS</i>	<i>PAGE 19</i>

ARTICLE I

NAME, OFFICES, AND REGISTERED AGENT

1. Name

The name of this Corporation shall be BASIS Scottsdale Boosters, Inc. (formerly known as Bulldog Boosters, hereinafter referred to as the “Boosters” or “Corporation”).

2. Office

The registered office of the Boosters is 10400 N 128th Street, Scottsdale, AZ 85259. The office may be changed from time to time by the Board of Directors, and the Boosters may have such additional offices as the Board of Directors may designate or as the activities of the Boosters may require from time to time.

3. Registered Agent

The Boosters shall maintain a registered agent in the State of Arizona. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the “ANCA”).

ARTICLE II
PURPOSES AND POWERS

1. Purpose

These shall constitute the Bylaws of the Boosters (“Bylaws”). The purpose of the Boosters is primarily to: (1) encourage and promote the education and welfare of the students attending BASIS Scottsdale School (the “School”); (2) raise funds to support the objectives of the Boosters; and (3) cooperate with the workings of the School administration and the teaching staff in its efforts to promote the education and welfare of the School’s students.

2. Powers

The Boosters shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Boosters may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

3. Organizational Seal

The Boosters shall not have an organizational seal but may adopt a temporary seal representative for the organization during the tenure of any Boosters board year.

4. Nonprofit Status and Exempt Activities Limitation

- a. Nonprofit Legal Status. The Boosters is a non-profit corporation, organized and existing under and by virtue of the laws of the State of Arizona, and recognized as tax exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Boosters shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The Boosters shall be non-commercial, non-sectarian and non-partisan.
- b. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, Member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section

501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

ARTICLE III
BOARD OF DIRECTORS

1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The members of the Board of Directors shall have general powers to manage and direct the activities of the Corporation and shall have final responsibility for all matters relating to the business and affairs of the Corporation and for establishing and carrying out the purposes and goals of the Corporation and all policies and procedures relating thereto.

2. Number and Qualifications of Directors

The number of Directors shall be not less than three (3) and shall serve for the term provided in this Article III. The Board of Directors may increase its size and may fill any vacancies which may occur in its membership, whether resulting from an increase in size of the Board of Directors or otherwise. The Board of Directors may increase or decrease the authorized limits on the number of Directors by amendment to these Bylaws as long as the number of Directors remains odd (ex. 3, 5, 7, etc.).

3. Election; Term

- a. Method of Election. Directors of this Corporation shall be elected at the annual meeting of the Members.
- b. Term of Office. Directors shall hold office from the close of the annual meeting for a term of one (1) year, or until their successors shall have been elected and qualified.

4. Resignation

A Director may resign at any time by submitting a written resignation to the President or the Secretary of the Corporation.

5. Removal

A Director may be removed from office, with or without cause, by the vote of a majority of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

6. Vacancies

In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of Directors, an interim Director may be elected by the Board of

Directors. Any interim Director elected shall serve until a successor is elected upon expiration of the term of office for that Director.

7. Annual Meeting

The annual meeting of the Board of Directors shall be held in the spring of each year, at such time and place as the Board of Directors may determine, for the purpose of electing officers and transacting such business as may come before the meeting.

8. Regular Meetings

Regular meetings of the Board of Directors shall be held at least one time per year. Additional regular meetings may be held at regular intervals at such places and at such times as the Board of Directors may determine.

9. Special Meetings

Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the President or Secretary, and shall be called by the Secretary on the written request of a majority of the currently sitting Directors.

10. Meetings by Telephone or other Communication Technology

Any or all Directors may participate in a regular, annual, or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting using telephone, Skype, or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting.

If a meeting will be conducted using any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

11. Notice and Waiver of Notice

- a. Notice. Notice of the date, time and place of any Board meeting shall be given by oral or written notice delivered to each Director at least twenty-four (24) hours prior thereto if provided personally, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in Article IV hereof. The purpose of, and the business to be

transacted at, any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

- b. Waiver of Notice. Any director may waive notice of any meeting, in accordance with Arizona law.

12. Manner of Acting

- a. Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board of Directors. No business shall be considered by the Board of Directors at any meeting at which a quorum is not present.
- b. Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

13. Action by Written Consent of Directors; Electronic Signature

- a. Action by Written Consent. Any action required, or permitted to be taken, at a meeting of the Board of Directors, or of any committee, may be taken without a meeting if a consent in writing setting forth the action so taken shall be given by all of the Directors or the members of the committee, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of the Directors at a meeting duly called and noticed.
- b. Electronic Signature. A Director may take action by a written consent using electronic mail (e-mail) provided such e-mail message or other electronic communication contains or attaches the written consent action and includes an affirmative statement (such as “Yes, I agree,” or “I consent”, or other similar language).

14. Presumption of Assent

A Director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director’s dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

15. Compensation

Directors of the Corporation shall not receive compensation for serving as Directors. Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that any such reimbursement is authorized by the Board of Directors.

16. Committees

The Board, by resolution, may create committees having such powers as are then permitted by the ANCA and as are specified in the resolution.

ARTICLE IV

METHODS OF GIVING NOTICE

17. Giving Notice of Any Meeting of Directors or Members

Notice of any meeting of Directors, and any other notice required to be given under these Bylaws or the ANCA, may be communicated in person, by telephone, electronic mail (e-mail), facsimile, or other form of wire or wireless communication, or by mail or private carrier or by publication on the Booster's website. Oral notice is effective when communicated, if communicated in a comprehensible manner; provided that such oral notice is reasonable under the circumstances and written notice is not required by statute. Written notice, if in comprehensible form and mailed by the Corporation, is effective when mailed, if correctly addressed to the person's address shown on the Corporation's records. Notice given by electronic mail, if in comprehensible form, is effective when directed to an electronic mail address shown on the Corporation's current records. In all other cases, written notice, if in comprehensible form, is effective at the earliest of the following:

- a. When received;
- b. Five days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed;
- c. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- d. On the date sent by electronic mail (e-mail) or facsimile; or
- e. When posted on the Corporation's website.

