

BYLAWS  
OF  
ARIZONA SCHOOL PERSONNEL ADMINISTRATORS ASSOCIATION

ARTICLE I: GENERAL PROVISIONS

Section 1. Name. The name of this corporation is Arizona School Personnel Administrators Association (the "Organization").

Section 2. Offices. The known place of business of the Organization is 20402 N 15<sup>th</sup> Avenue, Phoenix, AZ 85027 and its mailing address is P.O. Box 8016, Glendale, AZ 85312. The office may be changed from time to time by the Board of Directors, and the Organization may have such additional offices as the Board of Directors may designate or as the activities of the Organization may require from time to time.

ARTICLE II: PURPOSES

Section 1. General Purposes. The Organization is organized as an association of people having a common business interest and its purpose is to promote the common business interest of such people within the meaning of Section 501(c)(6) of the Code and is intended to be an organization that is exempt from federal income tax under Section 501(c)(6) of the Code. In pursuing and solely for such purposes the Organization may do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Organization and may exercise any of the powers granted to nonprofit corporations by the laws of the State of Arizona consistent with the Organization's status as an organization exempt from federal income tax under Section 501(c)(6) of the Code.

Notwithstanding any other provisions of these Articles of Incorporation, the Organization 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)(6) of the Code.

The Organization is not organized and shall not be operated for pecuniary gain or profits. No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its directors, officers, or any other private individual; provided, however, the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 2. Specific Purposes. The Organization's specific purposes are to promote and advance public education in the State of Arizona through the cooperative efforts of public school administrators within Arizona who have a primary professional responsibility administering human resources management programs involving school employees. In fulfilling this purpose, the Organization shall also promote the discussion of common ideas among the members, promote the interchange of ideas, data and information regarding operations practices in order to effect improvement in the administration of school personnel, acquaint members in particular and the public in general to the needs, opportunities and procedures for

securing and retaining school employment, and will recommend to other appropriate professional groups specific action programs, the enactment of which will promote a stronger system of public education through the adoption of sound personnel practices and policies. The Board of Directors of the Organization may adopt from time to time, by a vote of a Super Majority, additional specific programs and activities, provided they further and are consistent with the general purposes of the Organization set forth in Section 1 of Article II.

Section 3. Restrictions. The powers of the Organization shall be specifically restricted so that the Organization shall be prohibited from:

a) Engaging in any act of self-dealing as that term is defined in Section 4941 of the Code;

b) Retaining any excess business holdings as that term is defined in Section 4943 of the Code;

c) Making any investment in any manner which would subject the Organization to tax under the Code; and

d) Retaining its income for each taxable year at such time and in such manner as to become subject to any tax on undistributed income that may be imposed by the Code on a 501(c) organization.

Notwithstanding the restrictions imposed in this Section 3 of Article II, if Section 508(e) of the Code is amended to remove the requirement that any or all of the restrictions contained herein be included in the governing instrument of the Organization, then such of the foregoing restrictions as are no longer required to be so included shall be deemed deleted and shall have no further force or effect.

Section 4. No Discrimination. In exercising or fulfilling any educational functions, the Organization shall not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

Section 5. References to Code. All references in these Bylaws to any section of the Code are to the Internal Revenue Code of 1986, as amended, and shall be deemed also to refer to the corresponding provision or provisions of any subsequent federal tax laws substituted therefor.

### ARTICLE III: MEMBERS AND CAPITAL STOCK

Section 1. Members. The Organization shall be a membership organization and shall have members.

Section 2. Membership. The Organization shall have three classes of membership: Active Membership; Associate Membership; and Life Membership. A record of qualified membership shall be kept by the Organization.

(a) Active Membership. Any person shall be eligible for Active Membership who serves in a personnel position in a public or private school system, regional or state personnel agency, college or university, or who teaches persons preparing for personnel work in these institutions. A person eligible for Active Membership shall become an Active

Member by the payment of such membership dues as the Board of Directors shall determine from time to time. Active Members shall be the only Members to hold office in the Organization and shall be the only Members entitled to vote. Active Membership dues shall not be considered to be a capital investment and shall not be an indication of ownership of the Organization. Active Members shall not receive any financial return on their membership dues from the Organization, other than the benefits of the Organization from its activities.

(b) Associate Membership. Any person, organization, or business actively interested in, engaged in, or associated with any phase of educational work and who is not currently working in the field of school personnel administration is eligible for Associate Membership. A person, organization, or business eligible for Associate Membership shall become an Associate Member by the payment of such membership dues as the Board of Directors shall determine from time to time. Associate Members are not eligible to hold office in the Organization and are not eligible to vote. Associate Membership dues shall not be considered to be a capital investment and shall not be an indication of ownership of the Organization. Associate Members shall not receive any financial return on their membership dues from the Organization, other than the benefits of the Organization from its activities.

