

**2011-  
2012**

BASIS Chandler Booster  
Board of Directors

# **BASIS CHANDLER BOOSTER BYLAWS**

Bylaws of the 2011 to 2012 school year

# Bylaws of the Chandler BASIS Boosters

(October 31, 2011)  
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## ARTICLE 1

### Section 1: Structure of the Chandler BASIS Boosters

Section 1.1 Purpose: These bylaws shall constitute the bylaws of the BASIS Chandler Boosters (hereinafter referred to as the “Boosters”), a corporation formed primarily for the following purposes: (1) to encourage and promote the welfare of the students attending BASIS Chandler (the “School”), (2) to raise funds to achieve the objectives of the Boosters, and (3) to cooperate with the workings of the school administration and the teaching staff.

Section 1.2 Personal Application: All present or future parents, guardians, teachers and administrative officials of the School who subscribe to the objectives of the Boosters are subject to the regulations of these Bylaws as set forth herein.

Section 1.3 Non-Profit Corporation: The Boosters is an Arizona not-for-profit corporation, and is organized and existing under and by virtue of the laws of the State of Arizona as same pertains to the application of corporate activities and the School. The Boosters shall be noncommercial, nonsectarian and nonpartisan. The office of the Boosters shall be located at the School.

Section 1.4 Organizational Seal: The Boosters shall not have a seal.

## ARTICLE II

### Membership and Voting Provisions

Section 2.1 Membership: Booster Members (hereinafter referred to the “Membership”) shall be defined as those having paid Dues or afforded special exemption to the Membership in exchange for special services provided to the School or to the Boosters. This exemption will be voted upon the Boosters Board of Directors. The Membership in the Boosters shall be limited to parents, relatives and legal guardians whose children are attending the School for that calendar year; teachers and administrative officials of the School who subscribe to the objectives of the Boosters.

Section 2.2 Member Votes: Each member shall have one (1) vote in the Boosters. In the event a member ceases to be a parent or legal guardian of a student attending the School, teacher or administrative official of the School, either voluntarily or by operation of law, such member’s Membership shall automatically terminate. A family membership shall entitle the family to one vote (one vote per household).

Section 2.3 Majority: A “majority of Members” as used in these Bylaws shall mean those Members holding fifty-one percent (51%) of the votes in the Boosters. A majority of the votes of Members present at any meeting shall decide any question unless the Bylaws,

Articles of Incorporation or applicable law shall provide otherwise, and in such an event, the voting percentage required in the Bylaws, the Articles of Incorporation or such applicable law shall control.

Section 2.4 Voting: At all meetings, except for the election of the Board, all votes shall be by voice or raise of hands, unless the Board determines that a vote shall be done anonymously through ballots. For election of members of the Board and for those votes deemed to be done by ballot, the ballots shall be provided by the Boosters, and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. Ballots are unnecessary when voting for the Board if the candidates are unopposed. At all votes by ballot, the president of such meeting shall, prior to the commencement of balloting, appoint a committee of three (3) whom shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify to the president the results and those results shall be included in the minutes of that meeting. No "inspector of Election" shall be in a board position or a candidate for office or shall have personally interest in the question voted upon.

Section 2.5 Membership Dues: Membership Dues are not a requirement. If parents, relatives and/or a child's guardians are interested in joining the Boosters, a small, annual membership due will be assessed. The funds generated from the Membership Dues provide the School with funding for supplies and/or necessities not addressed by the School's budget (i.e. gym equipment, art supplies). The current membership due is \$45 (for one school year) for a single family regardless of whether the family has one or more children attending the School. All Dues will be collected by on or before December for this inaugural year. The price of the Membership Dues will be subject to change by subsequent Boards. The Board can waive Membership Dues for parents who contribute special services to the Boosters or the School.

### ARTICLE III Meetings of the Membership

Section 3.1 Place: The time and place for all meetings shall be designated by the Board of Directors of the Boosters and stated in the notice of meeting to be announced at least one week before the meeting is to occur.

Section 3.2 Notices: It shall be the duty of the Secretary to prepare a notice of each annual, general, or special meeting, stating the time and place thereof which shall be sent by electronic mail and/or posted on the Booster website (no notice shall be required to be delivered personally), at least seven (7) days, but not more than sixty (60) days, prior to such meeting. Notices of the meeting shall state the purpose therein. Meetings shall be held at a location to be determined by the Board.

