

# **BYLAWS OF SANTA ROSA PTO, INC.**

## **Section 1. PREAMBLE**

Santa Rosa PTO, Inc. (“PTO”) is hereby established to create a PTO to assist the school and community and provide a better learning environment for the children of the community. It is hoped that by our efforts and mutual cooperation with the officials of the school we can make the community better for all residents, especially its children.

PTO is charged with providing financial and other forms of assistance so that the school may have the means to both establish its objectives and then meet them. While the organization is independent of the administration of the school, its intent is to work closely with the teachers and administrators in order to ensure the school succeeds for the benefit of all.

Ultimately, it is hoped the PTO will: 1) encourage cooperation and open communication between parents, teachers, and administrators in the education of students; 2) improve the quality of facilities and materials available to the school; 3) assist the teachers and administration in pursuing the goal of providing an excellent education for the children of the community; and 4) providing whatever other assistance, financial or otherwise, as maybe determined necessary from time to time.

## **Section 2. LAW, ARTICLES OF INCORPORATION AND BYLAWS**

These Bylaws are subject to the Articles of Incorporation of the Corporation. In these Bylaws, references to law, the Articles of Incorporation and Bylaws mean the law, the provisions of the Articles of Incorporation and Bylaws as from time to time in effect.

## **Section 3. NAME, PURPOSES, LIMITATION OF METHODS, LOCATION, FISCAL YEAR**

### 3.1 Name.

The name of the Corporation shall be as set forth in the Articles of Incorporation: Santa Rosa PTO, Inc.

### 3.2 Purposes.

The purposes of the Corporation are to operate as a non-profit organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Santa Rosa PTO is an organization that will be operated for strictly charitable purposes primarily focused on achieving excellence in the classroom and the overall education of the children of the school.

It will pursue those activities necessary to running such a program by engaging in any activities as may be deemed appropriate and as described in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The Corporation will support its purposes:

- By soliciting funds from donors interested in supporting the Corporation’s purposes;
- Conducting fund-raising events and any other forms of fund-raising as are appropriate;
- Soliciting funds through direct appeal to area organizations and businesses;
- By applying for grants, subsidies and sponsorships that may be available for such purposes; and
- By conducting other activities as are consistent with the stated purposes of the Corporation, amenable to its governing Board, consistent with the regulations as set forth in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and as may be appropriate and consistent with the Arizona Revised Statutes as now in force or hereinafter amended.

### 3.3 Limitation of Methods.

Santa Rosa PTO, Inc., a non-profit corporation, shall be nonpartisan, non-sectional and nonsectarian and shall take no part in, or lend its support to, the election or appointment of any candidate for federal, state, county or city office.

### 3.4 Location.

The principal office of the Corporation shall be 21400 N. Santa Rosa Drive, Maricopa, AZ 85138. Its mailing address shall be P.O. Box 1413, Maricopa, AZ 85139. The Executive Board may change the location of the principal office effective upon filing Articles of Amendment with the Arizona Corporation Commission.

### 3.5 Calendar Year.

The calendar year of the Corporation shall end on Dec. 31 in each year.

## **Section 4. MEETINGS.**

### 4.1 Annual Meeting.

The annual meeting of the Executive Board shall be held on the fourth Tuesday in April of each year or, if that date be in conflict, a suitable alternative may be chosen provided notice of such change be given to all Members of the Board at least thirty (30) days before the date fixed for that meeting.

At this meeting the Annual Report of the Officers shall be given, the Members of the Executive Board will be introduced and the new officers shall be installed.

### 4.2 Regular Meetings of the Executive Board.

The Executive Board shall meet at least quarterly to discuss the affairs of the Corporation. Such meeting may be conducted via teleconference or in person and may be held at any time and any location provided due notice is given to the Members of the Board and to any persons who are scheduled to appear before the Board at least seven (7) days prior to such meeting.

### 4.3 Additional or Special Meetings of the Executive Board.

The Board may from time to time call for Additional or Special Meetings of the Executive Board to consider any issues that affect the Corporation and/or for any other reason that it deems necessary or proper for which due notice shall be given at least seven (7) days prior to the meeting.

