



**PHOENIX LESBIAN AND GAY PRIDE, INC.**

## **BYLAWS**

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## **ARTICLE I**

### **NAME**

- A. The name of this Corporation shall be THE PHOENIX LESBIAN AND GAY PRIDE COMMITTEE, INC., hereinafter called the Corporation.
- B. This Corporation may adopt other DBA's, as determined and agreed upon by two-thirds (2/3) of the Directors of the Board.

## **ARTICLE II**

### **OFFICES AND CORPORATE SEAL**

- A. Principal Office. The principal office for the transaction of business of the Corporation is fixed and located in Maricopa County, State of Arizona.
- B. Other Offices. The Corporation may also maintain other offices at such place or places, whether within or without the State of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.
- C. Change of Address. The county of the Corporation's principal offices may be changed by a two-thirds (2/3) vote of the Board of Directors.
- D. Corporate Seal. A Corporate Seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, nevertheless, if in any instance a Corporate Seal be used, the same shall be, at the pleasure of the officer affixing the same, a circle having on the circumference thereof the "Name of the Corporation and the State of Incorporation" and in the center "Year of Incorporation" and the words "Corporate Seal".

## **ARTICLE III**

### **OBJECTIVES AND PURPOSES**

- A. The primary purpose of the Corporation is to educate the Lesbian, Gay, Bi-sexual and Transgender (LGBT) community and general public about the history, diversity, and future of the metropolitan Phoenix LGBT community; to increase public awareness of the LGBT community to eliminate homophobia, transphobia and discrimination; and is organized to transact any lawful business within the State of Arizona consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986.
- B. In addition, the Corporation is organized exclusively to establish education about and provide charity to the Lesbian, Gay, Bi-sexual and Transgendered community within the meaning and scope of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Laws).
- C. This is to affirm that the Corporation does not discriminate on the basis of race, color,

national origin, sex, religion, age, disability, political beliefs, marital or family status, veteran status, sexual orientation, gender identity or any other characteristic protected by law in employment, governance, operation and/ or staffing and is also dedicated to supporting the efforts by others to eliminate discrimination.

## **ARTICLE IV**

### **NON-PARTISAN ACTIVITIES**

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers, directors or other private persons, except those that the Corporation shall be authorized and empowered to pay as compensation for services rendered, including but not limited to employees and subcontractors, and to make payments and distributions in furtherance of the purposes set forth in Article III.
- B. No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.
- C. Notwithstanding any other provisions of the Article of Incorporation or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on:
  - 1. by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, except with the exemptions stated under Federal Income Tax in 501(h) of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue Laws) or;
  - 2. by a corporation, to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).
- D. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in Article III.

## **ARTICLE V**

### **DEDICATION OF ASSETS**

Upon the dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

## **ARTICLE VI**

### **MEMBERS**

This Corporation shall have no members.

## **ARTICLE VII**

### **CONSTRUCTIONS AND DEFINITIONS**

#### A. Members

When/where ever used in this document refers only to those duly elected Officers, Directors or appointed Board Committee members.

B. The fiscal year of this Corporation shall be September 1 — August 31.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

#### A. Composition

The Board of Directors shall consist of not more than eighteen (18) Directors and not less than five (5) Directors.

#### B. Director Eligibility

1. Eligibility for Directorship is open to any person who:

- (a) Is a resident of Maricopa County, State of Arizona and/or carrying on business in Maricopa County, State of Arizona;
- (b) Is at least eighteen (18) years of age;
- (c) Is not an employee of the Corporation;
- (d) Is otherwise legally competent to conduct business and enter in contracts under the laws of the State of Arizona and the United States;
- (e) Is not subject to terms of eligibility exclusion as described in Article VIII, Section C.
- (f) Displays an interest and dedication to the Corporation's purposes, is able to devote the time necessary to assist in carrying out the purposes of the Corporation, has the ability to work with other Directors of the Board, and whose application has been approved by the Board of Directors.

