

**AMENDED AND RESTATED BYLAWS  
OF  
MADISON TRADITIONAL ACADEMY GUILD, INC.**

**ARTICLE I  
Organization**

Section 1. Name. These Amended and Restated Bylaws (“Bylaws”) for Madison Traditional Academy Guild, Inc. (the “Corporation”) are adopted pursuant to the bylaws of the Corporation.

Section 2. Principal Office. The Corporation may have such offices within the State of Arizona as may be designated from time to time by resolution of the Board of Directors (“Board” or “Board of Directors”), one of which may be designated as the principal office.

Section 3. Known Place of Business and Statutory Agent. The Corporation shall maintain a known place of business in the State of Arizona. The known place of business may, but need not, be the same as its principal office. The identity and address of the statutory agent and/or the Corporation’s known place of business may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act, Arizona Revised Statutes Section 10-3101 *et seq.*, as amended from time to time (the “ANCA”).

Section 4. Fiscal Year. The fiscal year of the Corporation shall end June 30 of each year.

Section 5. References to Articles. Any reference herein made to the Corporation’s articles of incorporation or articles will be deemed to refer to its articles of incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates filed by the Corporation with the Arizona Corporation Commission (or any successor to its functions) pursuant to applicable law.

Section 6. Seniority. The articles of incorporation and the ANCA will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the articles and such law, and these Bylaws will be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

**ARTICLE II  
Members**

Section 1. Members. The Corporation shall have members.

Section 2. Qualification for Membership. To qualify as a member of the Corporation (“Member”), an individual must meet two requirements. First, such individual must be: (i) a teacher (“MTA Teacher”) or administrator employed by Madison School District No. 38 and assigned to Madison Traditional Academy; and/or (ii) a parent or guardian of one or more children attending Madison Traditional Academy. Second, such individual must pay annual

membership dues in the amount and manner as the Board may from time to time prescribe by resolution.

Section 3. Powers. Members shall only have authority to vote for those matters specifically designated in these Bylaws. All other corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, the Board. Member authorities are as follows:

(a) Members shall have authority to elect all directors. Members shall elect directors at the last meeting of the fiscal year, with such directors to take office effective the first day of the next fiscal year. Members shall also have the authority to elect directors to fill a vacancy during the fiscal year if the vacancy is caused by an increase in the number of director positions on the Board during the fiscal year, regardless of whether the increase is within the range of directors set forth in Article III, Section 2. Members shall not have the authority to fill a vacancy in the position of a director during the fiscal year if such vacancy is caused by the resignation or removal of a director.

(b) Members shall have authority to approve the budget for the Corporation, which budget shall generally be presented to the Members in relation to a particular fiscal year at the first Member meeting of that fiscal year, typically in August. Members shall also have authority to vote on any proposed changes to the budget that would cause any line item in the budget to deviate by more than \$5,000, or the entire budget to deviate by more than \$10,000, from the budget initially approved by the Members for that fiscal year.

(c) Members shall have the authority to determine whether and in what amount funds may be borrowed on behalf of the Corporation and whether evidences of such indebtedness shall be issued in the Corporation's name.

(d) Members shall have the authority to determine whether to amend these Bylaws consistent with Article X, below.

Section 4. Meetings. The time and place of meetings of the Members shall be designated and announced by the Board at the beginning of each fiscal year with at least ten days, but not more than sixty days, notice before the meeting date, consistent with ANCA Section 10-3705.

Section 5. Quorum. Unless a greater number is required by the ANCA, a quorum for the transaction of business at any meeting of the Members will consist of ten (10) Members.

Section 6. Manner of Acting. Unless a greater number is required by the ANCA, the articles of incorporation of this Corporation, or these Bylaws, the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members. Members shall not be permitted to vote by proxy.

ARTICLE III  
Board of Directors

Section 1. General Powers. Except for the authority granted to Members pursuant to these Bylaws, the articles, or the ANCA, the affairs of the Corporation shall be managed by its Board.

