

**SAHUARO HIGH COUGAR FOUNDATION, INC.
BYLAWS**

WHEREAS, THE SAHUARO HIGH SCHOOL COUGAR FOUNDATION, INC., henceforth referred to as **"COUGAR FOUNDATION"** or **"FOUNDATION"**, is a non-profit corporation organized under the laws of the State of Arizona for the purposes set forth in its Articles, the following Bylaws are adopted by the Directors thereof:

ARTICLE I – PURPOSES

The purposes of the Foundation shall be:

1. To perpetuate the history, traditions, and spirit of Sahuaro High School.
2. To support the activities, students, and staff of Sahuaro High School.
3. To provide services to the alumni.
4. To develop a system of awards and honors to recognize the achievements of alumni, students, and staff.

ARTICLE II – OFFICES

The principle office of the corporation in the State of Arizona shall be located in the City of Tucson. The corporation may have such other offices, in the state of Arizona, as the Board of Directors may designate or as the activities of the corporation may from time to time require.

ARTICLE III – MEMBERSHIP

SECTION 1 – MEMBERSHIP

Eligibility for membership shall require the following qualifications:

1. Present or former member of the student body of Sahuaro High School, or
2. Present or former member of the staff of Sahuaro High School, or
3. Individuals or organizations with a special interest in Sahuaro High School.

Each membership shall be for life so long as membership dues are paid as required.

SECTION 2 – ELECTION TO MEMBERSHIP

An individual, family, or organization shall become a member upon registration and payment of dues. No one will be denied membership without due cause.

SECTION 3 – DUES

Each member must pay annual dues as established by the Board.

SECTION 4 – TERMINATION OF MEMBERSHIP

The following paragraphs shall govern termination of memberships:

1. Any member may resign at any time.
2. The Board of Directors may make such rules as it sees fit regarding expulsion of members.
3. If a member is suspended or expelled, reinstatement shall be at the option of the Board of Directors.
4. Membership will be automatically terminated if the member fails to pay the required annual dues within six months after they become due.
5. The Board of Directors may at any regular meeting or at any special meeting called for that purpose, at which a quorum shall be present, upon just cause in their opinion and upon two-thirds affirmative vote of those present, suspend any member, provided a notice of the charge made has been sent by registered mail to the member charged, who shall be privileged to attend the meeting and have a hearing on the merits of the dispute or charge.
6. Any suspended member shall be entitled on his demand to a further hearing at any regular meeting of the board of directors or at any special meeting called for that purpose after due notice has been mailed to the board. The board shall be the final judge on the merits of the charges made against the suspended member. If, after the hearing before the board, the charges against the suspended member are upheld by a two-thirds affirmative vote of those members present, provided a quorum is present, the suspended member shall thereupon be expelled.

ARTICLE IV – MEETINGS OF MEMBERS

SECTION 1 – ANNUAL MEETING

The annual meeting of the members shall be held sometime within the eight week period from October 1 through November 30 of each year, for the purpose of electing directors and officers and for the transaction of such other business as may come before the organization. The Board of Directors shall determine the date for the annual meeting by a majority vote of those present at a legally constituted meeting. The day selected for the annual meeting shall not be scheduled on a legal holiday

SECTION 2 – SPECIAL MEETINGS

Special meetings of the members, for any purpose or purposes, may be called by the president or by a majority of the directors or by a number of members constituting not less than ten percent of the members entitled to vote at the meeting.

SECTION 3 – PLACE OF MEETINGS

All meetings of the members shall be held in the County of Pima, State of Arizona, except where such meeting, for special purposes, shall be held outside of the County, as directed by the Board and stated in the notice of the meeting.

SECTION 4 – NOTICE OF MEETINGS

Written or printed notice stating the place, day, and hour of the meeting shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by written or electronic mail, to each member entitled to vote at such meeting. A notice of special meeting shall be given in like manner but it shall also state the purpose of the meeting.