(c) Life Membership. Life Membership shall be afforded to any person who is an Active Member at the time of such person's full retirement. A person eligible for Life Membership shall become a Life Member by the payment of such membership dues as the Board of Directors shall determine from time to time. The Board of Directors may determine that no membership dues are required to become a Life Member. Life Membership dues, if any are required, shall not be considered to be a capital investment and shall not be an indication of ownership of the Organization. Life Members shall not receive any financial return on their membership dues from the Organization, other than the benefits of the Organization from its activities.

Section 3. Control. The business affairs of the Organization shall be conducted by the Board of Directors that is elected by the Active Members though a vote at the annual meeting. In any matters of parliamentary procedure that are not covered by the Articles of Incorporation or these Bylaws, the Organization shall be governed by the provisions of *Roberts Rules of Order*.

Section 4. Voting. Each Active Member shall have one vote. Associate Members and Life Members shall not have a vote. A majority of the Active Members in good standing and participating in each vote shall be a quorum.

Section 5. Services. Only Members in good standing shall receive the benefits of Membership in the Organization.

Section 6. Meetings and Voting.

(a) Place of Meetings. All meetings of the Organization shall be held at the time and place designated in the Notice of Meeting by the Board of Directors.

(b) Annual Meetings. The last Regular meeting of each calendar year shall be designated the Annual Meeting at which time directors for the following year shall be elected.

(c) Regular Meetings. Regular Meetings shall be held at least annually, the time of which shall be fixed by the Active Members.

(d) Special Meetings. Special Meetings may be held upon at least forty-eight (48) hours written or telephonic notice.

(e) Participation. Any Regular or Special Meeting may be held through any telephone or other communications equipment if all of the persons participating can hear and be heard by each other. Any voting may be conducted through electronic means provided the requirements under Arizona Revised Statutes are followed.

(f) Call of Meetings. Special Meetings of the Organization may be called by the Chairman of the Board, the Vice-Chair of the Board or the President (or other officer in the absence of the President) with approval of the Board of Directors. Members may not call a regular or special meeting of the Organization. The person calling a Special Meeting shall be responsible for giving the required Notice.

(g) Notice of Meetings. Notice of the annual meeting shall be provided to members at least three weeks in advance of the meeting. Notice of Regular Meetings shall be given at least ten (10) days in advance. Notice of Special Meetings shall be received by each member at least forty-eight (48) hours prior to the time of the Meeting. If mailed or faxed, such notice shall be addressed to the Member at the address as it appears in the records of the Organization. Notices of meeting may be emailed to the last known email address of any Members. Members must notify any member of the Board of Directors (also called an Executive Board Officer) of a change of email address.

(h) Quorum. At any duly called Meeting of the Organization, those Active Members present shall be considered a quorum for purposes of electing the Board of Directors. Active Members in good standing present at a duly organized Meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members in good standing to leave less than a quorum.

(i) Voting by Proxy. Any Active Member in good standing may authorize any other Active Member in good standing to vote in person on said Active Member's behalf by supplying the President with an original copy of a proxy. A Proxy may be revoked at any time. Attendance at the Meeting either in person or by electronic means shall automatically revoke the Proxy. No Active Member shall hold proxy for more than one Active Member.

(j) Voting. Except as expressly specified in these Bylaws, all business of the Organization shall be determined by a vote of the Active Members who are in good standing. In this regard, each Active Member shall be entitled to one (1) vote of equal weight to all other Active Members. The vote of the Active Membership shall be decided by a majority vote.

Section 7. Good Standing. All Members who are current within thirty (30) days on their obligations to the Organization shall be considered to be in good standing. Members who are not current shall not be in good standing and shall have no right to vote on any Organization matter. In addition, only Members who are in good standing shall be counted in the determination of and in the number of votes necessary to constitute a majority.

Section 8. Amendment of Bylaws. Any change or amendment to these Bylaws shall be approved by a Super Majority vote of the Board of Directors.

Section 9. No Stock. The Organization shall have no capital stock.

Section 10. Termination of Membership. If a member fails to meet the requirements of membership stated in these Bylaws, that membership shall be automatically terminated. A member may also withdraw from the Organization. A member may also be removed from membership upon recommendation and approval by a vote of the majority of the Board of Directors for no cause or for cause. The Organization is not required to issue a refund of the membership fee paid by the terminated or withdrawn member unless the member's membership is terminated for no cause.

#### ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of these Bylaws, the Articles of Incorporation, as such Articles of Incorporation may be restated from time to time, and the laws of the State of Arizona, the affairs of the Organization shall be managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. These Board of Directors may also be referred to as the "Executive Board" and members of the Board of Directors may be referred to as "Executive Board Officers." The Directors need not be residents of the State of Arizona. No Director, officer, or agent of the Organization shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles of Incorporation.

Section 2. Number. The initial members of the Board of Directors shall be those persons named in the Articles of Incorporation and shall not be fewer than five nor more than fifteen. The number of Directors may be increased or decreased by a majority vote of the full Board, provided that the total number of directors is an odd number. All Directors shall serve until their terms shall expire or until their successors are elected or appointed. Three of the Directors must include the duly elected Officers, immediate Past President, and Regional Representatives. All Directors shall have equal and full voting responsibilities and rights as members of the Board of Directors. No decrease in the number of Directors shall have the effect of shortening the term of office of any incumbent Director. A newly created seat on the Board shall be filled in the same manner as a vacancy on the Board.

Section 3. Term. Each Director shall hold office for a term of two (2) years except as stated below and until his or her successor is duly appointed and qualifies. A Director's term shall end as of the end of the annual meeting of the Directors at which the Director's successor is duly appointed and qualifies. An individual may serve an unlimited number of consecutive terms as a Director. The terms of the Directors may be staggered at one (1) year or three (3) years, at the Board's determination that such staggered terms would be beneficial.

Section 4. Election. The Active Members shall elect the Directors of the Board of Directors through a vote at the annual meeting. Each Director so elected shall serve for the stated term or until such Director's earlier resignation or removal.

Section 5. Resignation. Any Director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof at any time to the President or the Secretary of the Organization. Such resignation shall take effect at the time received unless some later time is specified therein. The acceptance of such resignation shall not be required to make it effective.

Section 6. Removal. A Director may be removed with or without cause by a vote of a Majority of the Directors, in their discretion. A Director so removed may not be reappointed until the following annual meeting.

Section 7. Vacancies. A Majority of the Directors then in office, though less than a quorum, may fill any vacancy. A Director so chosen shall hold office until a successor is elected and qualifies, or until such Director's earlier resignation or removal. A vacancy that will occur at a specific later date (by reason of resignation effective at a later date) may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs. The term of a director elected by the Board to fill a vacancy expires at the next annual meeting at which directors are elected.

Section 8. Annual and Regular Meetings. The Directors shall have an annual meeting each year, at a regularly scheduled date, time and place as determined by the Board of Directors. Currently, the annual meeting is held in November. The Board of Directors shall also meet at a regularly scheduled time and place as determined by the Board of Directors at the annual meeting. The Board of Directors shall transact such business as may be properly brought before the meeting. If a regular meeting of the Directors is not held at the scheduled time, a deferred regular meeting may be called and held.

Section 9. Special Meetings. Unless otherwise provided by resolution of the Board of Directors, all meetings of the Board of Directors other than regular meetings shall be special meetings. Special meetings of the Board of Directors may be called by or at the request of a majority of the Board of Directors or by the President, and shall be held at such place and time as a person or persons calling such meeting shall specify in the notice of the meeting.

Section 10. Notice. No notice need be given of the regular meetings of the Board of Directors that are held at the regularly scheduled time and place. Notice of special meetings of the Board of Directors, or regular or quarterly meetings that are rescheduled, shall be given at least 24 hours, but not more than twenty days, prior thereto by a writing delivered personally, mailed, e-mailed or faxed to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail as so addressed with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered when electronically sent. If faxed, such notice shall be deemed to be delivered when confirmation of receipt of the facsimile is received by the sending party. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by law or specified by the Articles of Incorporation or these Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting. Notice of any meeting may be waived by any or all of the Directors.

Section 11. Super Majority. A Super Majority shall mean a vote of the Board of Directors consisting of at least three-fourths (3/4ths) of the duly elected and acting Directors serving at the time the vote is taken.

Section 12. Quorum. Subject to any provision of the Articles of Incorporation or these Bylaws requiring a vote of a Super Majority, a majority of the number of Directors actually serving shall constitute a quorum for the transaction of business of any meeting the Board, and the Directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the required quorum for that meeting.

Section 13. Manner of Acting. The act of a majority of the Directors shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

Section 14. Compensation. A Director shall not receive any compensation for the value of the time spent by the Director in service to the Organization, for attendance at meetings or otherwise. By resolution of the Board of Directors, the expenses of attendance of all Directors present may be allowed for attendance at each annual or special meeting of the Board of Directors.

