

**CORPORATION BYLAWS
FOR
KHALSA COMMUNITY ORGANIZATION (KCO)**

ARTICLE 1: NAME

The name of this organization is Khalsa Community Organization (hereinafter “KCO”). The address is 3701 E. River Rd., Tucson, Arizona 85718.

ARTICLE 2: PURPOSES

Section 1. Purposes

The purpose of KCO is to advance education by providing financial contributions and parent support to Khalsa Montessori School, located at 3701 E. River Rd., Tucson, Arizona, 85718. KCO is an association of parents or guardians of students at Khalsa Montessori School and the administration, faculty, and staff of the school, created to provide its members with a voice, a sense of community, and an opportunity to serve through increased communication, fundraising, and assistance in the classroom and at school functions.

Section 2. Implementation

The purposes of KCO will be promoted through meeting, events, programs, and projects developed and implemented by the Board and committees created by the Board and governed by the policies set forth in these Bylaws.

Section 3. Donations and Fundraising

KCO activities may be funded in several ways:

- KCO may conduct fundraising activities and events;
- KCO may solicit and accept donations, contributions, gifts, and bequests.

The funds of KCO shall be used only for the purposes and objectives of KCO.

ARTICLE 3: MEMBERSHIP

Section 1. Membership

Parents and guardians of all students of Khalsa Montessori School shall be invited to be members of KCO. Administrators, faculty, and staff of the school shall also be invited to be members of KCO, with the limitation that the total number of administrators, faculty, and staff of the school present at any Board meeting, General Forum, or Committee meeting may not constitute a majority of the members present of voting by proxy.

Section 2. Voting Rights

Members of KCO shall be eligible to participate and vote in all General Forum Meetings and Special Meetings and to serve in any elected, appointed, or voluntary position. One vote will be allowed for each KCO member. Members must be present to cast their vote. No absentee ballots or proxy voting shall be permitted, except for election of officers, if allowed in each year’s election process defined by the Board.

Section 3. Membership Year

The membership year of KCO shall be from June 1 to May 31 of the following year.

ARTICLE 4: OFFICERS

Section 1. Officers

The Officers of KCO shall consist of a minimum of one (1) Chair, one (1) Vice Chair, one (1) Secretary, and one (1) Treasurer. These officers shall perform the duties prescribed by these Bylaws.

Section 2. Eligibility to Serve as Officer

Each Officer must be a member of KCO.

No member shall be eligible to hold more than one office at a time.

No member shall serve more than three (3) consecutive terms in the same office.

Members who are administrators, faculty, or staff of Khalsa Montessori School may not be elected or appointed to fill fifty percent (50%) or more of the offices.

Section 3. Election of Officers

Officers shall be elected annually at a KCO General Forum meeting in the spring to serve for the following school year. Newly elected officers shall assume their duties following the last General Forum meeting in the spring and serve until the end of the following school year.

The election process shall be defined by the Board and explained in writing at least thirty days in advances of the election, and will generally include a process for nominations, brief speeches by candidates, open discussion, and method of balloting.

Election shall be by plurality of votes cast. Members must be present to cast their vote unless voting by proxy is allowed in the election process defined by the Board.

Section 4. Resignation

Any Officer may resign at any time by giving written notice to the Board. Acceptance of a resignation is not necessary to make it effective. Resignations shall take effect upon the later of the following—the Board’s receipt of written notice of resignation or such date as may be indicated in the notice.

Section 5. Removal

The Board may recommend any Officer for removal if it deems removal to be in the best interest of KCO. Such a recommendation requires two-thirds vote for the Board members then in office and may occur at any meeting of the Board for which written notice of intent to remove an Officer is given at least fourteen days in advance. Any such recommendation will be submitted to KCO membership for approval by a majority vote at the next General Forum meeting.

Section 6. Vacancies

In the event of a temporary absence of the Chair, the Vice Chair shall chair the Board for the period of absence. If no one is currently serving in the position of Vice Chair, any other officer may chair the Board in the Chair’s absence.

In the event of a permanent absence of the Chair, the Vice Chair shall assume the position.

In the event of a permanent absence of any other Officer, the Board shall recommend an interim replacement Officer by a majority vote at a meeting for which written notice of intent to fill a vacancy is given fourteen days in advance. Any such recommendation will be submitted to the KCO membership for approval by a majority vote at the next General Forum meeting.

ARTICLE 5: DUTIES OF OFFICERS

Section 1. General Duties of All Officers

The officers of KCO shall exercise their best efforts to attend all regular and special meetings of the Board and the General Forums. Officers are encouraged to volunteer in some of the events and activities of KCO.

Section 2. Chair

The Chair shall set the agenda and preside at all meetings of the Board and of the general membership; coordinate the work of the Officers and Committees; plan the annual KCO budget with the Treasurer; sign contracts, other financial commitments, and other legal instruments properly entered in by the KCO; and other duties as assigned by the Board.