#### C. Director Elections, Terms of Office and Term Limits

1. Directors shall regularly be elected by the current Board of Directors at the Annual Meeting of the Corporation;
2. Copies of applications for new Director candidate(s) shall be introduced to the Board

at least one (1) meeting prior to the Annual Meeting;

3. Directors shall normally be elected by a majority of current Directors personally present at the Annual Meeting. Votes cast shall be conducted by secret ballot. The candidate(s) with the largest number of votes shall fill Director vacancies where the number of candidates exceeds the number of vacancies to be filled;
4. The term of office for each Director shall regularly be three (3) years, commencing at the conclusion of the Annual Meeting of their election so long as they remain eligible under Article VIII Section B;
5. Terms of office shall be staggered so that one-third (1/3) of the terms expire each year.
6. A Director who has served two (2) full consecutive terms shall not be eligible to serve again as a Director before the passing of one (1) year.

#### D. Director Vacancies

1. A vacancy shall be deemed to exist by the occurrence of the following: (a) the death, resignation or removal of any Director or; (b) the increase of the authorized number of Directors;
2. Additional elections of Directors, as deemed necessary by the Board of Directors, may occur to fill vacancies at times other than the Annual Meeting;
3. Copies of applications for new Director candidate(s) shall be introduced to the Board at least one (1) meeting prior to such additional elections of candidate(s);
4. Director(s) shall normally be elected by a majority of current Directors personally present at such additional election so long as a quorum is present. Votes cast shall be conducted by secret ballot. The candidate(s) with the largest number of votes shall fill Director vacancies where the number of candidates exceeds the number of vacancies to be filled;
5. A Director so elected shall remain in office for the duration of the vacant term so long as they remain eligible under Article VIII Section B;
6. Except in the case of Board attenuation to below minimum requirements, the Board of Directors shall not fill a vacancy in the manner specified in this Section during the ninety (90) day period immediately preceding an Annual Meeting;
7. In the case of Board attenuation to below minimum requirements, the Board shall forthwith call a Special Meeting to fill vacant Director positions.

#### E. Director Compensation

1. Directors shall receive no compensation for acting as such;

2. Only expenses that are incurred on behalf of the Corporation and for the express use of the Corporation in relation to its purposes and activities and have been approved by the Board of Directors shall be reimbursed;
3. Personal expenses shall not be reimbursed per the provisions set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions in any future United States Internal Revenue Laws).

F. Powers and Duties of the Board of Directors:

1. to sign, accept and adhere to the Corporation's Code of Ethics / Board Agreement for all Directors of the Board;
2. to exercise all the powers of the Corporation and to supervise and control its business affairs, subject only to the limitations and restrictions provided by law, the Articles of Incorporation, these Bylaws and associated Standing Rules of the Corporation;
3. to authorize the execution of contracts and other agreements necessary to the efficient conduct of business of the Corporation and to authorize any and all expenditures of the Corporation by every officer or director;
4. to approve the fiscal budget and accounting of all funds of the Corporation;
5. to incur indebtedness in the name of the Corporation for such sums as are necessary for current operations and any sums for a major project of the Corporation;
6. to call Special Meetings of the Corporation provided notice of such meetings shall be given to all Directors of the Board in accordance with Article VIII, Section K, Paragraph 2;
7. to approve all Board Committee recommendations before implementation;
8. to exercise such other powers and perform such other duties as may be prescribed elsewhere in the Articles of Incorporation, these Bylaws, and associated Standing Rules of the Corporation.

G. Powers of Individual Board Directors:

1. No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in these Bylaws and associated Standing Rules or by resolution;
2. No individual Director shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided in these Bylaws and associated Standing Rules or by resolution.