ARTICLE V
MEMBERSHIP

1. Membership

All parents and legal guardians of students attending the School are eligible to qualify for membership in the Boosters. However, membership in the Boosters shall require annual payment of membership dues which shall be set by the Board and shall be subject to change without prior notice. Membership shall become effective upon payment in full of dues and shall expire upon the last day of that school year.

2. Member Votes

Each member family (hereinafter “Member”) shall have one (1) vote in the Boosters. In the event that a Member ceases to be a parent or legal guardian of a student attending the School, either voluntarily or by operation of law, such Member’s membership shall automatically terminate at that time. Membership shall entitle the Member to one vote per family, regardless of the number of students enrolled in the School.

3. Voting

At all meetings, all votes shall be by voice, unless the Board determines that a vote shall be done by ballot. For those votes that the Board has determined shall be done by ballot, the ballots shall be provided by the Boosters and there shall not appear any place on such ballot anything that might tend to indicate the person who cast such ballot. Ballots are unnecessary when voting for the Board of Directors, if the candidates are unopposed. At all votes by ballot, the Secretary and his or her designee shall act as “Inspectors of Election” and shall, at the conclusion of such balloting, certify the results to the person presiding at the meeting. Those results shall be included in the minutes of that meeting.

4. Annual Meeting

The annual meeting of the Members shall be held once during the year, at such time and place as the Board of Directors may determine, for the purpose of electing Directors and transacting such other business as may come before the meeting.

5. Special Meetings

Special meetings of the Members may be called by the President or the Board.

6. Manner of Acting

- a. Quorum. The number of Members present at a meeting of the Members duly called and noticed shall constitute a quorum for the transaction of business at that meeting of the Members.
- b. Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

ARTICLE VI
OFFICERS

1. Officers

The Officers of the Corporation shall be the positions of President, Vice-President, Secretary, and Treasurer. All these Officers shall be elected from and by the members of the Board of Directors. Each Officer shall have the authority and shall perform the duties set forth in these Bylaws. The positions, except for Treasurer, may be shared by two (2) people as Co-Officers as it is deemed expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more offices, but no Officer may act in more than one capacity where action of two or more Officers is required. Individuals running for office must have a child attending BASIS Scottsdale (5-12 grades).

2. Term of Office

Each Officer shall serve a (1) one-year term of office or until a qualified successor is elected. Each Officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

3. Removal and Resignation

Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

4. President

The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

5. Vice President

The Vice President shall assist the President. The office of Vice President may be shared by any number of persons that the Board President and Board of Directors deem necessary. It will further be at the direction of the Board President and Board of Directors to decide

the proper chain of command should a Vice President be required to act in the absence of the Board President. In the absence or disability of the Board President, the ranking Vice President, or Vice President designated by the Board of Directors, shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for by the Board of Directors or the President.

6. Secretary

The Secretary shall keep, or cause to be kept, a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the Secretary.

7. Treasurer

The Treasurer shall have oversight responsibility for the financial condition of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other Directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties properly required by the Board of Directors or the President from time to time. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent to assist in performance of all or part of the duties of the Treasurer.

8. Non-Director Officers

The Board of Directors may designate additional officer positions of the Corporation and may appoint and assign duties to other Non-Director Officers of the Corporation.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, AND RELATED MATTERS

1. Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the President, Treasurer, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

2. Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer, or such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

3. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

4. Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

5. Indemnification

- a. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any all liabilities, and advance any and all reasonable expenses incurred thereby in any proceeding to which any Director or Officer is a party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its authorized agents, acting within the scope of their

duties as such, to the same extent as Directors or Officers hereunder. The right to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such Director or Officer may be entitled under any written agreement, Board resolution, the ANCA or otherwise. All capitalized terms used in this Section 7.5, and not otherwise defined herein, shall have the meaning set forth in Section 10-3850 of the ANCA.

- b. Permissible Indemnification. The Corporation shall indemnify a Director or Officer, or former Director or Officer, made party to a proceeding because he or she is or was a Director or Officer of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against liabilities and advancement of expenses by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, or agents, whether or not the Corporation would be obligated to indemnify or advance expenses to such Director, Officer or Agent under Section 7.5(a) above, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.
- c. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of a written affirmation from the director, officer, or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and an undertaking by or on behalf of the director, officer, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.
- d. Indemnification of Officers, Agents and Employees. An Officer of the Corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Corporation may also indemnify and advance

expenses to an agent of the Corporation who is not a Director, consistent with Arizona Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VIII
MISCELLANEOUS

1. Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

2. Fiscal Year

The fiscal year of the Corporation shall be from April 1st to March 31st of each year.

3. Nondiscrimination Policy

The Officers, Directors, committee members, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

4. Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at any meeting of the Board, provided, however, that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt Corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and, that all amendments be consistent with the Articles of Incorporation.

5. Implied Amendment

Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

(Signature Page to Follow)

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of BASIS Scottsdale Boosters, Inc. were adopted and approved by a majority of the BASIS Scottsdale Boosters, Inc. Members present at a regular meeting held on January 18, 2021, as well as the Board of Directors, and constitute a complete copy of the Bylaws of the Corporation.

Elected Secretary: TIFFANY JOHNSON

Secretary Signature: Tiffany Joh

Date: 1/18/2021