

Section 6: Powers

Other than as set forth herein, the Officers shall only have authority as expressly delegated to them by the Board.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Number and Election

The Corporation's Board of Directors shall consist of not fewer than five (5) and not more than nine (9) members, which number may be increased or decreased pursuant to these Bylaws. Directors shall be elected by the Members prior to the Annual Meeting in accordance with rules and regulations established by the Board.

Section 2: Term

The term of office for Directors shall be three (3) years. A Director may serve two terms. The terms of the initial Directors shall be staggered as determined by the Board.

A Director may be removed from office with or without cause by the Board of Director's or by the Members. Not less than ten (10) days' written notice shall be given to the Directors or the Members of the Corporation, respectively, prior to any meeting at which the removal of a Director is to be considered, which notice shall specify the identity of the Director or Directors as to whom removal is to be considered.

The office of any Director shall become vacant on his or her death, resignation, refusal to act, removal from office, or expiration of his or her term. Vacancies shall be filled at any time by the remaining Directors.

Notwithstanding the above, once elected, the President-Elect shall serve a full term in that Office and as President and as Immediate Past President, in accordance with the provisions of these Bylaws, and then conclude his or her term as a Director, and will not be subjected to a general board election to complete this three-year progression.

A Director who desires to run for the position of President-Elect must do so by their first year of their second term. A Director may serve up to one additional year after two complete consecutive terms, but only if they have been elected to the position of President-Elect in the first year of their second term. This additional year would allow for completion of both their year as President and Immediate Past President. After completion of their year as Immediate Past President, their tenure on the Board is complete.

Section 3: Duties

Among the duties the Board shall perform to fulfill its corporate responsibility are the following:

- Ensure that members of the Board share a common understanding of the Board's corporate responsibility and duties.
 - Establish and maintain good procedures for carrying out its corporate duties and for evaluating its performance in doing so.
- Establish corporate goals, programs, services, and policies.
- Ensure that corporate goals, programs and services are implemented in a manner that will advance the fundamental purposes of the Corporation.
- Appoint or dismiss the Corporation's Officers, clearly define their duties and responsibilities, and evaluate their performance annually.
- Ensure that the people whom the Corporation serves and to whom it is accountable are well informed regarding the Corporation's purposes, goals, programs, services, policies, and performance.

Section 4: Powers

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by the Board, except for those powers reserved to the Members under these Bylaws or applicable law. The Board shall have the power to do and perform all acts and functions consistent with the provisions of the Articles of Incorporation, these Bylaws, and the laws of the State of Arizona.

Section 5: Officers of the Board

The Officers of the Board shall consist of the President, who shall serve as Chair, and the President-Elect who shall serve as Vice Chair. The Chair shall preside at all meetings of the Board and of the Executive Committee. The Chair shall call special meetings of the Board or the Executive Committee as set forth in section 6 below. The Chair shall be ex officio a member of all committees of the Board, and shall appoint all committees of the Board. In the absence or disability of the Chair, these duties shall be performed by the Vice Chair.

Section 6: Meetings

The following matters shall govern meetings of the Board, unless waived by the Board:

- The annual meeting of the Board shall be held each year at a time and place determined by the Board. Other meetings shall be called by the Chair, who shall designate the time and place of the meeting. Special meetings may be called by the Chair, the Vice Chair or one-third (1/3) of the Board.
- Written notice of all meetings of the Board shall be sent by the Secretary or staff designee to each member of the Board at least ten (10) days before the meeting. The business to be

transacted at meetings other than the annual meeting shall be set forth in the notice of such meetings. The agenda and data of material to be discussed shall be sent in advance of the meeting wherever possible. Any meeting of the Board of Directors may be deemed to have been validly and legally called if a majority of the Directors accept (approve) or decline (waive) a verbal or electronic meeting notice. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director except when the Director attends the meeting for the express and exclusive purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents, or approvals shall be filed with the corporate records.