### 4.4 Notice.

Notice shall be considered adequate for any Regular, Additional or Special Meeting of the Executive Board and of the annual election of Directors and Officers if made within the required time period prior to the Meeting by telephone, by the US Mail addressed to the last known business or residence address of all interested parties. Such notice may, but need not specify the purpose of the Meeting.

### 4.5 Quorum.

Except as may otherwise be provided by law, Articles of Incorporation or these Bylaws as now in force or hereinafter amended, at any Meeting of the Executive Board a majority of the Members then in office shall constitute a Quorum.

A Meeting may be convened and/or adjourned absent such Quorum without further Notice, except that no vote therein taken shall therefore be considered valid or binding.

### 4.6 Action by Vote of the Executive Board.

Except as may otherwise be provided by law, Articles of Incorporation or these Bylaws as now in force or hereinafter amended, when a Quorum is present at any meeting, the vote of a majority of the Directors present shall be an act of the Executive Board.

#### 4.7 Action by the Executive Board Without a Meeting.

Any action required or permitted to be taken at any Meeting of the Executive Board may be taken without a Meeting if all the Members of the Board consent thereto in writing and such writing or writings are filed with the records of the Meetings of the Board. Such consent shall be treated for all purposes as the act of the Board. Furthermore, a Director or Directors may participate at any Meeting of the Board by means of telephone conference or other similar communications equipment, provided all persons participating at such Meeting can hear one another or are otherwise able to fully communicate as permitted by law.

### **Section 5.0 EXECUTIVE BOARD.**

#### 5.1 General Powers.

The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It may create standing and special committees, approve the plans and work of the committees, present reports and recommendations at the meetings of the membership, prepare and submit a budget to the membership for approval and, in general, conduct the business and activities of the Organization.

#### 5.2 Membership.

The membership of the Executive Board shall consist of the President, Vice President, Secretary, Treasurer and Reporter. The principal of the school and the chairpersons of the Standing Committees shall serve as ex-officio members and shall be entitled to vote, except in the event of a tie vote at regular and/or executive board meetings.

### **Section 6.0 OFFICERS AND AGENTS.**

#### 6.1 Enumeration and Qualification.

The officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer, a Reporter, and Parliamentarian.

#### 6.2 Duties and Powers.

Subject to law, the Articles of Incorporation and to the provisions of these Bylaws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to their office(s) and such additional duties and powers as the Executive Board may from time to time designate.

#### 6.3 Elections.

Shall take place not less than forty-five (45) days prior to the last General Membership Meeting in each year. All meeting attendees, who are a Voting Member may participate in the election shall each have one (1) vote. The Nominating Committee (see Section 6.12 below) shall present a slate of officers for election. Further nominations may be entertained from the floor. The election of the slate, if non-contested, may be by voice vote. Any contested election shall be conducted by written ballot.

#### 6.4 Term.

The officers shall hold office for one (1) year, beginning on June 1 and ending May 31. A person may be elected to the same or other office for more than one term.

#### 6.5 Chairman of the Board, President and/or Vice President

Unless otherwise specified by the Executive Board, the President shall be the Chairman of the Board and Chief Executive Officer. The President shall have such duties and powers as shall be designated from time to time by the Executive Board. Unless the Executive Board specifies to the contrary, the President shall preside, or designate the person who shall preside, at all Meetings of the Executive Board. Unless the Executive Board otherwise specifies, the President shall have direct charge of all

business operations of the Corporation and, subject to the control of the Directors, shall have general charge and supervision of the business of the Corporation. The President shall select and appoint the chairpersons of all standing and Special Committees and shall be an ex-officio member of all committees of the Organization. To be eligible to serve as President, a person must be a voting Member of the Organization for at least one year and have previously served a full term on the Executive Board or held a Committee Chairperson position within the last five years.

#### 6.6 Vice President.

The Vice President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice President shall oversee fundraising and shall perform such other duties as are assigned by the President of the Executive Board.

