



SEQUOYA ASSOCIATION OF PARENTS & TEACHERS

AMENDED AND RESTATED BYLAWS

AMENDED & RESTATED:

AUGUST 18, 2020

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ARTICLE I: NAME; ORGANIZATIONAL MATTERS

Section 1.1 Name and Known Place of Business. The name of the corporation is Sequoia Association of Parents & Teachers (the “APT” or the “Association”). The known place of business of the Association is at Sequoia Elementary School located at 11684 N. 64th Street, Scottsdale, Arizona 85254 (“Sequoia Elementary” or the “School”).

Section 1.2 Statutory Agent. The Association may change its statutory agent, or its known place of business, at any time as the Board of Directors of the Association (the “Executive Board”) shall direct.

Section 1.3 History. The Association was originally incorporated in 1988, and the initial Executive Board consisted of Ann Morrison, Marilyn Koch, Cindy McNiff, Margaret Soberg, Laura Atwood, Gail Schlueter, and Rebecca Baker, who also was the incorporator. Their successors want their names to continue to appear in the APT’s governing documents.

ARTICLE II: EXEMPT ORGANIZATION RESTRICTIONS

Section 2.1 Exempt Organization Restrictions. The Association is recognized as a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable and educational purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2.2 Limits on Activities. The Association shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Section 2.3 Assets on Dissolution. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE III: PURPOSE

Section 3.1 Purpose. The purpose of the Association is to create a closer relationship between the home and the school so that parents and educators may cooperate intelligently in the training,

enrichment, and welfare of the children at the School, support a high educational standard for the School, and further a spirit of cooperation among teachers, parents, the school district, and residents of the community.

ARTICLE IV: BASIC POLICIES

Section 4.1 Purposes. The APT shall be non-commercial, non-sectarian, and non-partisan.

Section 4.2 Nondiscrimination. The Association shall not engage in and declares a no-tolerance policy against engaging in unlawful discrimination, including harassment, on the basis of race, color, religion, sex, sexual orientation, national origin, ancestry, disability, or age. Harassment shall be defined as unwelcome behavior which humiliates, insults, excludes, or degrades another person or group.

Section 4.3 Use of Name. The name of the Association or the names of any members in their official APT capacities shall not be used in any connection with a commercial concern or with any partisan interest, or for any purpose not appropriately related to promotion of the objectives of the Association.

Section 4.4 No Political Candidate Activity. In addition to any restrictions in the Code, the APT shall not participate in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 4.5 Educational Focus. The APT shall work with the School to provide quality education for all children and youth at the School.

Section 4.6 Work with Other Organizations. The APT may help other organizations and agencies concerned with child welfare, but persons representing the APT shall make no commitments that bind the APT.

Section 4.7 No Personal or Financial Benefit. APT members shall not personally or financially profit from the net earnings of the APT.

ARTICLE V: MEMBERSHIP

Section 5.1 Membership. Membership in the APT shall be open to all parents and legal guardians of students attending Sequoya, and to teachers, staff, and administrative officials of Sequoya who subscribe to the objectives of the Association. Membership is on an annual basis, consistent with the School year. The Executive Board may set other uniform and nondiscriminatory requirements for membership, such as annual dues, participation requirements (volunteering at events), or other reasonable requirements. However, any requirements for dues or other payments must have a process for waivers for financial hardship. The Executive Board may adopt or revise policies governing membership so that different types of family arrangements (i.e., separated parents; children being raised by grandparents; families with more than one student at the school) have

appropriate and equitable rights (voting) and obligations (annual dues), which may involve fractional voting or dues payments.

Section 5.2 No Stock or Certificates; No Transfer of Membership. The Association shall not have capital stock or membership certificates. Membership is not assignable or transferable, by operation of law or otherwise.

Section 5.3 Membership Required. Only members of the APT shall be eligible to participate and vote in Association meetings or to serve in any elective or appointive positions.