Section 15. Director Action Without a Meeting. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 16. Participation in Meetings by Means of Conference Telephone. Members of the Board of Directors, or any committee of the Board, may participate in a meeting of the Board or of such committee by means of a conference telephone or similar communications device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 17. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 18. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her 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 certified mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## ARTICLE V: COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a Super Majority, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in the resolution adopted by a Super Majority, shall have and exercise the authority of the Board of Directors in the management of the Organization, except no such committee may exercise the authority of the Board of Directors in reference to the following matters: (i) filling vacancies on, or increasing or decreasing, the Board of Directors or any committee of the Board of Directors; (ii) adoption, amendment or repeal of these Bylaws; and (iii) fixing compensation of officers and employees of the Organization.

Section 2. Removal. Any member of a committee established under this section may be removed by the Board of Directors, with or without cause.

Section 3. Term. Each member of a committee established under this section shall continue as such until the next regular annual meeting of the Board of Directors and until his

or her successor is appointed, unless the committee shall be sooner terminated or unless any such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

## ARTICLE VI: OFFICERS

Section 1. Titles. The officers of the Organization shall be a President and a Secretary, and such other officers (including a President-Elect, most recent Past President, one or more Vice Presidents, a Vice President-Elect, a treasurer, Regional Representatives and a Communications Coordinator) and assistant officers, as the Board may deem necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary. The President may also be called the Chief Executive Officer. The offices of Secretary and Treasurer may be held by one person called the Secretary-Treasurer if the Board of Directors deems it necessary to have two people fulfilling both offices. The Board of Directors may also have a Regional Representative elected to represent each regional section of the Organization. Each Officer shall be a full-time resident of the State of Arizona.

Section 2. Election of Officers. The initial officers shall be elected by the initial Board of Directors. The positions of President, President-Elect, and Vice-President are automatically filled by certain experienced officers without any nomination or vote as further described below. Thereafter, the officers of the Organization shall be nominated by the Past-President at the regular annual meeting of the members and elected annually by a vote of the majority of the members present at the regular annual meeting of the members. If the offices of President, President-Elect, or Vice-President cannot be filled by certain experienced officers, then candidates shall be nominated and voted on by the members in the same manner as the other officer positions. For any open position, the Board of Directors shall make a reasonable effort to propose two candidates. The Past-President will create a ballot to be used for the election which shall have a write-in space. Members in good standing may propose a nomination for a write-in candidate for any elected position at the time of the regular member meeting when the ballot is presented. If there is more than one person proposed for an office, the election shall be by secret written ballot. The proposed and current officers shall hold an active membership and be current in their dues. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors but any such appointments/positions are to be approved by a majority vote of the members present at the next regular meeting of the members. Each officer shall hold office for a one-year term, unless such terms are staggered as provided below, beginning the first day of January of the year following the election or until (a) his or her successor shall have been duly elected and qualified, or (b) such officer's resignation is received or (c) unless such officer is removed. Each officer shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment. The Board of Directors may elect to stagger the terms of the officers to provide for better continuity. Unless the Board of Directors elects otherwise, the term of the Treasurer, each Region Representative and the Communications Officer shall be two year terms.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in such



notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Organization under any contract of which the officer is a party.

Section 5. President and President-Elect. The President shall exercise general supervision of all operations and personnel of the Organization, subject to the control of the Board of Directors. The President shall preside at all meetings of the Organization. The President may also be called the Chief Executive Officer. The President shall have the specific duties as assigned by the Board of Directors, which will typically include having responsibility for all communications between the Board of Directors and the members, developing annual business meeting agenda, appointing and supervision committees, assisting for the Fall conference and will typically assume position of Past-President once the term is over unless the Board determines otherwise. The President-Elect will preside in the absence of the President, assist the President in his/her duties, perform such duties as may be assigned by the Board of Directors, and will assume the position of President at the end of the President's term unless the Board determines otherwise.

Section 6. Vice-President and Vice-President Elect. One or more Vice-Presidents, if any are elected by the Board of Directors, shall perform such duties as may from time to time be assigned by the President or the Board of Directors. Such duties will typically include be responsible for planning and implementation of the Spring conference. At the end of the Vice-President's term, the individual will assume the position of President-Elect unless the Board determines otherwise. The Vice-President Elect will preside in the absence of the Vice-President, perform such duties as may be assigned by the Board of Directors and will be nominated for the position of Vice-President at the end of the Vice-President's term unless the Board determines otherwise.