Section 3. Vice Chair

The Vice Chair shall act as an aide to the Chair; perform the duties of the Chair in the absence, disability, or inability of the Chair to act; and other duties as assigned by the Board or by the Chair.

Section 4. Secretary

The Secretary shall take notes of meetings of the Board and of the general membership, distribute them to Board members, and post them at the school for general membership access; summarize the minutes for inclusion in an appropriate newsletter; prepare KCO correspondence for review by the Chair and/or Director of the school as appropriate, and distribute it to members; maintain control of all non-financial records (Bylaws, meeting minutes, etc.) in an orderly fashion readily available to any KCO member; ensure that all notices are duly given in accordance with the provision of the Bylaws or as required by law; keep a copy of the current Bylaws available for reference at each meeting; and other duties as assigned by the Board.

Section 5. Treasurer

The Treasurer shall have custody of and be responsible for all funds of KCO; receive, provide written receipt for, and deposit all funds of KCO; keep a full and accurate account of all receipts and expenditures; maintain control of all financial records of KCO; ensure compliance with the Financial Control as defined in the Bylaws; present a Treasurer's Report at a General Forum meeting at regular intervals and at other times as requested by the Board; prepare and certify the financial statements to be included in any required reports; ensure the financial records are complete and accurate at the end of the fiscal year for hand-off to the newly elected Treasurer; and other duties as assigned by the Board.

ARTICLE 6: BOARD

Section 1. Composition

The Board shall consist of the Officers of KCO. The Director of Khalsa Montessori School, at least one representative of the faculty, and the chairperson of each Committee created by the Board will also be invited to sit on the Board.

Section 2. Meetings

Regular meetings of the Board shall be held as needed. Date, time, and location will be decided and published by the Board and will generally be held monthly. Seven days' notice must be given of a change in the meeting dates or times for a scheduled meeting.

Special Meetings of the Board may be called by the Chair or by any three Officers with at least three days' notice of the location and specific purpose of the meeting. No Special Meeting of the Board shall be held unless all Board members have been notified. Special Meetings shall address only the stated specific purpose of the meeting.

A majority of the Officers shall constitute a quorum for the transaction of business. No business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the Chair shall entertain at such a meeting is a motion to adjourn. Officers who are members of the administration, faculty, or staff at Khalsa Montessori School may not constitute a majority at any Board meeting.

Decisions will be approved by majority vote of a quorum unless otherwise specified in these Bylaws. Members must be present to cast their vote.

In the event of a tie vote, the vote of the Chair shall be discounted.

Section 3. Duties of the Board

The duties of the Board shall be to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by the Bylaws.
- Transact necessary business in the intervals between KCO General Forum meetings and such other business as may be necessary.
- Create an annual KCO Plan of Work for review by the general KCO membership. This Plan of Work should define the expected objectives, goals, projects, and schedules for KCO for the year.
- Create and appoint Committees and approve the Plans of Work of the Committees.
- Present reports and make recommendation to the general membership.
- Review and recommend approval of proposed yearly budgets for submission to the general membership for final approval.
- Approve expenditures with the limits of the approved KCO budget.

Expectations of non-Officers who are invited to attend Board meetings:

- The Director of Khalsa Montessori School and at least one representative of the faculty shall be invited to regularly attend Board meetings to provide advice and information on matters relating to education, childhood development, administrative practices and decisions at

Khalsa Montessori School, coordination of special events, public relations, and other matters on which these members are qualified.

- The absence of any non-Officer who was invited to attend a Board meeting shall not affect the quorum of the Board or the ability of the Board to conduct any of its normal duties.

ARTICLE 7: GENERAL FORUM MEETINGS

Section 1. Meeting Schedule

General Forum meetings of KCO shall be held a minimum of four times per year, unless otherwise decided by the Board. Dates and times of these meetings for each school year will be set before the beginning of the school year and published to the general membership. Fourteen days' notice must be given of a change in meeting dates or times other than a cancellation of a meeting. Each meeting agenda shall be set by the Chair and should include reasonable time for open items to be brought by any member.

Special Meetings of KCO may be called by the Chair or by a majority of the Board members with fourteen days' notice of the location and specific purpose of the meeting. Special Meetings of KCO shall address only the stated specific purpose of the meeting.

Section 2. Business of Meetings

- Approval of the annual budget.
- Election of Officers.
- Consideration of periodic reports and recommendations from the Board and from Committees as appropriate.
- Referral of issues to the Board for consideration and resolution. The status or resolution of any such issue recommended for referral by a majority vote shall be reported back at the first General Forum meeting following the next Board meeting.
- Other business or activities deemed appropriate to the purposes of KCO.