Section 5.4 School Principal. The Principal of the School shall be an ex-officio and non-voting member of the Association.

Section 5.5 Voting Rights; Termination of Membership. Each member shall have one vote in all matters requiring or submitted for a member vote. If a member ceases to be a parent or legal guardian of a student attending Sequoya Elementary, ceases to be a teacher, staff, or administrator of the School, or no longer meets any other criteria for membership for any reason, then that person's membership will terminate automatically. Members may also resign by submitting a resignation to the Secretary, but any resignation, whether voluntary or due to failure to participate, shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid prior to filing of the resignation.

ARTICLE VI: VOTING AND MEETINGS FOR MEMBERS AND EXECUTIVE BOARD

Section 6.1 Regular Meetings. The Officers, as defined in Article VII, will establish a schedule of regular meetings (called "General Meetings" for member meetings) and for the Executive Board to be held at such time and place as the Executive Board may designate.

Section 6.2 Vote Required. A majority vote (50% + 1) of the members present at a meeting at which a quorum is present shall be necessary to transact business at either an Executive Board meeting or a meeting of the members.

Section 6.3 Quorum. At any meeting of the Executive Board or the members, at least three (3) members who are Executive Board members shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation of the Association. Members and Executive Board members may not vote by proxy.

Section 6.4 Email and Mail Ballot Voting. Executive Board votes may be conducted via email or other electronic means. A majority of all Executive Board members then serving must respond to constitute a quorum, with a majority vote of the quorum necessary to transact business. If directed by the Executive Board, member voting may be by mail or by electronic means. For mail balloting, the Association shall deliver a written ballot to every member, which may be paper or electronic. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only if the number of votes

cast by ballot equals or exceeds the quorum that would be required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter; and (c) specify the time by which a ballot must be delivered to the to be counted. Electronic voting shall follow the requirements in the previous sentence and otherwise use formats and means of delivery approved by the Executive Board. Members may not vote by proxy; proxies are prohibited.

Section 6.5 Place. All meetings shall be held at the School or at such other place and time that shall be designated by the Executive Board and stated in the notice of meeting.

Section 6.6 Executive Board Meetings. Meetings of the Executive Board shall be conducted as needed between regularly scheduled General Meetings.

Section 6.7 General Meetings. General Meetings shall be held no less than four (4) times during the school year, including the Annual Meeting in May.

Section 6.8 Annual Meeting. An Annual Meeting of the members shall be held at the School, in May of each year, for the purpose of electing Executive Board members and Officers and transacting other business authorized to be transacted by the members. If election of directors is held by mail or electronic ballot, then the Association is not required to hold an in-person “live” annual meeting.

Section 6.9 Notices. The President or Secretary shall prepare a notice of each annual or special meeting, stating the time and place decided which shall be given by posting in the Calendar of Events on the APT website and by a generally-accepted communication method at least seven (7) days, but not more than sixty (60) days, prior to such meeting. No notice shall be required to be delivered personally. Notice of any special meetings shall state the purpose of the meeting. However, in emergency situations or if additional notice is not practicable under the circumstances, the Executive Board may call for a member vote by an appropriate method selected by the Executive Board with at least 72 hours’ notice.

Section 6.10 Special Meetings. Special meetings of the members, for any purposes, may be called by the President or Vice-Presidents. The President or Vice-Presidents shall call a special meeting of the members when so requested by at least ten (10) members, or when so instructed by a majority of the Executive Board.

Section 6.11 Permitted Attendance by Other Means of Communication. Any person may participate in a meeting by any means of communication by which all persons participating may communicate with each other simultaneously. Any person participating in a meeting by such method shall be considered present in person at the meeting.

Section 6.12 Minutes. The minutes of all meetings shall be posted on the Association website or distributed to members by a generally-accepted communication method within a reasonable time after the meeting. If posted on the website, draft minutes shall be replaced by the approved minutes (with any corrections) after the approval.