SECTION 5 – QUORUM AND ADJOURNMENT

At the annual meeting or any special meeting of members, twelve (12) members entitled to vote, present in person, shall constitute a quorum. If less than the said number of members is present at a meeting, a majority of the members so present may adjourn the meeting without further notice. At any such adjourned meeting at which a quorum of Board members shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 6 – VOTING

Each member is entitled to vote and shall be entitled to one vote in person or by proxy. All questions shall be decided by majority vote except as otherwise provided by the Articles of Incorporation, these Bylaws or the laws of the State of Arizona. Cumulative voting shall be recognized and permitted.

SECTION 7 – PROXIES

Proxies shall be permitted only if presented in writing and signed by the member granting it.

SECTION 8 – CONDUCT OF MEETING

Meetings of the members shall be presided over by the president or if in his or her absence, by the vice president, or if in his or her absence, by a chairman chosen at the meeting. The secretary of the corporation, or in his or her absence chosen at the meeting, shall serve as secretary of the meeting.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1 – GENERAL

The business and affairs of the corporation shall be managed by its Board of Directors. The Board shall perform the duties customarily associated with the organization, operation and management of nonprofit corporations exempt from taxation under the provisions of §501(c) 3 of the Internal Revenue Code of 1954, as amended, and A.R.S. §43-1201(5), and as those laws may from time to time be amended or modified.

SECTION 2 – NUMBER AND QUALIFICATIONS

The number of directors shall be not less than three (3) and not more than twenty one (21). All members in good standing are eligible for election to the Board of Directors.

SECTION 3 – TERM OF OFFICE

The term for directors shall be for a minimum of three years.

SECTION 4 – REGULAR MEETINGS

The annual meeting of the directors shall be held without notice, immediately after and at the same place as the annual meeting of members, or within thirty (30) days following the annual meeting. At the annual meeting of directors, the officers of the corporation shall be elected to hold office for the ensuing year and until their successors are elected and qualified.

SECTION 5 – SPECIAL MEETINGS

Special meetings of the directors may be called by or at the request of the president or three (3) directors. The person or persons authorized to call special meetings of the directors may fix the place for holding such a meeting of the directors called by them. Special meetings of the Board of Directors may be held within or outside of the State of Arizona and may be held by means of an electronic or other communication equipment by means of which all persons participating in the meeting can effectively communicate with each other, and participation in a meeting pursuant to this paragraph shall constitute presence in person at such a meeting.

SECTION 6 – NOTICE OF MEETINGS

Notice of any special meeting shall be given at least three days before the meeting by written or electronic notice to each director. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7 – CONDUCT OF MEETINGS

At all meetings of the Board of Directors, the president, or in his or her absence the vice president, or if neither of them is present, a chairman chosen by the directors present, shall preside. The secretary, or in his or her absence, a person appointed by the presiding officer, shall serve as secretary.

SECTION 8 – QUORUM

At any meeting of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business, and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

SECTION 9 – PRESUMPTION OF ASSENT

A director of the corporation who is present at a meeting of the directors at which action is taken shall be presumed to have assented to the action taken, unless he shall file his or her dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 10 – REMOVAL OF DIRECTORS

Any of the directors may be removed for cause by the vote of the other members of the Board after such director has been advised of the charge against him or her and he or she is afforded an opportunity to be fairly heard. Three successive unexcused absences by a director from regular and special meetings may result in automatic removal of such director without vote of the other directors, thereby creating a vacancy which shall be filled as set forth in these Bylaws.

SECTION 11 – RESIGNATION

A director may resign at any time by giving written notice to the Board, the president, or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 12 – VACANCIES

Vacancies on the Board of Directors for any reason may be filled by a vote of the Board or by a vote of the membership. A director elected to a vacancy caused by resignation, death, or removal shall be elected to hold office for the remainder of the unexpired term of his predecessor.

SECTION 13 – COMPENSATION

No compensation shall be paid to directors, as such, for their services, but by resolution of the Board expenses for actual attendance at each regular and special meeting of the Board may be authorized. Reimbursement for expenses shall be made only with the approval of the Board of Directors.

The board secretary and/or treasurer may be a paid position to be determined by and at the discretion of the board, and that the position of secretary and treasurer may be combined into a single position on occasions when the board deems such consolidation to be of benefit to the foundation.