Section 3. Quorum

The members present shall constitute a quorum for the transactions of business in any meeting of KCO general membership.

Decisions will be approved by majority vote of a quorum unless otherwise specified in these Bylaws. Voting will be by show of hands unless decided otherwise.

In the event of a tie vote, the vote of the Chair shall be discounted.

ARTICLE 8: BUDGET

Section 1. Creation and Approval

The Chair and Treasurer will create the proposed KCO budget for the school year. It will be reviewed and recommended for approval by the Board and submitted to the general membership for vote and approval at a fall General Forum meeting of KCO. This approved budget will be KCO's operating budget for the school year.

Section 2. Modifications

The Board may modify any line item within the approved budget by up to 10% and may use any freed-up funds toward other approved line items within the budget provided that the new expenditures conform to the purposes expressed in Article 2 of the Bylaws. Any line item change exceeding 10% shall be brought to the general membership for prior approval before expenditure is made.

Should the Board wish to authorize expenditure on items not included in the approved budget but falling within the purpose of these Bylaws, the Board will present any such proposed expenditure to the general membership for approval before expenditure is made.

Section 3. Financial Controls

The Chair, Vice Chair, Secretary, and Treasurer shall be signatories on the bank account of KCO. Check request forms shall be completed and submitted to the Treasurer prior to issuance of reimbursement or advances.

Two authorized Officers shall sign all checks or vouchers. Checks or vouchers made payable to an Officer must be signed by two other authorized Officers or approved at a regular Board meeting.

Advances shall be made for no more than \$100 unless an itemized list of proposed purchases is submitted. Purchases of any single item, voted on and approved by the Officers, shall be exceptions.

Receipts for all expenditures and advances must be presented within thirty days. Any receipts presented later than thirty days will be considered a donation unless the Board approves a special exception.

The Board may authorize an Officer or Committee Chair to enter into a contract or make a financial commitment on behalf of KCO. Such authority shall be limited to specific defined instances.

The Board may accept on behalf of KCO any contribution, gift, bequest or devise for any purpose consistent with the purposes of KCO expressed in Article 2 of these Bylaws.

No contractual arrangement may be entered into for a term in excess of one year.

ARTICLE 9: COMMITTEES

Section 1. Membership

All members of KCO shall be eligible to serve as members of or to chair Committees.

Section 2. Creation of Committees

The Board may create a Committee, as it deems necessary, to promote the objectives to carry on the work of KCO. The Board shall appoint a Chairperson for each Committee.

Section 3. Committee Plans of Work

The chairperson of each Committee shall present a Plan of Work to the Chair for review and approval by the Board. Plans of Work should define the expected composition of the Committee

membership, and its goals, budget, and calendar. No Committee work shall be undertaken without approval of the Board.

Section 4. Committee Activities

Unless otherwise provided by the Board, a majority of the whole committee shall constitute a quorum, and the act of a majority of committee members shall be the act of the committee.

Section 5. Duties of Committee Chairperson

The duties of each Committee Chairperson shall be to:

- Create a Committee Plan of Work for review and approval by the Board.
- Conduct Committee meetings and transact necessary business to implement the Committee Plan of Work as approved.
- Present reports and recommendations to the Board or to the general membership as needed or as requested by the Board.

Section 6. Chair's Role

The Chair shall be a member, ex officio, of all Committees, except for a Candidate Committee.

ARTICLE 10: AMENDMENT OF BYLAWS

These Bylaws may be amended at any General Forum meeting of KCO by a two-thirds vote of members present, provided that the amendment has been submitted in writing at the previous General Forum meeting and has also been distributed in writing to the general membership at least fourteen days prior to the General Forum meeting at which it will be voted on, or by a majority vote of all KCO members.

ARTICLE 11: DISSOLUTION

KCO may dissolve and finalize its affairs at any General Forum meeting of KCO by a two-thirds vote of members presents, provided that a resolution for dissolution has been submitted in writing at the previous General Forum meeting and has also been distrusted in writing to the general membership at least fourteen days prior to the General Forum meeting at which it will be voted on, or by a majority vote of all KCO members.

Upon dissolution of KCO, and after paying or adequately providing for debts and obligations, the remaining assets shall be distributed to one or more nonprofits funds, foundations, or organizations that have established tax exempt status under Section 501(c)3 of the Internal Revenue Code. The Board shall recommend the specific disposition of remaining assets.

ARTICLE 12: OTHER POLICIES

Section 1. Basic Policies

KCO shall be non-commercial, non-sectarian, and non-partisan.

KCO shall work to achieve its purposes through communication, education, programs, and recommendations, recognizing that the legal responsibility to make decisions affecting Khalsa Montessori School ultimately resides with the Khalsa Montessori School administration and its designates. KCO shall not engage in any activities that violate the policies and/or philosophies of

the school or threaten the health, safety, or welfare of the staff or students of Khalsa Montessori School. KCO shall not attempt to engage itself in the administration of Khalsa Montessori School.