Section 6.13 Irregularities. All information and/or irregularities in calls, notices of meetings, and in the manner of voting and method of ascertaining those present, shall be deemed waived if no objection is made at the meetings or if waived in writing.

ARTICLE VII: OFFICERS

Section 7.1 Officers Must Be Members. Each Officer shall be a member in good standing.

Section 7.2 Officers and Election. Officers (also called the “Executive Board Officers”) are elected by the members in good standing each year at the May Annual Meeting. Officers elected by the members are also the members of the Executive Board. Officers serve annual terms, and may serve multiple terms, without limit. Terms begin after the school year ends.

- A. **Designated Officers.** The Officers shall consist of a President, Treasurer, and Secretary, unless waived by the Executive Board. The Executive Board also may propose additional offices, including an Executive Board Advisor (“EB Advisor”), a President-Elect, and one or more Vice Presidents, each of whom is responsible for a different substantive area (Activities, Communications, Active Fundraising, Passive Fundraising, Arts, Community Relations, Volunteers, and Services), for election by the members. The Executive Board may combine offices, and the same individual may serve in multiple offices, except that the President, President-Elect, and Secretary cannot be the same person. The Executive Board also may determine that some non-mandatory offices are not required and should be left vacant, and may separate the financial responsibilities of the Treasurer by designation of a Deposit Chair. If elected, the President-Elect must be a current member of the Executive Board when elected (unless the Executive Board waives this requirement), and shall become President automatically at the conclusion of the prior President’s term of office.
- B. **Additional Officers.** The Executive Board also may establish and appoint other officers as necessary, but such additional officers are not Executive Board Officers and are not members of the Executive Board unless the members approve of membership on the Executive Board. If there are two Vice Presidents in any designated Executive Board Officer position, only one shall have a vote on the Executive Board, with the two Vice Presidents determining which of them has the vote.
- C. **Nomination and Election.** Members may be nominated for any Executive Board Office by giving notice to the President or Secretary prior to May 1. Any member may nominate officers, and a member may nominate himself or herself. The Executive Board also may propose a slate of Executive Board Officers. All members nominated for office shall be

presented to the members at the May Annual Meeting, or by a mail ballot or email election held in addition to or in lieu of the Annual Meeting.

Section 7.3 Vacancies. The Executive Board may fill any Officer vacancy for the remainder of the term by majority vote of the Executive Board. However, if the office of President becomes vacant, the President-Elect assumes the office for the remainder of the term, unless the office of President-Elect is vacant, in which case the Executive Board may fill the vacancy.

Section 7.4 Removal and Resignation. Any one or more of the Officers may be removed with or without cause by the members, or by a majority vote of the Executive Board members then in office. An Officer may resign by submitting a resignation to the President or Secretary, but acceptance of a resignation is not required for it to be effective.

ARTICLE VIII: DUTIES OF OFFICERS

Section 8.1 President. The President shall preside at all meetings, whether of the members or of the Executive Board. When the President is not present, the Executive Board shall decide by majority vote who presides. The President shall be an ex-officio member of all committees, although he or she may decline to be an ex-officio member of any committee(s).

Section 8.2 Vice Presidents. The Vice Presidents have responsibility for the activities specified by their titles.

Section 8.3 Secretary. The Secretary shall keep records of all meetings of both the members and the Executive Board. For member meetings, the minutes of the previous meeting shall be distributed for review to the Executive Board members following the meeting and then presented for approval to the members at the next member meeting. For Executive Board meetings, minutes are distributed to Executive Board members following the meeting, with any changes or corrections submitted directly to the Secretary. Executive Board minutes reviewed in this way are deemed to be approved at the next Executive Board meeting unless an Executive Board member objects to automatic ratification.