SECTION 14 – EXECUTIVE AND OTHER COMMITTEES AND/OR COUNCILS

The Board, by resolution, may designate from among its members an executive committee, and from its membership and the general membership, designate other committees and/or councils. Each such committee chairman shall be appointed by the Board and shall be vested with such powers as the Board deems advisable. Each committee shall select a chairman who organizes committee meetings and reports or nominates an alternate member to report directly to the board of directors. Standing committees shall include but not limited to: bylaws, hall of fame, breakfast, and golf committees.

SECTION 15 – ACTION BY RESOLUTION

Any action required or permitted to be taken by the Board of Directors or of any committee or council thereof may be taken without a meeting, if all members of the Board, committee or council, as the case may be, consent thereto in writing and the writing or writings are filed with the proceedings of the Board, committee, or council.

SECTION 16 – INTERLOCKING DIRECTORATES

Inasmuch as the directors of this corporation, from time to time, are likely to be people of diversified interests and connected with other corporations with which, from time to time, this corporation may have dealings, no contracts or other transactions between this corporation and any other corporation shall be affected by the fact that directors of this corporation are interested in or are directors or officers of such other corporations; and any director individually may be a party to or may be interested in any contract or transaction of this corporation.

ARTICLE VI – OFFICERS

SECTION 1 – NUMBER

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, or secretary-treasurer, and editor of the *Cougar Tracks*, each of whom shall be elected by a majority vote at a meeting of the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors.

SECTION 2 – ELECTION AND TERM OF OFFICE

The officers shall be elected at the first meeting of the Board of Directors held after the annual meeting of the membership. Said meeting to be scheduled either on the day of the annual meeting or within thirty (30) days following the annual meeting. Each officer shall hold office until his successor is duly elected and qualified or until his death, resignation, or removal as hereinafter provided.

SECTION 3 – RESIGNATION

An officer may resign at any time by giving written notice to the Board of Directors or to another officer of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notice by the Board or officer and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 4 – REMOVAL

Any officer or agent elected or appointed by the directors may be removed by the directors whenever, in their judgment, the best interests of the corporation would be served thereby.

SECTION 5 – VACANCIES

A vacancy in any office caused by death, resignation, removal, or disqualification may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6 – DUTIES

The duties of the officers shall be those considered acceptable by the Arizona Corporation Commission as well as traditional organizational practice.

SECTION 7 – BONDING

Bonding shall be secured for all money handlers within the corporation.

ARTICLE VII – WAIVER OF NOTICE

Any member, director or officer may waive any notice required to be given by the Articles of Incorporation or these Bylaws.

ARTICLE VIII – AMENDMENTS

These Bylaws may be amended or repealed by the membership at any regular or special meeting provided proper notice is given; provided however, that any By-Law limiting the powers of the directors in respect to expending funds or incurring indebtedness on behalf of the corporation may be altered, amended, or repealed only by a vote of the majority of the members entitled to vote, at any annual or special meeting called for that purpose. These Bylaws may also be amended by a vote of the directors at any regular or special meeting after proper notice; provided however, that any such amendment or repeal by the Board of Directors shall become effective only after ten (10) days written notice of such action has been given to the membership.

ARTICLE IX – SEAL

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of the corporation, year of incorporation and the words "Corporate Seal".

ARTICLE X – INDEMNIFICATION

This corporation may indemnify any person in accordance with the provisions of §10-005(B), Arizona Revised Statutes.

ARTICLE XI – EXECUTION OF DOCUMENTS

SECTION 1 – EXECUTION OF NEGOTIABLE INSTRUMENTS

All checks, drafts, notes, bonds, bills of exchange and orders for the payment of money of the corporation, unless otherwise directed by the Board of Directors, or unless otherwise required by law, shall be signed by the president or treasurer or secretary-treasurer. In the event a check is in excess of \$500, then it must be approved by the board of directors.

SECTION 2 – EXECUTION OF DEEDS, CONTRACTS, ETC.

Subject always to the specific directions of the Board of Directors, all deeds and mortgages made by the corporation and all other written contracts and agreements to which the corporation shall be a party shall be executed in its name by the president or vice president and by the secretary or treasurer or secretary-treasurer when necessary or required, shall affix the corporate seal thereto.