Section 3.3 Annual Meetings: An annual meeting of Members shall be held, in May of each year, for the purpose of appointing directors, electing officers and transacting other

business authorized to be transacted by the Members. The Annual Meeting shall be held at a location to be determined by the Board.

Section 3.4 General Meetings: General meetings will be held, at a minimum, three (3) times during each fiscal year.

Section 3.5 Special Meetings: Special meetings of the Members for any purpose or purposes may be called by the President or by the Vice-President whenever deemed expedient or necessary. The President or Vice-President shall call a special meeting of the Members when so requested by the majority of Members, or when so instructed by the majority of the Board of Directors. The Notice shall state the reason(s) that the meeting has been called, the business to be transacted at such meeting, and by whom it was called. No other business but that specified in the notice may be transacted at such Special Meeting without a majority consent of the attendees at such Special Meeting. Special Meetings shall be held at a location to be determined by the Board.

Section 3.6 Quorum: At any meeting of the Members, those present in person shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation.

Section 3.7 Irregularities: All information and/or irregularities in calls, notices of meetings and in the manner of voting, form of proxies, credentials, and method of ascertaining those present, shall be deemed waived if no objection is made at the meeting.

Section 3.8 Order of Business: The format of a Regular Meeting shall be as follows: (1) certify quorum; (2) approval of the minutes of the preceding meeting; (3) reports of Board, if necessary; (4) reports of committees, if needed; (5) old and unfinished business; (6) new business; and (7) adjournment.

#### ARTICLE IV Board of Directors

Section 4.1 Membership: The initial Board of Directors (or Executive Board or Board) shall consist of seven (7) Members—the President, the Vice President, the Secretary, the Treasurer and three (3) additional board members. Thereafter, at each annual meeting of the Members, the Board shall be appointed for a period of one (1) year. Each member of the Board shall be a Member of the Boosters and is formally a parent, relative, guardian or assumes responsibility for a child that currently attends the School. All of the Board Members shall be a resident of the State of Arizona.

Section 4.2 Organizational Meeting: The organizational meeting of the Board of Directors shall be held at such place and at such time as to be determined by the Directors.

Section 4.3 Removal of Directors: At any time after the first meeting of the Members, any one or more of the Directors may be removed with or without cause by the affirmative vote of the Members casting not less than two-thirds (2/3's) of the total voters present at such meeting, and a successor may then and there be elected to fill the vacancy. A Board member may be represented by counsel upon any removal hearing. The Board shall adopt such rules for this hearing, as it may in its discretion, consider necessary for the best interests of the Boosters.

Section 4.4 Vacancies on Board of Directors: If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, disability or otherwise, a majority of the remaining board directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the balance of the unexpired term. Agreement must be reached by the majority of the remaining board directors.

Section 4.5 Disqualification and Resignation of Board Member: Any Board Member may resign at any time by sending written notice and verbal communication, to the President and the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt by the President and/or Secretary. After three unexcused absences from a regular meeting for the Board of Directors within one school year, the remainder of the Board will vote if that person/persons are to be removed and replaced. In the event a Director ceases to be a Member as described in Section 2.1 of these Bylaws, the Directorship shall immediately and automatically terminate.

Section 4.6 Regular Meetings: The Board of Directors may establish a schedule of regular meetings to be held at such time and place as the Board of Directors may designate. Fifty percent (50%) of the members of the Board shall constitute a quorum. Each Board member shall have one vote and such voting may not be done by proxy. The Board may make such rules and regulations covering its meetings at its discretion.

Section 4.7 Absences: Any absences from a regular meeting shall be reported to the President or the Vice President at a "reasonable time" prior to the meeting.