Section 8.4 Treasurer and Deposit Chair. The Treasurer shall have custody of all the funds of the APT, shall keep a full and accurate account of receipts and expenditures, and in accordance with the budget of the APT, shall make disbursements as authorized by the Executive Board and the members. The Treasurer shall present a financial statement at every General Meeting of the APT and at other times when requested. The Treasurer shall be responsible for the maintenance of financial accounts and records. However, if the Executive Board decides to separate financial functions to two separate individuals, the Deposit Chair shall be responsible for all revenue and receipts, and deposit funds into the APT accounts separately from the Treasurer.

Section 8.5 Additional Duties; Turnover of Records. All officers shall perform the duties outlined in these Bylaws and those assigned to them by the President or the Executive Board. Upon the expiration of the term of office or in cases of resignation or removal, each Officer ending his or her service shall turn over to the successor, within two weeks, all records, books, and other

materials pertaining to the office, and shall return to the Treasurer or the Deposit Chair, immediately, all APT funds and property. Each Officer shall have a current copy of the Bylaws.

ARTICLE IX: EXECUTIVE BOARD

Section 9.1 The Executive Board shall consist of the Executive Board Officers elected by the members.

Section 9.2 The duties of the Executive Board shall be:

- A.** Subject to the limitations of these Bylaws and the Articles, and of Arizona and federal law, the Executive Board shall make and determine policy for the APT, manage its affairs, and exercise (or direct the exercise of) all corporate powers of the APT. However, no director, officer, or agent of the APT shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles and these Bylaws, or for reasonably incidental purposes.
- B.** To set a budget and approve routine bills.
- C.** To determine the highest and best use of the discretionary funds of the APT in order to benefit the students, teachers, and staff at Sequoia Elementary.
- D.** To present a report at each General Meeting of the members.
- E.** To create committees and to approve the work plans of committees.
- F.** To review the Bylaws of the APT every two years.

Section 9.3 Action by Written Consent. Any action required or permitted at a meeting of the Executive Board may be taken without a meeting, without prior notice, and without a vote, if all the directors entitled to vote sign one or more written consents setting forth the actions so taken. Written consents may be provided in hard copy, by fax, or by email. Such written consents shall be included in the minutes of the Executive Board. Action taken in this manner is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed in this manner has the effect of a vote at a proper meeting of the Executive Board. A director who recuses pursuant to the Association's conflict of interest policies is not a director entitled to vote on the matter. Directors may not vote by proxy.

ARTICLE X: COMMITTEES

Section 10.1 Committees. The Executive Board may create such committees as may be necessary or appropriate to promote the objectives and carry on the work of the APT. The Executive Board shall appoint members to each committee, who must be members of the APT, designate a chairperson or chairpersons for each committee, and fill vacancies. The Executive Board may remove any member of a committee, or may dissolve a committee, at any time, with or without cause.

Any committee action also is subject to amendment, modification, or repeal at the next meeting of the Executive Board. Committee members are appointed on an annual basis, from one Annual Meeting to the next, unless the Executive Board removes the committee member or terminates the committee.

Section 10.2 Work Plans. The Chairperson of each committee shall present a plan of work to the Executive Board, or to the Vice President designated by the Executive Board, for approval. No committee work shall be undertaken without the consent of the Executive Board.

Section 10.3 Procedures. The procedures established in these Bylaws for meetings regarding notice, quorum, voting, presence, and other such matters shall apply to meetings of committees.

ARTICLE XI: FISCAL MANAGEMENT

Section 11.1 Accounts. The funds of the APT shall be deposited into banks and depositories as determined by the Executive Board. In no event shall the payee and the signor or authorizer of an electronic transaction or credit card payment be the same person. The Treasurer or Deposit Chair, as appropriate, may maintain up to \$400 in petty cash outside of an Association bank account during the school year for event use. At the end of the school year, petty cash monies may be left in the APT safe on the School campus for the following year, but shall be incorporated into the accounting for the ending fiscal year.

Section 11.2 Procedures. Credit cards and electronic bill pay may be used when appropriate to make payments and deposits. Paper checks shall be signed by the Treasurer, but if the check amount exceeds \$500, the President or another authorized signer also must sign the check. The \$500 limit for dual signature does not apply when electronic bill pay is used or if checks are issued to recurring yearly payments for standing and established vendors previously approved by the Executive Board.