Section 7. Secretary. The Secretary shall keep a record of the minutes of all meetings of the Directors, shall provide copies of the minutes to the Directors, shall give notice of meetings as provided by these Bylaws, shall have custody of all books, records and papers of the Organization, except those in the custody of the Treasurer or some other person authorized to have charge thereof by the Board of Directors, and shall perform such other duties as may from time to time be assigned to him/her by the Board of Directors. The Secretary shall also have the power to attest and affix the corporate seal to any contract, deed or other instrument executed in the name of the Organization. An assistant secretary shall also have power to attest and affix the corporate seal to any contract, deed or other instrument executed in the name of the Organization.

Section 8. Treasurer. The Treasurer shall receive and disburse all corporate funds and shall keep an accurate and detailed record of all receipts and disbursements, which records shall at all times be subject to inspection by any member of the Board of Directors. The Treasurer shall deposit all Organization funds coming into his/her hands in such bank or banks as may be designated by the Board of Directors. The Treasurer will provide a report to the members at the regular annual meeting and arrange for any internal or external review or audit as required by law or recommended by the Board of Directors.

Section 9. Region Representatives. There shall be a representative for each of the northern region, central region and southern region. Each representative shall recruit new members and maintain an active membership list for his/her region. Additionally, the central region representative shall coordinate all aspects of vendor sponsorships and participation at the Organization's functions. The Board of Directors shall determine the boundaries of each region.

Section 10. Communications Coordinator. The Communications Coordinator shall be responsible for maintaining the organization's web site, social media presence, and other technology used to facilitate communications with the members.

Section 11. Past-President. The office of the Past-President shall be a full voting officer position. The Past-President will be responsible for soliciting and accepting nominations to the Board of Directors including all officers, as well as preparation of the ballot used by the members for voting on the nominated people.

Section 12. Additional Officers. Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the President or the Board of Directors.

Section 13. Compensation and Expenses. An officer who is not also an employee of this Organization or any affiliated corporation may be paid reasonable compensation for the value of the time spent by the officer in service to the Organization. An officer who is also an employee of the Organization or an affiliated corporation shall not receive any additional compensation for services as an officer. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors.

Section 14. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification or other cause may be filled by the Board of Directors for the unexpired portion of the term of such office.

Section 15. Employees and Independent Contractors. The Board of Directors may establish such positions of employment or positions to be filled by independent contractors (including, by way of illustration, a Conference Director, Academy Director or other executive director) as it deems desirable from time to time and shall fix the compensation for such positions. Subject to the control and direction of the Board of Directors, the President shall hire and discharge employees and contractors necessary for the proper conduct of the business of the Organization.

#### ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the Organization, 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 Organization, and such authority may be general or confined to specific instances.

Section 2. Checks. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, or agent or agents of the Organization in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and a Board approved designee on behalf of the Organization.

Section 3. Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts/Donations. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special

purpose (including, by way of illustration, any endowment fund) of the Organization. The Organization shall retain a portion of the donated funds, in such amounts as may be determined by the Board from time to time, to build a corpus (earnings and reinvesting interest) from which scholarships may be granted on a perpetual basis.

Section 5. Loans. No loans shall be made by the Organization unless such loans are directly related to the Organization's specific purposes as stated in Section 2 of Article II of these Bylaws. No evidences of indebtedness shall be issued in the Organization's name unless first authorized by a resolution of the Board of Directors.

Section 6. Dissolution of corporation. If the corporation is dissolved, any remaining donated assets must be used as the original donor requested or to be used to further the original purposes of the Organization.

#### ARTICLE VIII: CONFLICTS AND INSURANCE

Section 1. Conflict of Interest Policy. The Board of Directors shall adopt a conflict of interest policy.

Section 2. Insurance. The Organization may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Organization or is or was serving at the request of the Organization as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her, in any such capacity or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability under the Articles of Incorporation.

#### ARTICLE IX: FISCAL YEAR

The fiscal year of the Organization shall begin October 1 and end September 30 of each year, except that the initial fiscal year shall commence on the date of filing of the Articles of Incorporation by the Arizona Corporation Commission.

#### ARTICLE X: CHANGE OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, only if the same is consistent with the Organization's Articles of Incorporation and then only by the affirmative vote of a Super Majority of the Board of Directors. The Board shall provide notice of any changes by a posting on the Organization's website.

#### ARTICLE XI: CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Title 10 of Arizona Revised Statutes, shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation or other organization and a natural person.

Adopted: \_\_\_\_\_, 20\_\_.

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Jason Hammond, President

ATTEST:

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Deby Valadez, Secretary