Section 2. Number and Qualifications of Directors. The number of directors shall be as determined by the Board from time to time, but in no event shall there be less than seven (7) or more than fifteen (15) directors. Only Members of the Corporation are eligible to be directors.

Section 3. Election. Directors shall be elected as provided in Article II or, in the case of vacancy due to resignation or removal of a director, as provided in Article III, Section 7.

Section 4. Term of Office. Each director shall be elected for a one (1) year term. A director may be elected for four (4) consecutive one (1) year terms. Any director who has served for four (4) consecutive one (1) year terms shall be ineligible for immediate re-election. So long as an individual is not a director for at least one (1) year after serving four (4) consecutive one (1) year terms as a director, however, the individual may again be elected to serve as a director. There is no limit on the total number of terms an individual may serve as a director, provided that such individual may not be a director for at least one (1) year after each time the person serves as a director for four (4) consecutive one (1) year terms.

Section 5. Resignation. A director may resign at any time by giving written notice of his or her resignation to either the Board, a President, or the Corporation. Any such resignation shall take effect at the time or upon the event specified therein, or, if such a time or event is not specified therein, it shall take effect immediately upon delivery; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date so long as the successor does not take office until the effective date.

Section 6. Removal. Unless otherwise prohibited by the ANCA, a director may be removed from office with or without cause by the vote of at least two-thirds of all directors in office when the action is taken (not counting the director being removed), either at a regular meeting or at any special meeting called for that purpose. Any Board action to remove a director is not valid unless each director is given at least two (2) days' written notice that the matter will be voted on at a meeting, or unless notice is waived.

Section 7. Vacancies. In the event of a vacancy on the Board caused by the resignation or removal of a director, an interim director may be elected by the remaining directors. Any director elected by the Board pursuant to this Section will be elected or appointed as an interim director. An interim director shall serve only until the expiration of the term of the vacating director. A director elected by the Board to fill a vacancy of a director elected by the Members may be removed with or without cause by the Members, but not by the Board per ANCA Section 10-3808.C.

Section 8. Annual Meeting. The annual meeting of the Board shall be held in July each year, at such time and place as the Board may determine, for the purpose of transacting such business as may come before the meeting.

Section 9. Regular Meetings. The time and place of regular meetings shall be fixed by the Board. If the time and place of a meeting is not fixed by the Board, then the meeting is a special meeting. Regular meetings of the Board may be held without notice of the date, time, place, or purpose of the meeting.

Section 10. Special Meetings. Special meetings of the Board may be held at any time and place and for any purpose(s), unless otherwise prescribed by the ANCA. Special meetings may be called by a President or twenty percent (20%) of the directors then in office.

Section 11. Madison Traditional Academy Liaisons. A representative of the Madison Traditional Academy Dad's Club and a MTA Teacher shall be permitted to attend any Board meeting as a liaison, based on such person's position with the Dad's Club or with Madison Traditional Academy, but such persons may be, at the discretion of the Presiding Officer, excluded from any executive session of the Board, or deliberation or vote on Board matters, unless such person is also a director of the Corporation.

Section 12. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting of the Board shall be provided at least two (2) business days prior to the meeting. Written notice may be given by personal delivery, mail, electronic mail, or facsimile. The purpose of and the business to be transacted at any special meeting of the Board need not be specified in the notice or waiver of notice of such meeting, unless otherwise required by the ANCA.

(b) Waiver of Notice. Whenever notice is required to be given under the ANCA, the articles, or these Bylaws, a waiver thereof in writing, signed at any time by the person(s) entitled to such notice, shall be deemed equivalent to the giving of such notice. Such waiver may also be provided by electronic transmission with electronic signature. The waiver must be filed with the Corporation's minutes or corporate records. Notwithstanding the foregoing, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival at the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 13. Quorum. A quorum for the transaction of business at any meeting of the Board will consist of a majority of directors then in office.

Section 14. Manner of Acting. 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, unless the act of a greater number is required by the ANCA, the articles, or these Bylaws. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors.