Section 11.3 Budget. The Treasurer, with the assistance of the President and the appropriate Committee Chairpersons, shall prepare an estimated annual budget for each fiscal year of the APT, for approval by the Executive Board by July 31 of each year. The annual budget shall take into account the estimated cash requirements for the year and net available cash income for the year from the operation of the fundraising activities and any membership dues, with a reserve for contingencies.

Section 11.4 Records. Any person receiving or spending Association funds shall keep accurate records in chronological order of all receipts and expenditures, specifying and itemizing the revenues received and expenses incurred. Payment vouchers may be approved in such manner as the Executive Board may determine. All records and vouchers authorizing payments shall be available for examination by the members at convenient hours and a place designated by the Executive Board.

Section 11.5 Fiscal Year. While Executive Board member, Officer, and Committee member terms operate on the school year, the fiscal year of the APT shall be July 1 to June 30.

Section 11.6 Books of Account. Books of accounts of the APT shall be kept under the direction of the Treasurer on a consistent basis in accordance with appropriate accounting practices. The Executive Board may order an audit of the books at any time. The Executive Board must conduct an annual audit prior to the close of the fiscal year, under terms and methods prescribed by the Executive Board. The Executive Board may waive the annual audit in years that it deems not necessary.

Section 11.7 Contracts. The Executive Board may authorize any officer or agent of the APT, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the APT, and such authority may be general or confined to specific instances. Otherwise, any contracts shall be executed on behalf of the APT by an Officer, with a copy of the executed contract then sent to the Treasurer.

Section 11.8 Use of Surplus Funds. After the close of the fiscal year, the Executive Board will vote on allocation of any net revenues from the just-completed fiscal year. The Executive Board may vote to use some or all of the net revenues towards a purchase for the school, allocate a portion or all to the Gifting Beyond Budget Fund, and/or to the APT General Reserve Fund, and/or as the Executive Board otherwise deems appropriate.

Section 11.9 Compensation and Expenses. Officers and Committee members shall not receive any compensation for service, but may receive reimbursement for expenses on behalf of the APT, so long as approved by the Executive Board in compliance with the Association's conflict of interest policy.

ARTICLE XII: AMENDMENTS

Section 12.1 Adoption and Amendment. These Bylaws may be adopted initially by the Executive Board. Thereafter, these Bylaws may be amended, repealed, or replaced by a majority vote of the members present at a meeting at which a quorum is present and at which the action has been noticed. Any proposed amendment, restatement, or repeal of any of these Bylaws shall be provided to each member in good standing (which may be accomplished by posting the document on the Association website or by another generally-accepted method of communications) at least twenty (20) days prior to the meeting at which the action is to be considered, unless waived by the Executive Board.

Section 12.2 Amendment Procedures. Any APT member in good standing may present amendments to the Bylaws to the Executive Board. The Executive Board will present suggested amendments to the members after review and approval by the Executive Board. Members may propose amendments not approved by the Executive Board to the membership, but any amendment not approved by the Executive Board shall require approval of two-thirds of all members in good standing.

ARTICLE XIII: MEETING PROCEDURES

Section 13.1 Meetings shall be conducted in a manner which permits a majority to accomplish the group's mission within a reasonable period of time, while allowing the minority a reasonable opportunity to express its views. Every member at a meeting has rights equal to every other member. The will of the majority shall prevail, but the minority must be heard and its rights protected. Finally, only one topic will be considered at a time. If these principles do not resolve any procedural question regarding conduct of a meeting, the most current edition of Robert's Rules of Order shall be consulted for guidance and suggestions, but the Executive Board ultimately shall determine procedures for the Board and committees.

