

BY-LAWS AND ARTICLES OF INCORPORATION OF THE DODGE MIDDLE SCHOOL PAC (PARENT ADVISORY COMMITTEE)

ARTICLE I MEETINGS OF MEMBERS

Section 1. Annual Meetings The annual meeting of all the members shall be held before the end of May of each year. It shall be held in the library at Dodge Magnet Middle School unless another location is noted in the announcement for the meeting. At this annual meeting the members shall elect directors to serve until their successors are elected and these newly elected directors shall transact such other business as may come before the meeting.

Section 2. Regular Meetings Regular (monthly) meetings, other than the annual meeting, shall be held at regular intervals. All meetings will be held in the library at Dodge Magnet Middle School or via Zoom. If another location is scheduled, for any reason, it will be referenced in the notice for that meeting.

Section 3. Special Meetings Special meetings of the members may be held at this location whenever called in writing by the President, a majority of the Board of Directors, or any of the members.

Section 4. Notice of Meetings The calls and notices of all meetings of all the members shall conform to the provisions of Article V of these By-Laws.

Section 5. Membership Members include all Dodge Magnet Middle School teachers, staff, and family members/guardians of students enrolled at Dodge Magnet Middle School. Members shall have the right to vote, attend meetings, speak, make motions and hold office. The Board of Directors and the membership shall have the right to manage the meetings with guidance from these by-laws and will ask for respect to be shown to each member both during the meetings and through all communication. There are no dues for membership.

Section 6. Voting Each family shall be entitled to cast one vote. All votes may be cast in person.

Section 7. Quorum At any meeting of all the members, a minimum of at least 5 members present shall constitute a quorum for all purposes requiring votes.

Section 8. Organization The name of the organization is the Dodge Middle School PAC. The current EIN for this organization is 86-0589114.

Section 9. Purpose The purpose of this organization is to provide physical and financial support to the staff, teachers, and students at Dodge Magnet Middle School, by (a)

fundraising and soliciting donations to fund needed supplies for the teachers, staff, administration, clubs, programs, activities, and sports; (b) by assisting where needed to provide support for each student, or the group as a whole and providing general assistance; and (c) by supporting the hardworking staff, teachers, and administration through staff luncheons.

ARTICLE II **BOARD OF DIRECTORS**

Section 1. Powers and Numbers The affairs of the corporation shall be managed by its Board of Directors which shall consist of not less than three (3) members nor more than five (5) members. The number of directors may be increased or decreased from time to time (but not less than one director) but no decrease shall shorten the time of any incumbent director.

Section 2. Vacancies In case of any vacancy in the Board of Directors, the remaining members of the Board, by majority vote of those present when the vote is taken, may elect a successor director, or directors, to hold office until the next election of directors.

Section 3. Regular Meetings A regular annual meeting of the directors shall be held immediately after the adjournment of each annual meeting of the members in May of each year. Regular (monthly) meetings, other than the annual meeting, shall be held at regular intervals. All meetings will be held in the library at Dodge Magnet Middle School or via Zoom. If another location is scheduled, for any reason, it will be referenced in the notice for that meeting.

Section 4. Special Meetings Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Board.

Section 5. Notice Notice of all meetings of the Board of Directors shall be as provided as stated in Article V of these By-Laws.

Section 6. Quorum A quorum for the transaction of business at any meeting of the directors shall consist of a majority of the directors.

Section 7. Board Decisions The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by the Articles, these By-Laws, or if a greater number is required by law.

Section 8. Action by Board Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors. Such consent in writing may be signed in counterparts. Action taken electronically by e-mail may serve as consent in writing.

Section 9. Term The directors shall serve until the next annual meeting of the members.

ARTICLE III

OFFICERS

Section 1. Election The membership shall elect a President, Vice President, Secretary, and Treasurer. The election shall take place at the annual meeting of the whole organization.

Section 2. Additional Officers The Board of Directors may appoint such other officers, in addition to the officers expressly named, as it shall deem necessary in all positions except President. All officers shall have authority to perform such duties as may be assigned from time to time by the Board of Directors or by the President. If the Board appoints additional officers, a ranking of each to determine succession should occur. (For example, if two Vice Presidents are elected or appointed, a determination should be made to assign first, second, etc., to the office. This will define the duties for each officer in succession.)

Section 3. Removal All officers and agents shall be subject to removal at any time by the affirmative vote of an absolute majority of the members of the Board of Directors.

Section 4. Vacancies Any vacancy in office, for any reason, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Compensation The officers shall receive no compensation for services rendered. Officers may be reimbursed, if sufficient funds are available, for out-of-pocket expenses that have been approved by the Board.

Section 6. President The President shall perform the functions of the chief executive officer, and shall exercise general supervision over the corporation's property and affairs. She/He shall sign on behalf of the corporation all agreements and contracts of material importance to the corporation's business and shall do and perform all acts and things which the Board of Directors may require. In addition, the President will: prepare the agenda and preside at all meetings of the Dodge Middle School PAC; appoint committees; be an ex-officio member of all committees except the Nominating Committee; may be one of the two officers who can sign checks for the organization; and ensure that an annual audit of the Treasury is performed before transfer of office.

Section 7. Vice President There shall be as many Vice Presidents as the Board of Directors chooses to appoint (see Article II, Section 1 and Article III, section 2). In the event of the President's absence or inability to act, the Vice President shall have the powers of the President (see Article III, Section 3.) They shall perform such other duties as the Board of Directors may request. In addition, they can preside at meetings and may oversee committees; and may be one of the two officers who can sign the checks of the organization. If the President steps down, or is removed before the completion of his term, the Vice President will become President of the organization with all rights, privileges and powers as if he had been the duly elected President.