Section 15. Action by Written Consent of Directors. Any action required by the ANCA, the articles, or these Bylaws to be taken at a meeting, or any other action which may be taken at a meeting, may also be taken without a meeting if one or more written consents setting forth the action to be taken is signed by each director entitled to vote with respect to the subject matter thereof and included in the minutes filed with the Corporation's records reflecting the action taken. Such consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting.

Section 16. Presumption of Assent. A director who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless: (i) such director's dissent or abstention from the action is entered in the minutes of the meeting; (ii) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation before 5:00 p.m. on the next business day after the meeting; or (iii) the director objects, at the beginning of the meeting or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting. Such right to dissent or abstain does not apply to a director who voted in favor of such action.

Section 17. Compensation. Directors shall not receive compensation, but may receive reimbursement for reasonable expenses incurred in connection with corporate matters if the director provides reasonable evidence of the payment of such expenses, and the reimbursement of such expenses is approved in accordance with the Corporation's policies and procedures, as applicable.

Section 18. Board Committees.

(a) The Corporation may have Board committees, as determined by a majority of all directors in office when the action is taken.

(b) All members of a Board committee must be approved by a majority of all directors in office when the action is taken. In order to be a voting member of a Board committee, the committee member must also be a director, as required by ANCA Section 10-3825. Each Board committee shall have such powers, duties, and responsibilities as the Board may properly delegate from time to time, including as may be set forth in a Board-approved charter for such committee.

(c) Meetings of Board committees shall be held from time to time at the call of the chairperson of the committee. Each Board committee chairperson shall be elected by a majority of all directors in office when the action is taken. A quorum for any meeting of a committee shall be the presence in person, or by telephonic or similar communications equipment as permitted under Arizona law, of a majority of the members of such committee. The affirmative vote of two-thirds of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee. Consistent with ANCA Section 10-3825.E, no committee may: (i) authorize distributions; (ii) fill vacancies on the Board or any of its committees; (iii) adopt, amend or repeal the Corporation's Bylaws; (iv) adopt, amend or repeal the articles of incorporation of the Corporation; and/or (v) fix the compensation of any director on the Board or any committee of the Board.

Section 19. Conflict of Interest. The Corporation's Conflict of Interest Policy must be consulted and satisfied prior to entering into any transaction or arrangement covered by such policy, and the related Annual Conflict of Interest Disclosure Form must be timely completed each year by each director, each officer, and any other person required to complete such form.

Section 20. Presiding Officer. The presiding officer at the Board meetings shall be the President or, if more than one, either Co-President. In the absence of the President (or both Co-Presidents if two Presidents), the directors present shall designate one of their number to preside.

#### ARTICLE IV Officers

Section 1. Selection. The Board shall elect the following officers of the Corporation from among those then serving on the Board:

(a) One or two Presidents, either or both of whom shall: (i) set the agenda and preside over the meetings of the Board; (ii) be authorized to execute and deliver any contract or other instrument in the name of the Corporation and on its behalf; and (iii) perform such other duties as assigned by the Board;

(b) One or two Vice-Presidents, either or both of whom shall be responsible for: (i) overseeing events and fundraising; and (ii) performing such other duties as assigned by the Board;

(c) One or two Secretaries, either or both of whom shall: (i) prepare minutes of all meetings of the Board or members; (ii) authenticate records of the Corporation; (iii) prepare and distribute to members official Board communications, specifically the weekly Hoots & Hollers email; (iv) in the absence of an appointed Nominating Committee, shall assemble a slate of all Members who have notified either Secretary in writing of such Member's desire to run for a Board position; and (v) generally perform all duties incident to the office of Secretary, including such authorities as may be set forth elsewhere in these Bylaws, or otherwise assigned by the Board;

(d) One or two Treasurers, either or both of whom shall be responsible for: (i) keeping, or causing to be kept, and reporting, the Corporation's financial records and books of account; (ii) filing or causing to be filed, on a timely basis, all required financial and information reporting forms, including but not limited to the Form 990, Return of Organization Exempt From Income Tax; and (iii) performing such other duties as assigned by the Board;

(e) Parent Representative K-2, who shall act as a liaison between the Board and kindergarten, first grade, and second grade MTA teachers, and perform such other duties as assigned by the Board;

(f) Parent Representative 3-5, who shall act as a liaison between the Board and third grade, fourth grade, and fifth grade MTA teachers, and perform such other duties as assigned by the Board;

(g) Parent Representative 6-8, who shall act as a liaison between the Board and sixth grade, seventh grade, and eighth grade MTA teachers, and perform such other duties as assigned by the Board;

(h) Such additional officers as the Board may elect.