H. Resignation and Removal of Directors

1. A Director that ceases to be eligible for Directorship under Article VIII Section B shall be automatically removed.
2. Any Director may resign by giving verbal or written notice to the Chairperson. The Chairperson shall present all resignations to the Board of Directors for acceptance. Such resignation shall become effective upon acceptance of the Board of Directors, unless the notice specifies a later time for the notice to become effective. Any Director may withdraw their resignation and resume their position if done prior to acceptance by the Board of Directors.
3. Any Director may be removed from the Board by a 2/3 vote of the Board of Directors, at any Regular or Special Meeting, for any one or more of the following reasons:
  - a) establishment of misfeasance, malfeasance, or nonfeasance;
  - b) establishment of a "conflict of interest";
  - c) establishment of a "gross lack of interest" in participating in Board affairs;
  - d) being absent without prior notification from two (2) consecutive Regular Meetings;
  - e) not attending at least 75% of Board Meetings, individual Committee assignments / meetings, or Special Events;
  - f) establishment of malicious intent toward the welfare of the Corporation and its purposes or toward the Lesbian, Gay, Bisexual and Transgendered community.

#### I. Quorum and Voting

1. A simple majority of the Board of Directors shall constitute a quorum for the transaction of any of the business affairs of the Corporation.
2. When a quorum is present at any meeting, the vote of the majority of Directors present and voting shall decide any question brought before such meeting, unless the question is one upon, by express provision of the statutes of the Articles of Incorporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision in question.
3. In the absence of a quorum, a meeting of the Board of Directors may not occur or shall automatically adjourn.
4. Any reading or other materials required to be viewed for the purposes of voting on a business transaction shall be provided to all Directors present in advance of voting.
5. Each director shall be entitled to one vote.

#### J. Conflict of Interest

1. Any Director who has a financial, personal, or official interest in, whether directly or indirectly, or conflict (or appearance of a conflict) with any matter pending before the

Board of Directors or Board Committee, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, shall offer to the Board of Directors or Board Committee, as it applies, to voluntarily excuse themselves and shall vacate their seat and refrain from discussion and voting on said item.

#### K. Regular Meetings

1. Regular Meetings of the Board of Directors shall be held at least quarterly or more often as is necessary to conduct the business affairs of the Corporation.
2. The dates, times and locations of Regular Meetings shall be determined by a simple majority of the Board of Directors.
3. At least five (5) days verbal or written notice of the date, time, location and agenda of a Regular Meeting is required and shall be given to each Director.
4. Any Regular Meeting may be attended remotely as long as all Directors participating shall "hear" one another via communications equipment. ("Hearing" is defined as the ability to hear and be heard, and also preferably see and be seen, in all meeting transactions.) All Directors using such means shall be deemed to be present and eligible to vote on issues not requiring secret ballot at the Regular Meeting.
5. The date, time and location of Regular Meetings shall be published for the general public with reasonable notice to facilitate their attendance.

#### L. Annual Meeting

1. An Annual Meeting of the Corporation shall be held annually.
2. The date, time and location of the Annual Meeting shall be determined by a simple majority of the Board of Directors.
3. At least thirty (30) days verbal or written notice of the date, time and location of the Annual Meeting is required and shall be given to each Director.
4. The date, time and location of the Annual Meeting shall be published for the general public with reasonable notice to facilitate their attendance and participation.
5. The Annual Meeting shall include, but not be limited to: a town hall meeting; presentation of the state of the Corporation and an overview of the Corporation's Strategic Plan for the ensuing year; and the nomination / election of the Board of Directors.

#### M. Special Meetings

1. Special Meetings of the Board of Directors for any purpose may be called at any time by the Chairperson, Vice-Chair, or a majority of the Board of Directors.

2. At least five (5) days verbal or written notice of the date, time, location and agenda of any Special Meeting is required and shall be given to each Director unless there is unanimous written agreement by all Directors to waive such requirement.
3. Any Special Meeting may be attended remotely as long as all Directors participating shall “hear” one another via communications equipment. (“Hearing” is defined as the ability to hear and be heard, and also preferably see and be seen, in all meeting transactions.) All Directors using such means shall be deemed to be present and eligible to vote on issues not requiring secret ballot at the Special Meeting.