#### 6.7 Treasurer

The Treasurer shall be a member of the Executive Board. Unless the Executive Board otherwise specifies, the Treasurer shall be the Chief Financial Officer of the Corporation and shall be in charge of its funds and valuable papers. He/she shall receive all monies due and payable to the Organization from all sources giving a receipt therefore and shall deposit such funds in a bank or other such deposition institution as may be designated by the Executive Board. The Treasurer shall make all disbursements of funds as authorized by the President, Executive Board, or membership in accordance with the budget adopted by the membership. The Treasurer shall be responsible for presenting a written financial report at each General Membership Meeting and at any such other time as required or requested by the Executive Board. The Treasurer shall be responsible for preparing and filing all necessary information returns as may be required by the Internal Revenue Service, Arizona Department of Revenue, Arizona Corporation Commission and any such other regulatory body as is necessary to maintain Exempt Organization status. The Treasurer shall also have such other duties and powers as may be designated from time to time by the Executive Board or by the President.

#### 6.8 Secretary.

The Secretary shall be a member of the Executive Board. He/she shall record the minutes of all proceedings of the membership, the Executive Board and of all committees of the Executive Board in a book or series of books to be kept therefore and shall file therein all actions by written consent of the Directors. In the absence of the Secretary from any Meeting, an Assistant Secretary may be appointed or a temporary Secretary chosen to record the proceedings thereof to in turn be conveyed to the Secretary or the Executive Board for proper inclusion in the official books of the Corporation.

#### 6.9 Reporter.

The Reporter shall work with the media and other public entities to dispense information about all organization-related activities and answer any public relations questions as may arise from time to time. He/she may also help to generate literature and other means of circulating information about the school and the organization, including maintaining website.

#### 6.10 Parliamentarian

The Parliamentarian shall provide guidance on protocol in the governance of this organization in accordance with Roberts Rules of Order as now in place or hereinafter amended. In the event a controversy arises, the Parliamentarian's ruling shall be the final arbiter, provided such rule is not inconsistent with these Bylaws, the Articles of Incorporation, the Arizona Revised Statutes, The Internal Revenue Code, and any other laws, rules and regulations as may apply that are now in force or hereinafter amended.

The Parliamentarian is a voluntary position to be instituted at the discretion of the Principal of the School. It shall be filled, if at all, by a teacher representative to the Organization appointed by the Principal. It shall not be an elected position. In the event the Parliamentarian is seated with the Board, he/she may not make, second or discuss motions nor vote on any matters before the Board. However, if the Parliamentarian wishes to participate in a vote, they may vacate their seat at the Board for the duration of the discussion and participate with the assembly.

#### 6.11 Resignations and Removals.

Any director, officer or agent may resign at any time by delivering their resignation in writing to the President, Secretary or to the Executive Board. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and without in either case the necessity of its being accepted unless the resignation shall so state. A director (including persons elected by the Executive Board to fill vacancies on the Board) may be removed from office with cause by the vote of a majority of the Board or in the event of violation of law, the Internal Revenue Code or these Bylaws.

The Executive Board may at any time remove any officer with cause. Any past or current officer who has violated any section or provision stated within the by-laws shall be ineligible to serve on the Executive Board at any time. A person/persons expelled from the PTO for violation/ violations or inappropriate behavior while a PTO member shall be ineligible to serve on the Executive Board. The Executive Board may at any time terminate or modify the authority of an agent.

#### 6.12 Nominating Committee.

The Nominating Committee shall be responsible for receiving all suggestions for persons to serve as officers. The committee shall prepare a slate of officers to present for election by the membership. The committee shall contact all persons who will be nominated to confirm their willingness to so serve. The committee shall ensure that all nominees are Voting Members and otherwise eligible to serve in the office.

#### 6.13 Selection.

A majority of the votes cast by the Voting Members shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held. In the event of a tie vote, the president shall cast the deciding vote, only after abstaining from the first vote.

#### 6.14 Vacancies.

If the office of the President, the Vice President, the Treasurer, the Secretary or the Reporter becomes vacant, the PTO may elect a successor by a vote. Each such successor shall hold office for the unexpired term and, in the case of the President, the Treasurer and the Secretary until a successor is chosen and qualified or in each case until the officer sooner dies, resigns, is removed or becomes disqualified.