ARTICLE XIV: INDEMNIFICATION

Section 14.1 Indemnification. The Association shall indemnify, to the fullest extent allowed by Arizona law as it now exists or may be amended, every person who incurs liability for any action taken, or failure to take any action, as an officer, director, employee, or agent of the Association. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by Arizona law. Any repeal or modification of this provision shall be prospective only, and shall not affect adversely any right or protection of an officer, director, employee, or agent of the APT with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XV: CONFLICTING INTEREST TRANSACTIONS

Section 15.1 Loans to Directors and Officers Prohibited. The APT shall not lend money to nor use its credit to assist its Executive Board members, Officers, or agents, whether or not employees. Any Executive Board member or Officer who assents to or participates in the making of any such loan or use of credit shall be liable to the APT for the cost of such use of credit or for the amount of such loan until the repayment of the loan.

Section 15.2 Conflicting Interests Transactions. Any proposed or effected transaction involving the APT, or any subsidiary or substantial affiliate of the APT, in which an Executive Board member, Officer, or Committee member, or a person related to such person (an "Interested Person") has a beneficial financial interest or any other link to the transaction that would reasonably be expected to exert an influence on an Interested Person's judgment, is a "Conflicting Interest" transaction. "Conflicting Interest" transactions also include transactions involving (a) entities with which an Interested Person is affiliated, (b) persons who control entities with which an Interested Person is affiliated, and (c) persons who are general partners, principals, or employers of an Interested Person. Interested Persons must disclose Conflicting Interests to the Executive Board where the conflicting interest transaction is brought before the Executive Board or of a significance normally brought before the Executive Board, unless the Interested Person is not a party to the contract creating the Conflicting Interest and has a duty of confidentiality regarding the information (such as an attorney). If the Interested Person cannot make full disclosure, then he or she must disclose the existence and nature

of the conflicting interest, inform the Executive Board of the confidential relationship, and cannot play any direct or indirect role in the deliberations or vote on the matter.

Section 15.3 Procedures. A “Qualified Director” is an Executive Board member, Officer, or Committee member who does not have a conflicting interest nor any familial, financial, professional, or employment relationship with an Interested Person if that relationship, under the circumstances, would reasonably be expected to exert an influence when voting on the Conflicting Interest transaction. A majority of the Qualified Directors, but in no event less than two, must approve any Conflicting Interest transaction. A majority of the Qualified Directors, provided at least two, is a quorum for consideration of the transaction; Interested Persons need not be included for purposes of determining a quorum. Approval of a Conflicting Interest transaction may occur in advance or after the transaction has occurred.

Section 15.4 Conflict of Interest Policies. The APT may adopt and revise, from time to time as appropriate, additional policies to inform and survey all Executive Board members, Officers, and key employees of the APT as designated by the Executive Board annually for disclosure of situations potentially giving rise to Conflicting Interests in matters involving the APT and to avoid conflicts of interest in Association matters. The Executive Board shall review the policies and reporting requirements at appropriate intervals based on the APT’s activities and developments in nonprofit entity compliance standards. Such policies will constitute the APT’s policy regarding transactions between the Association and Interested Persons pursuant to the Arizona Nonprofit Corporation Act and the Code.

ARTICLE XVI: INTERPRETATION

Section 16.1. Construction. The Executive Board shall have the power and authority to interpret these Bylaws. Any reasonable interpretation of these Bylaws by the Executive Board shall be conclusive and binding on the APT and any third party.

Section 16.2 Interpretation. In interpreting these Bylaws, words in the present tense include the future as well as the present; words in the singular number include the plural and words in the plural number include the singular; words of the masculine gender include the feminine and the neuter gender, and words of the feminine gender include the masculine and the neuter gender.

Section 16.3 Conflicts and Discrepancies. Any conflicts or discrepancies between the provisions of the Arizona Revised Statutes or applicable law, the Articles, and the Bylaws, if any, shall, unless otherwise provided, be resolved by giving priority first to the Arizona Revised Statutes or applicable law, second to the Articles, and third to the Bylaws.