#### N. Waiver of Notice/Validation of Defectively Called or Noticed Meetings

1. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when such attendance at the meeting is for the express purpose of objecting to the transactions of business because the meeting was not lawfully called or convened. Any Director may waive the notice requirement of any Regular, Annual or Special Meeting of the Board of Directors by executing a written notice of waiver either before or after the time of the meeting.
2. The actions of the Board of Directors at any Regular, or Special Meeting are valid provided:
  - a) The meeting was properly noticed; or a unanimous written Waiver of Notice or Consent to the Holding of the Meeting is transacted by the Board of Directors before or after such meeting;
  - b) A standard set of minutes of such meeting is taken and approved.

All such waivers, consents and approvals of minutes for Special Meetings shall be filed with the Corporation’s records.

## **ARTICLE IX**

### **OFFICERS**

#### A. Officers

The Officers of the Corporation shall consist of a Chairperson, Vice-Chair, Secretary and Treasurer. These officers shall also serve as the Officers of the Board of Directors.

1. **CHAIRPERSON:** The Chairperson shall be the Chief Executive Officer of the Corporation, preside at all Board Meetings, appoint all Board Committee chairs not otherwise assigned by Bylaws, assemble items for Board Meeting agendas in conjunction with the Executive Director, schedule all agenda items and motions for introduction, discussion and voting, and perform other such duties as the Board of Directors or Bylaws may impose.
2. **VICE-CHAIR:** The Vice-Chair shall assume the duties of the Chairperson in case of the Chairperson’s absence, and perform other such duties as the Board of Directors or Bylaws may impose.

3. SECRETARY: The Secretary shall bring the Articles of Incorporation, Bylaws and associated Standing Rules of the Corporation for reference to all Board Meetings; safeguard the Corporate Seal if one exists; be responsible for taking of minutes at Board and Executive Committee meetings; giving notices, distributing copies of the minutes and agendas of meetings to each Director; and assuring that records of the Corporation are safeguarded and maintained. The Secretary shall also act as the parliamentary authority of the Corporation. The Secretary shall perform other such duties as the Board of Directors or Bylaws may impose.
4. TREASURER: The Treasurer shall be the Chief Financial Officer of the Corporation, assist in the preparation of the budget, prepare financial reports as needed for the Board of Directors and the public, and act as custodian of the funds of the Corporation. The Treasurer shall perform other such duties as the Board of Directors or Bylaws may impose.

#### B. Other Officers

1. The Board, in the absence of both the Chairperson and Vice-Chair, may appoint from among its numbers an officer to be Acting Chairperson.
2. The Board may elect a Member-at-Large to be a fifth officer to sit on the Executive Committee.
3. The Board of Directors may elect other officers, in addition to the officers herein expressly named, as they shall deem necessary, who shall have the authority to perform such duties as may be prescribed from time to time by the Chairperson or the Board of Directors.

#### C. Officer Eligibility

1. Any candidate seeking the position of an Officer, in addition to the eligibility requirements for Directors, shall have served on the Board of Directors for a minimum of one (1) year and be a currently seated Director.
2. Should there exist a lack of interest or eligible candidates to satisfy Article IX, Section C, Paragraph 1, any currently sitting Director in good standing may be nominated for an Officer position,

#### D. Officer Elections, Terms of Office and Term Limits

1. Officers shall normally be nominated and elected by current Directors personally present at the first Regular Meeting commencing directly after the close of the Annual Meeting. Such Regular Meeting shall commence immediately with elections of Officers and shall be presided over by the prior year's Chairperson (or prior year's Vice-Chair or Acting Chairperson in the event of the Chairperson's absence) until such time as a newly elected Chairperson shall take charge of the meeting. Votes cast shall be conducted by secret ballot. The candidates with the largest number of respective votes shall fill the Officer positions.

2. The term of office for each Officer shall regularly be one (1) year, commencing from the conclusion of their election through the close of the next Annual Meeting so long as they remain eligible as a Director under Article VIII Section B;
3. An Officer who has served three (3) full consecutive terms in a particular Officer position shall not be eligible to serve again in that position before the passing of one (1) year.