### **Section 7.0 MEMBERSHIP.**

#### 7.1 Voting Membership.

All parents and/or legal guardians of students who currently attend Santa Rosa Elementary School and all current faculty and staff of Santa Rosa Elementary School shall be eligible for membership in PTO. Members shall have the right to attend and participate in all General Meetings and activities of PTO and shall have the right to vote, but shall not have the right to vote on administrative issues pertaining to daily management of PTO. Faculty and staff members may not be on the Executive Board (see Section 5.0). However, the principal may appoint a teacher representative to serve as Parliamentarian.

#### 7.2 Honorary Membership.

All parents and/or legal guardians of former students and former faculty and staff of Santa Rosa Elementary School shall have the right to participate in PTO as Honorary Members. Honorary Membership may also be extended to other persons by an affirmative vote of the Voting Membership.

Honorary Members shall have the right to attend and participate in all meetings and activities of PTO, but shall not have the right to vote.

### 7.3 Regular Meetings.

At least four (4) regular General Membership Meetings shall be held during each school year. The time and place of the meetings shall be announced at least seven (7) days prior to the meeting.

### 7.4 Special Meetings.

Special Meetings of PTO may be called, either by vote of the Executive Board or by petition of a majority of the Voting Members. The time and place of the meetings shall be announced at least seven (7) days prior to the meeting.

### 7.5 Quorum.

Those Voting Members present at a properly called General Membership Meeting or Special Meeting shall be designated as a quorum and shall be entitled to take action on behalf of PTO.

### 7.6 Voting.

A majority vote of the Voting Members present at any meeting shall be required for all action to be taken by the organization.

### 7.7 Authority.

The rules contained in the most current edition of Robert's Rules of Order shall govern PTO and its constituent organizations in all cases in which they are applicable and in which they are not in conflict with these Bylaws, the Articles of Incorporation, the Internal Revenue Code, the Arizona Revised Statutes and any other legal authority as now in force or hereinafter amended.

## **Section 8.0 COMMITTEES.**

### 8.1 Nominating Committee.

The Nominating Committee shall be composed of three (3) persons who shall be selected by the Executive Board at the beginning of the third quarter. In addition, the Vice President shall be an ex-officio member of the committee. The committee shall carry out the responsibilities as specified in Section 6.

### 8.2 Other Standing Committees.

The Executive Board may establish such other Standing Committees as it deems necessary and advisable. The President shall appoint the chairpersons of all Standing Committees, who shall serve as ex-officio members of the Executive Board. The Chairperson of each committee shall recruit the members for his or her committee. Any Voting Member may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

### 8.3 Special Committees.

The President and/or Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed or on the last day of each school year, whichever occurs first. The President shall appoint the Chairpersons of all Special Committees. The Chairperson shall report the plans and activities of the committee to the Executive Board, which must approve all such reports.

## **Section 9.0 FINANCES.**

### 9.1 Funds.

All disbursements shall be made in a manner consistent with the jurisdiction in which operations are conducted for which a ledger of account shall be maintained and receipts retained.

## 9.2 General Fund.

The receipts from all sources not specifically restricted as to their use shall constitute the General Fund of the Corporation. All funds received shall be accepted by the Treasurer or designee for which a receipt shall be issued to the payer and deposited into the checking account to be available to the General Fund. From time to time, funds may be withdrawn to be invested in savings accounts, certificates of deposit and other generally accepted investment instruments issued by an insured financial institution. No other investments (e.g. stocks, mutual funds, real estate, etc.) will be allowed unless specifically directed by a majority vote of the Executive Board.

All disbursements from the General Fund must first be disbursed from the General Fund checking account and properly accounted for by the Treasurer or the President. An accurate accounting of all funds received and disbursed must be maintained at all times by the Treasurer or designee and reconciled with the bank statement on a monthly basis.

## 9.3 Budget.

The Executive Board shall present to the Voting Membership at the first Regular Meeting of the year a Budget of anticipated revenues and expenditures for the year. This Budget shall be used to guide the activities of the Executive Board during the year. Any substantial deviation from the budget must be approved in advance by a majority vote at a Regular or Special Meeting of the Voting Membership.