KCO shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)3 of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code. In general, this means that no substantial part of the activities of this corporation shall be the carrying on of propaganda, attempting to influence legislation, or participating in a direct advocacy role in any political campaign on behalf of, or in opposition to, any candidate for public office or legislative issue.

In any taxable year in which KCO is a private foundation as described in Section 509(a) of the Internal Revenue Code, it: (i) shall distribute its income for the said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (iv) shall not make any investments in a such a manner as to subject the organization to tax under 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Section 2. Tax Status

KCO will be incorporated under Section 501(c)3 of the Internal Revenue Code, making it a nonprofit, tax-exempt organization created exclusively for charitable, scientific, literary, or educational purposes.

Section 3. Fiscal Year

The Fiscal Year of KCO shall begin June 1 and end May 31.

Section 4. Non-Commercial

The name of the KCO or the name of any member in their official capacity shall not be used to endorse or promote a commercial concern or, in connection with any partisan interest, or for any purpose not appropriately related to promotion of the purposes of KCO.

Section 5. Non-Obligation

Upon assuming their elected positions on the Board, new Officers shall be under no obligation to fulfill promises or proposals made by the previous Board unless it is approved by a majority vote at a meeting of the newly elected Board, except for binding contractual arrangements entered into by the previous Board, which shall be honored.

Section 6. Liability Insurance

The Board may authorize KCO to purchase and maintain insurance on behalf of KCO or any Officer or member against and liability asserted against or incurred by such person in such capacity or arising out of the person's status as such.

Section 7. Corporate Loans, Guarantees, and Advances

KCO shall not make any loan to or guarantee the obligations of any Officer.

Section 8. No Benefit to any Member or Individual

No part of the income of KCO shall be paid or distributed to any Officer or other KCO member, individual, or to any private person, except that KCO shall be authorized to pay reasonable compensation for services rendered and to make payments for budgeted items. In case of dissolution of KCO, distribution of assets may be made to nonprofit organizations under terms of these Bylaws.

Section 9. Membership Inputs and Suggestions

Any questions, concerns, or complaints regarding KCO activities may be brought to the attention of the membership during open issues segments of the General Forum Meetings or may be brought directly to the attention of any Officer. Such questions, issues, and concerns may require submittal in writing to the Board for review, consideration, and written response from the Board within thirty days of receipt.

Section 10. Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provision of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in the Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding document of this corporation filed with an office of the State of Arizona and used to establish the legal existence of this corporation.

Section 11. Corporate Records and Reports

KCO shall keep correct and complete minutes of all proceedings of its Board, Committees, and general membership meetings. Any member may inspect all books and records of the corporation for any proper purpose at any reasonable time

KCO shall keep correct and complete books and records of financial accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

A copy of KCO's current Articles of Incorporation and Bylaws shall be open to inspection by the Members at all reasonable times during office hours. A copy of the Articles of Incorporation and Bylaws shall be available to any member on request. There should be at least one copy of the Bylaws on hand at all meetings of KCO. Upon the election or appointment of Officers and Committee Chairs, the Secretary shall provide each such person a copy of the Bylaws.

**AMENDMENT TO CORPORATION BYLAWS
FOR KHALSA MONTESSORI SCHOOL COMMUNITY ORGANIZATION
(KCO)**

AMENDMENT DATED SEPTEMBER 8, 2005

Amendment to Article 8: Budget, Section 1 Creation and Approval:

The amended section should read:

The Chair and Treasurer will create the proposed KCO budget for the school year. It will be reviewed and approved by the Board by a majority vote and presented to the general membership at the fall General Forum meeting. This approved and presented budget will be the KCO's operating budget for the school year.

Amendment to Article 8: Budget, Section 2 Modifications:

The amended section should read:

The Board Officers may modify any line item within the approved budget by up to 10% and may use any freed-up funds toward other approved line items within the budget provided that the new expenditures conform to the purpose expressed in Article 2 of the Bylaws. Any line item change exceeding 10% shall be brought back to the Board for consideration and approval before the expenditure is made.

Should the Board wish to authorize expenditures on items not included in the approved budget but falling within the purpose of these Bylaws, the Board will consider and approve all proposed changes by a majority vote of Board Members at a scheduled Board Meeting.

Amendment to Article 6: Board, Section 2 Meetings, Paragraph 3:

The amended paragraph should read:

A majority of the Board Members shall constitute a quorum for the transaction of business. No business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the Chair shall entertain at such a meeting is a motion to adjourn. Officers who are members of the administration, faculty, or staff at Khalsa Montessori School may not constitute a majority at any Board meeting.