Section 8. Secretary The Secretary shall keep (a) the minutes of the corporation, (b) a record giving the names and addresses of the members, (c) if applicable, the seal of the corporation, and (d) such other books and records as these By-Laws or any resolution of the directors may require, or as required by law. All such records shall be in written form. He shall perform such other services as the Board of Directors may directly request or approve. In addition, the Secretary will: supply transcribed minutes of previous meetings for review and approval; be responsible to ensure filing of any certificate required by any statute, federal or state; give and serve all notices to members of this organization; present to the membership and officers at any meetings any communications addressed to the organization or to the officers of the organization; attend to all correspondence of the organization; and exercise all duties inherent to the office of Secretary. In addition, the Secretary can preside at meetings and may oversee committees; and may be one of the two officers who can sign the checks of the organization. If the President and Vice President steps down, or is removed before the completion of their term, the Vice President will become President of the organization with all rights, privileges and powers as if he had been the duly elected President.

Section 9. Treasurer The Treasurer shall have the custody and control of the funds of the corporation, subject to the action of the Board of Directors, and shall, when requested by the President to do so, report the state of the finances of the corporation at any meeting of the directors or the membership. The Treasurer shall perform such other services as the Board of Directors may require. In addition, the Treasurer will: be one of the two officers who can sign the checks of the organization; be the primary contact for all banking and monetary issues; ensure a checking account is used for which he will be the “Key Executive” and a signer on the bank account. In the event that the treasurer is a TUSD employee who is employed at Dodge Middle School, the Key Executive may be either the President, Vice President, or Secretary. In the event two Treasurers are elected, either or both of them can sign on the banking account as approved signatures. Also they will have the care and custody of all moneys belonging to the organization; deposit Dodge Middle School PAC proceeds in a regular business bank; ensure that no special fund for the Dodge Middle School PAC has been set aside that will make it unnecessary for the Treasurer to sign the checks issued upon it; provide monthly both verbal and written account of the finances (statements, ledgers, balance sheets) of the organization and such report will be physically affixed to the minutes of such meetings; make ledgers, statements and financial records available for review at any time by any member on request; exercise all duties inherent to the office of Treasurer; and, be responsible for any necessary tax filings.

Section 10. School Principal The Dodge Middle School Principal will participate as the Statutory Agent of the corporation, and may not hold office. The Principal will be asked to give a report regarding the activities of the school at the monthly meetings, either verbal or in writing. The Principal may come to Board of Director meetings.

ARTICLE IV
COMMITTEES

The Board of Directors may establish regular or special committees. The resolution establishing a regular or special committee shall set forth its powers and duties. The persons serving on a regular or special committee need not be directors. Minutes of the regular or special committee shall be kept and shall be filed with the Secretary of the corporation.

ARTICLE V
CALLS AND NOTICES OF MEETINGS

Section 1. At least ten (10) and not more than fifty (50) days (inclusive of the date of meeting) before the date of any meeting of all the members, the Secretary, at the direction of the person calling the meeting, shall cause a written notice setting forth the time, place, day, and general purpose of the meeting, to be delivered personally, by facsimile or e-mail transmission, by posting to the school website, or deposited in the mail, with postage pre-paid, addressed to each member at his last mailing address, facsimile number, e-mail address, as it then appears on the books of the corporation.

Section 2. Notice of special meetings of the Board of Directors shall be given by the Secretary to each director, orally or in writing, at least twenty-four (24) hours before the time fixed for the meeting, and such notice shall advise each director as to the time, place, day and general purpose of the meeting, and shall be delivered personally, or by telephone, or by facsimile or e-mail transmission, or mailed, postage pre-paid to each director at his last post office address, telephone or facsimile number, or e-mail address, as it appears on the books of the corporation. No notice need be given of regular meetings of the Board of Directors.

ARTICLE VI
SEAL

A corporate seal is not required on any instrument executed for the corporation. If the corporation uses a seal, the seal of the corporation shall be impressed as follows:

(no seal referenced to at this time)

ARTICLE VII
KNOWN PLACE OF BUSINESS

Known Place of Business. The street address of the known place of business of the corporation is 5831 E Pima St, Tucson, Arizona 85712, phone number is 520-731-4100.

ARTICLE VIII
STATUTORY AGENT

Statutory Agent. The name and address of the statutory agent of the Corporation is the Principal of Dodge Magnet Middle School, Brenda Meneguín, 5831 E Pima St, Tucson, Arizona 85712, or the current Principal.

ARTICLE IX
BOARD OF DIRECTORS

The initial board of directors shall consist of 4 directors. The names of the persons who are to serve as the directors until the first annual meeting of the members or until their successors are elected and qualified are:

President - Priscilla Flores
Vice President - Judith Humphreys
Secretary - Jennifer Harris
Treasurer - Maura McKechnie (Dodge Employee)

ARTICLE X
FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st of July in each year and end at midnight on the 30th day of June of the following year.

ARTICLE XI
AMENDMENT AND REPEAL

These By-Laws may be amended or repealed, or new By-Laws may be adopted, at any meeting of the directors, as provided in the Articles.

ARTICLE XII
DISSOLUTION OF CORPORATION

Should the corporation dissolve, by either voting of members or by board of directors, the assets would be distributed to the Dodge Magnet Middle School at the discretion of the school's Principal or designee.

Signed: _____

Priscilla Flores, Dodge PAC President

Signed: _____

Judith Humphreys, Dodge PAC Vice President

Signed: _____

Jennifer Harris, Dodge PAC Secretary

Signed: _____

Maura McKechnie, Dodge PAC Treasurer

Signed: _____

EXECUTED this 16th day of October, 2023 by all of the current Board of Directors.

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____, _____.

Signed: _____

Brenda Meneguín, Principal Dodge Traditional Magnet Middle School