## 9.4 Obligations.

The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of PTO. The officers shall not have authority, however, to enter into such agreements on behalf of Santa Rosa Elementary School or of the Maricopa Unified School District, nor shall they hold themselves out as having such authority.

## 9.5 Loans.

No loans shall be made by PTO to its officers or members.

## 9.6 Commercial Paper.

All checks, drafts or other orders for the payment of money on behalf of PTO shall be signed by the Treasurer and one other member of the Executive Board.

## 9.7 Deposits.

The Treasurer shall deposit all funds of PTO to the credit of PTO in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the Membership. All deposits and/or disbursements shall be made within a maximum of thirty (30) days from receipt of the funds and/or orders of payment.

## 9.8 Financial Report.

The Treasurer shall present a Financial Report at each General Membership Meeting of PTO and shall prepare an Annual Report at the close of the year. The Executive Board shall cause the report and the accounts to be examined annually by an auditor or informal audit committee who, if satisfied that the Treasurer's Annual Report is correct, shall sign a statement to that effect at the end of the report.

## 9.9 Disbursements of \$100 or less.

The President or Treasurer of PTO may authorize disbursements not to exceed \$100 per occurrence in addition to budgeted items for reasonable operational expenses without prior approval of the Executive Board.

## 9.10 Disbursements in Excess of \$100.

The Executive Board shall approve expenditures within the budget limits up to \$500. All expenditures in excess of \$500 must be approved in a Regular or Special Meeting by a majority of Voting Members present at such Meeting.

#### 9.11 Budgetary Carryover.

At the end of the current term, PTO will allocate at least \$500 as a balance to carry over to the incoming Executive Board for operational expenses.

### **Section 10.0 ANTIDISCRIMINATION POLICY.**

The Corporation shall maintain and enforce an active and vigorous on-going policy of non-discrimination. It shall not show bias or preference for or against anyone or any organization on the basis of race, color, creed, sex, sexual orientation, country of origin or on the basis of disability or handicap in its employment, personnel or financial assistance practices.

### **Section 11.0 AMENDMENTS.**

These Bylaws may be adopted, amended or repealed by a two-thirds (2/3) vote of the Membership.

### **Section 12.0 DISSOLUTION.**

The Corporation may only use its funds to further its stated purposes and accomplish its objectives as specified in these Bylaws. No part of these funds may be distributed or leave to benefit its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. By a vote of two-thirds (2/3) of the Executive Board, the Corporation may be dissolved. Upon such dissolution, the Corporation shall be obligated to immediately pay or make provision for the payment of any and all legitimate liabilities and obligations of the Corporation. In the event any funds or assets shall be found remaining, such funds and assets shall be distributed to one or more regularly organized and duly qualified charitable, educational, religious, scientific or philanthropic organizations as defined in Internal Revenue Code Section 501(c)(3), located within the community. Any funds or assets still found remaining shall be turned over to the Superior Court of Pinal County for final disposition and shall be used exclusively for public purposes as determined in its sole discretion.

### **Section 13. CONFLICT OF INTEREST POLICY.**

#### 13.1 Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### 13.2 Definitions.

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
3. Compensation: Payments including direct and indirect remuneration as well as gifts or favors that are not insubstantial.

NOTE: A financial interest is not necessarily a conflict of interest. Under Section 11.3, a person who has a financial interest may have a conflict of interest only if the Executive Board decides that a conflict of interest exists.

### 13.3 Procedures.

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
  - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy:
  - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### 13.4 Records of Proceedings.

The minutes of the Corporation shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action

taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### 13.5 Annual Statements.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### 13.6 Periodic Reviews.

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### 13.7 Use of Outside Experts.

When conducting the periodic reviews as provided for in 11.6, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Section 14.0 NOTICE OF AMENDMENT.**

The Bylaws were originally adopted by a majority vote of the Voting Membership during a Meeting properly called in November of 2005. An amended version of the Bylaws was created and has since superseded the original Bylaws. In accordance with the Bylaws, any and all amendments to the Bylaws must be ratified by a two thirds majority of the Voting Membership at a Regular Meeting of the Voting Membership.