Section 4.7 Powers and Duties: The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation. These powers shall include the following:

- To establish and collect dues from its Members (the "Dues"), and use and expend the Dues to carry out the purpose and powers of the Boosters;
- To employ, dismiss and control the personnel necessary for the operation of the Boosters, including the right and power to employ attorneys, accountants, contractors, and other professionals as the need arises;
- To engage in the management of the business affairs of the Boosters;
- To use and disburse the proceeds of Dues in the exercise of its powers and duties;

- To enforce by legal means, if necessary, the provisions of the Articles of Incorporation, the Bylaws and Rules and Regulations of the Boosters, if any, and other documents and laws respecting the Boosters.
- To create and supervise such committees for the School as they shall deem necessary and appropriate.

Section 4.8 Special Meetings: Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally or by email or by posting on selected bulletin boards, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least the majority of the Directors.

Section 4.9 Waiver of Notices: Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such a meeting.

Section 4.10 Board of Directors Quorum: At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there should be less than a quorum present, the majority of those present may adjourn the meeting. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.11 Fidelity Bonds: The Board of Directors may require that all officers and employees of the Boosters handling or responsible for Boosters funds shall furnish adequate fidelity bonds or coverage. The premiums on such bonds or coverage shall be paid by the Boosters.

## ARTICLE V Officers

Section 5.1 Elective Officers: The principal officers of the Corporation shall be President, one or more Vice-Presidents, a Secretary, a Treasurer and three (3) additional board members.

Section 5.2 Term: The officers of the Boosters shall hold office until their successors are chosen and qualify in their stead. All positions are one year terms to coincide with the School fiscal year however, there are no term limitations. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.



Section 5.3 President: The President's responsibilities are, at a minimum, the following:

- Shall be the chief executive officer of the Boosters and shall preside at all meetings of the Members.
- Shall, subject to the control of the Board of Directors, have executive powers and general supervision over affairs of the Boosters.
- Shall have the power to appoint individuals to act as Chairmen of Standing Committees and shall be an ex officio member of all standing committees, except the Nominating Committee.
- Shall present at each Annual Meeting of the Boosters an annual report of the work of the organization.
- Shall see all books, reports, and certificates required by law are properly kept or filed, including, but not limited to, the insurance of the Boosters. The President, or a Board member designee, shall be the contact person for such documents.
- Shall be one of the designees who may sign the checks, drafts, or electronic banking of the organization.
- Shall be the primary liaison in representing the organization to the administration of the school.

Section 5.4 Vice-President: The Vice President's responsibilities are, at a minimum, the following:

- In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order designated at the time of their election, or in the absence of any designation, then in the order of their election), shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- Shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.
- May be one of the designees allowed to sign the checks, drafts, and electronic banking of the organization.
- The office of Vice-President, while established by these Bylaws, may be filled or remain vacant in the sole discretion of the Board of Directors. In the absence of affirmative action by the Board of Directors, it shall be presumed that the office of Vice-President shall remain vacant.

Section 5.5 Secretary: The secretary's responsibilities are, at a minimum, the following:

- Shall keep minutes of all meetings of the Board of Directors and of all Meetings of the Members;
- Shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- Shall be the custodian of the corporate records;

- Shall file any certificate required by any statute, federal, or state.
- Shall be designate Statutory Agent of the Boosters, identified with the filing of the annual report;
- Shall be the official custodian of the records of the Boosters;
- May be one of the designees allowed to sign the checks, drafts, and electronic banking of the organization;
- Shall present to the membership at any meetings any communication addressed to the Secretary of the organization;
- Shall submit to the Board any communications that is addressed to the Secretary of the Boosters;
- Shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary;
- Shall in general, shall perform duties incident to the office of Secretary and such duties as from time to time shall be assigned by the President or the Board of Directors.

Section 5.6 Treasurer: The treasurer's responsibilities are, at a minimum, the following:

- Must be one of the designees who shall sign checks or drafts of the organization;
- Shall render at stated periods, as the Board shall determine, a written account of the finances of the organization;
- Shall provide an end-of-the-year statement and all financial documents;
- Shall have charge and custody of and be responsible for all the funds and securities of the Corporation;
- Shall receive monies due and payable to the Corporation from any source whatsoever, and deposit all monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws;
- Shall keep such regular books and accounts as may be necessary and appropriate for the orderly management of the Corporation's affairs, or have such books and accounts kept under his/her direction and supervision;
- Shall render statements of such accounts to the President, Directors or Members when so requested and
- Shall, in general, shall perform all of the duties as from time to time shall be assigned by the Board of Directors.
- Shall exercise all duties incident to the office of the Treasurer.
- If required by the Board of Directors, the Treasurer shall give bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 5.7 Additional Board Members: The additional board member responsibilities are, at a minimum, the following:

- Shall compile and submit relevant correspondence of communications from teachers, faculties and students to the Board
- May be one of the designees allowed to sign the checks, drafts, and electronic banking of the organization
- Sponsor Booster related functions
- Shall have a full voting privileges on the Board along with the President, Vice-President, Secretary and Treasurer
- Serve as heads of committees overlooking various project associated with the overall goals of the organization

Section 5.8 Formal Communication Directive: All communication to the school on behalf of the Boosters will be conducted by the President or anyone the President designates. No other Directors will approach or communicate with the School administration, its teachers, or staff members with any issues related to Booster business without consent from the President. Any violation of this directive will result in an immediate meeting with board directors to determine appropriate recourse.

Section 5.9 Nominating Committee: A “Nominating Committee” for the selection of officers shall be appointed by the Board of Directors and shall consist of three (3) Members. The Nominating Committee shall secure the consent of the nominees to serve and shall submit the name of at least one (1) eligible candidate for each elective office. Each candidate submitted shall be chosen by the affirmative vote of a majority of the members of the Nominating Committee. The names of all eligible candidates shall be made available to the Members two (2) weeks prior to the Annual Meeting. Additional nominations may be made by the Members present at the meeting, provided such nominees consent to hold office if elected.

5.10 New Board Election Process: The new Board elections will be held in May before the end of school term. The steps for the new Board election process will be the following:

- A formal meeting will be announced at least one month before the date of the elections and the elections will be held at a location to be determined by the current Board.
- On the day of the election, each Board position will be announced by a “presider” with calls for anyone interested in running for the position. The interested party must be present at the elections to be considered for the positions. The order by which the position will be announced and voted on will be President, Vice-President, Secretary, Treasurer, additional board member #1, additional board member #2 and additional board member #3.
- If an individual shows an interest in a specific position, that individual’s nominations must be seconded in order for that person to be listed as an official candidate. Each candidate will be allowed five (5) minutes to proclaim/announce/campaign openly. When all candidates are identified, the Members will be allowed to vote for that position via ballot. Current Board members are also allowed a vote.

- Three (3) Members who are not currently on the Board or considering for a Board position will tally the votes and announce the results for that position.
- In the event of a tie, the candidates who are stalemated will be allowed one minute to speak to the constituency. Then a second voting process will occur whereby all votes will be determined by a show of hands.
- The elections will officially end once all positions are filled.

## ARTICLE VI Fiscal Management

Section 6.1 Depositories: The funds of the Boosters shall be deposited in such banks and depositories as determined by the Board of Directors from time to time, upon resolution approved by the Board of Directors, and shall be withdrawn only upon checks and demands for money signed by the President or the Treasurer or one other Director of the Boosters. In no event shall the payee and the signor be the same person. Any single expenditure which has not already been included in an approved budget must be first approved by the Board of Directors.

Section 6.2 Determination of Dues and Budget: The Board shall cause to be prepared an estimated annual budget for each fiscal year of the Boosters. Such budget shall take into account the estimated cash requirements for the year. The annual budget shall take into account the estimated net available cash income for the year from the operation or use of any fund raising activities. The annual budget shall also provide for a reserve for contingencies for the year. To the extent that the dues and other cash income collected from the Members during the preceding year shall be more or less than the expenditures, the surplus or deficit, as the case may be, shall be taken into account in determining the annual budget for the following year. The estimated annual budget for each fiscal year shall be approved by the Board at the beginning of the school year (August), and copies thereafter may be furnished by the Board to each Member upon request. In the event that the Board of Directors shall not approve an estimated annual budget or shall fail to determine new Dues for any year or shall be delayed in doing so, each Member shall continue to pay the amount of his prior respective Dues as last established.

Section 6.3 Records: The Board shall cause to be kept accurate records in chronological order of the receipts and expenditures specifying and itemizing the expense incurred. Expense vouchers may be approved in such manner as the Board may determine. All records and vouchers authorizing payments shall be available for examination by the Members at convenient hours designated by the Board. The Treasurer will provide monthly reports at the end of each month via email distribution to the Board members or in designated meetings.