- An absolute majority of the Board shall constitute a quorum at any meeting. If less than a quorum of Directors appears for an annual meeting of the Board, the holding of such annual meeting shall not be required and matters that might have been taken up at the annual meeting may be taken up at any later regular, special, or annual meeting or by consent resolution. Directors may participate in a meeting by conference telephone or similar communication equipment. Any action required or permitted at any meeting of the Directors may be taken without a meeting, without prior notice and without a vote if all the Directors consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

ARTICLE VI - COMMITTEES OF THE BOARD OF DIRECTORS

Section 1: Executive Committee

The Executive Committee shall be a standing committee consisting of the President, President-Elect, Immediate Past President, and Treasurer. The Executive Committee shall have the power to transact all regular business of the Board during the periods between meetings of the Boards. All actions of the Executive Committee shall be reported at the next meeting of the Board. The Chair, or in the Chair's absence, the Vice Chair shall preside at all meetings of the Executive Committee.

Section 2: Special Committees

Special Committees may be appointed as needed by the Chair of the Board for such special tasks as circumstances may warrant.

ARTICLE VII - FINANCIAL PROVISIONS

Section 1: Contracts, Agreements, and Legal Instruments

Subject to any limitations contained in the Bylaws, the President of the Corporation or any other Officer authorized by the Board may, in the name of and on behalf of the Corporation, execute and deliver any contract or other instrument authorized in writing by the Board.

Section 2: Loans

No loan or advance shall be contracted by or on behalf of the Corporation, no negotiable paper or guarantee or other evidence of its obligations under any loan or advance shall be issued in its name and no property of the Corporation shall be mortgaged, pledged, hypothecated, transferred or conveyed as security for the payment of any loan, advance, indebtedness or liability of the Corporation, unless and except as authorized in writing by the Board. Any such authorization may be general or confined to specific instances but shall be in compliance with these Bylaws.

Section 3: Deposits

All funds and other valuable assets of the Corporation not otherwise employed shall be deposited from time to time to its credit in banks or trust companies or with such bankers or other depositories as the Board may select or as may be selected by any Officer or agent authorized to do so by the Board.

Section 4: Checks, Drafts, Etc.

All notes, drafts, acceptances, checks, endorsements and, subject to the provisions of these Bylaws, evidence of indebtedness of the Corporation shall be signed by such Officer or Officers or such agent or agents of the Corporation and in such manner as the Board from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be in such manner as the Board from time to time may determine.

ARTICLE VIII - INDEMNIFICATION

Section 1: Directors and Officers

The Corporation shall indemnify, to the full extent permitted by law, any Director or Officer or former Director or Officer of the Corporation, or any person who may have served at its request as a Director or Officer of another corporation, whether for-profit or not-for-profit, against judgments, penalties, fines, settlements and expenses actually and necessarily incurred by him or her in connection with the successful defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director or Officer, exercise or perform any of the powers or duties otherwise conferred or imposed upon such directors, provided that such action shall be authorized by general or specific action of the Board of Directors.

Section 2: Employees or Agents

The Corporation may indemnify an employee or agent who is not a Director or Officer of the corporation to the same extent that it any indemnify Directors or Officers of the Corporation under this Article, provided that such action shall be authorized by general or specific action of

the Board of Directors, or by contract approved by the Board of Directors.

ARTICLE IX - DISSOLUTION

The Corporation may be liquidated and dissolved upon a majority vote of all the Directors then serving on the Board, subject to approval of at least two-thirds (2/3) of all the Members, in accordance with Arizona law. The vote of the Board of Directors shall be taken only after at least thirty (30) days reasonable notice to all Directors that the liquidation and/or dissolution of the Corporation will be put before the Board.

All of the property and assets of the Corporation of every kind whatsoever are irrevocably dedicated to charitable and educational purposes. Upon litigation, dissolution, winding up or abandonment of the Corporation, after paying or adequately providing for the debts or obligations of the Corporation, the remaining assets shall be distributed to an organization or organizations organized and operating in the United States described in section 170(b)(1)(A) of the Internal Revenue Code (the Code) or the corresponding provision of any subsequent federal tax laws, and qualified as an exempt organization or organizations under section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as the Board of Directors may determine.

ARTICLE X - AMENDMENTS

The Board has the power to initiate amendments to the Bylaws, subject to approval of the Members.

The Board's power to recommend amendments to the Bylaws shall be exercised by a majority vote of the Board at any regular or special meeting duly convened, provided that a full representation of the proposed amendments shall have been provided in writing along with ten (10) day's prior written notice of the meeting to all members of the Board.