All officers shall be elected by the Board at the first Board meeting of the fiscal year and shall take office at the time determined by the Board.

Section 2. Term. In order to be an officer, the officer must be and remain a director. Each officer shall hold office for a term of one (1) year or until his or her successor shall have been elected and qualified, whichever time is shorter. Subject to any other limitations set forth in the ANCA, the articles, or these Bylaws, and provided that such officer is reelected as a director of the Corporation, the officer may serve up to two (2) successive one (1) year terms in any single office.

Section 3. Vacancies. Vacancies in any office shall be filled by the Board from among those serving on the Board. Any officer may be removed by the Board with or without cause. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date or event. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 4. Compensation. No officer shall receive compensation for his or her services; however, any officer may be reimbursed for his or her actual expenses incurred in the performance of his or her duties if the officer provides reasonable evidence of the payment of such expenses, and the reimbursement of such expenses is approved in accordance with the Corporation's policies and procedures, as applicable.

Section 5. Officers Holding More Than One Office. Any two (2) offices may be held by one person.

## ARTICLE V Indemnification

No director or officer of the Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a director or officer, except as limited by ANCA Section 10-3202(B)(1). The Corporation shall indemnify any and all of its existing and former directors and officers to the fullest extent permitted by ANCA Sections 10-3202(B)(2) and 10-3850 *et seq.* If Arizona law is amended to authorize corporate action broadening the Corporation's ability to indemnify its directors and officers, the Corporation shall indemnify its existing and former directors and officers to the fullest extent permitted by Arizona law, as amended, provided that such indemnification is consistent with the Corporation's status as a public charity pursuant to the Internal Revenue Code of 1986, as amended ("Code"). Any repeal or modification of this Article V shall not adversely affect any right or protection of any existing or former director or officer of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification. If authorized by

the Board, the Corporation may, but shall not be required to, purchase liability insurance for the benefit of its directors, officers, employees and/or agents, to the extent consistent with the Corporation's status as a Code Section 501(c)(3) public charity.

ARTICLE VI  
Non-Discrimination

The Corporation shall adopt and maintain a policy of non-discrimination approved by the Board.

ARTICLE VII  
Seal

The Corporation may have a corporate seal which shall have inscribed thereon the name of the Corporation and the word "Arizona" and the year of incorporation.

ARTICLE VIII  
Loans and Deposits

Section 1. Loans. No amount shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in the Corporation's name unless authorized by the Members. Such authority may be general or confined to specific instances.

Section 2. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms, or other depositories, as either Treasurer may select.

ARTICLE IX  
Advisory Council(s)

The Board may appoint one or more advisory council(s). The rights, terms, obligations, and duties of any advisory council and its members shall be as prescribed by the Board and consistent with the ANCA, the articles, and these Bylaws.

ARTICLE X  
Amendments

These Bylaws may be amended by the affirmative vote of two-thirds of the Members present at any regular or special meeting where a quorum is present, provided that written notice of the proposed action, together with a copy of the proposed amendments, is provided to the Members at least ten (10) days, but no more than sixty (60) days, in advance of the meeting.

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**CERTIFICATION OF ADOPTION**

I certify that I, Christina Cassells, Secretary, am a Secretary of Madison Traditional Academy Guild, Inc., an Arizona nonprofit corporation (the “Corporation”), and have been designated by the Board of Directors of the Corporation to act in that capacity. I also certify that the foregoing Amended and Restated Bylaws have been adopted as the Bylaws of the Corporation by its Members, and that these Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.

DATED the \_\_\_\_\_ day of May, 2019

\_\_\_\_\_  
Christina Cassells, Secretary