Section 6.4 Fiscal Year: The fiscal year of the Boosters shall be the calendar year and shall begin July 1 of every year and shall end on the 30<sup>th</sup> day of June of every year. The commencement date of the fiscal year herein established shall be subject to change by the Board should Boosters practice subsequently dictate.

Section 6.5 Books of Account: Book of account of the Boosters shall be kept under the direction of the Treasurer on a consistent basis in accordance with generally accepted accounting practices. An audit committee consisting of the Treasurer and two members-at-large may audit the books (1) week prior to the assumption of duties by the new officers.

Section 6.6 Vendors: When working with external vendors, a request for proposal (RFP) will be submitted for all projects (i.e. fundraising events). For each project, no more than three vendors will be issued a RFP. At a minimum, the RFP from the Boosters will include a description of the services preferred. A response to the RFP from each vendor should include description of the services, itemized cost, and total cost with tax included. The Board will review the proposal from each vendor and select the most appropriate vendor. All contracts will require the majority votes from the Board of Directors.

Section 6.7 Contracts: Unless otherwise provided by the Board, all contracts shall be executed on behalf of the Boosters by either the President or Vice- President and countersigned by the Secretary or Treasurer or the additional board members.

## ARTICLE VII Committees

Section 7.1: Committees: All committees of this organization shall be appointed by the Board and their term of office shall be for a period of one year as defined by the Board. The Chair of each committee reports to one of the members of the Board, designated at the beginning of the term.

Section 7.2: Committee Chairpersons: All Committee chairs shall be responsible for fulfilling their duties in accordance with the Committee and these Bylaws.

## ARTICLE VIII Amendments of the Bylaws

Section 8.1 Amendment: These Bylaws may be altered, amended or added to by the affirmative vote of a majority of votes cast by Members present at a regular meeting or a special meeting called for that purpose.

Section 8.2 Inconsistencies: Notwithstanding the foregoing, these Bylaws shall not be amended to contain any provision which would be contrary to or inconsistent with the Articles of Incorporation as in effect and any provisions of or purported amendment to these Bylaws which is contrary to or inconsistent with the Articles of Incorporation shall be void to the extent of such inconsistency.

Section 8.3 Amendment Procedures: Any amendment of the current Bylaws will be achieved based on the following procedures:

- Any Member may submit a proposed Amendment to Board. This submittal shall be in writing and submitted to the Board at least 48 hours prior to a scheduled Regular Meeting.
- The President shall be required to bring the proposed Amendment forward at the next scheduled Regular meeting. At this meeting, a full reading of the proposed Amendment shall occur. Discussion of the proposed Amendment is encouraged at this first reading, and a vote will be taken if not contested.
- The vote will be taken by a show of hands. All Members in attendance, including the Board may vote. The proposed Amendment will be passed and accepted if at least 2/3 of those eligible and present vote for the Amendment.

#### Article IX Indemnification

The Boosters shall indemnify every Director and other officer, his heirs, executors, and administrators, against all loss, cost and expenses, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party, by reason of his being or having been a Director or officer of the Boosters, including reasonable matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

#### ARTICLE X Construction

Any discrepancies or conflicts between the provisions of the Arizona Revised Statutes or applicable law, the Article and Bylaws, and the rules and regulations of the Boosters, if any, shall, unless otherwise provided, be resolved by giving priority first to the Arizona Revised Statutes or applicable law, second to the Articles, third to the Bylaws, and fourth to the rules and regulations, if any.

#### ARTICLE XI Property Funds and Titles

All funds and the titles of all properties acquired by the Boosters and the proceeds thereof shall be held in trust for the Members of the Boosters.

ADOPTED BY the Board of Directors of the Chandler BASIS Boosters, Chandler, Arizona, this 1st of November, 2011.

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Roger Park, President

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Regina Fischer, Vice President

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Michele Weber, Secretary

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Shruti Bagchi, Treasurer

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Theresa Bicer, Additional Board Member #1

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Deana Perry, Additional Board Member #2

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Wayley Kentjana, Additional Board Member #3