#### E. Officer Vacancies

8. A vacancy shall be deemed to exist by the occurrence of the following: (a) the death, resignation, term expiration or removal of an Officer;
9. The positions of Chairperson, Treasurer and Secretary shall always be filled by an elected Officer or a Director in an acting capacity. The position of Vice-Chair is the only position that may be left vacant for any duration.
10. Additional elections of Officers, as deemed necessary by the Board of Directors, may occur to fill vacancies at times other than the Annual Meeting;
11. Officers shall normally be elected by a majority of current Directors personally present at such additional election so long as a quorum is present. Votes cast shall be conducted by secret ballot. The candidate(s) with the largest number of votes shall fill an Officer vacancy;
12. An Officer so elected shall remain in office for the duration of the vacant term so long as they remain eligible under Article VIII Section B;

#### F. Officer Compensation

1. Officers shall receive no compensation for acting as such;

#### G. Officer Resignation and Removal

1. An Officer that ceases to be eligible for Directorship under Article VIII Section B shall be removed.
2. Any Officer may resign their position by giving verbal or written notice to the Chairperson (or in the case of the Chairperson, the Board) without resigning as a Director of the Corporation. The Chairperson shall present all resignations to the Board of Directors for acceptance. Such resignation shall become effective upon acceptance of the Board of Directors, unless the notice specifies a later time for the notice to become effective. Any Officer may withdraw their resignation and resume their position if done prior to acceptance by the Board of Directors.
3. Any Officer may be removed from their position by a 2/3 vote of the Board of Directors, at any Regular or Special Meeting, for any one or more of the following reasons:

- (a) establishment of misfeasance, malfeasance, or nonfeasance;
- (b) establishment of an irresolvable “conflict of interest”;
- (c) establishment of a “gross lack of interest” in participating in Board affairs;
- (d) being absent without prior notification from two (2) consecutive Regular Meetings;
- (e) not attending at least 75% of Board Meetings, individual Committee assignments / meetings, or Corporation events;
- (f) establishment of malicious intent toward the welfare of the Corporation and its purposes.

## **ARTICLE X**

### **COMMITTEES**

#### **A. Standing Committees**

The Board of Directors shall have the following Standing Committees:

1. Executive Committee. The Executive Committee shall consist of the Officers of the Board. This Committee shall have the power to make decisions regarding business of extreme importance requiring immediate action or unfinished business discussed at a Regular Meeting and needing action prior to the next Board Meeting. This includes the expenditure of up to a maximum of \$10,000.00, unless the actual dollar amount was previously approved or has a budgeted amount. The Executive Committee shall report any action it takes at the next Board Meeting and shall be subject to review. Should any action by the Executive Committee be judged decisively and maliciously contrary to the will of the full Board’s previous stance on an issue, the remainder of the Board may vote to exact any disciplinary action it deems appropriate
2. Board Development Committee. The Board Development Committee shall actively recruit and recommend candidates for the Board of Directors, provide orientation and mentoring for potential and newly elected Directors, and perform an annual evaluation of sitting Directors. The Chairperson shall not be a member of this committee.

#### **B. Special Committees**

The Board of Directors may, by resolution, designate and appoint from time to time one or more special committees.

## **ARTICLE XI**

### **SPECIAL CORPORATE ACTIONS AND REGULATIONS**

#### **A. Execution of Written Documents**

Contracts, deeds, documents and instruments shall be signed and executed by the Chairperson (or other person as may be designated such executive signatory authority by

the Board of Directors) with approval by the Board of Directors for any financial commitments outside of the Board approved annual budget.

**B. Signing of Checks, Credit Cards and Notes**

Checks, notes, drafts and demands for money shall be signed by the Treasurer with approval by the Board of Directors of any expenditure(s) outside of the Board approved annual budget. In the absence of the Treasurer, the Chairperson (or other person as may be designated such executive signatory authority by the Board of Directors) may sign such items with the same approval requirements.

**C. Depository**

The Board of Directors, from time to time, may select one or more banks for the deposit funds of the Corporation, upon appropriate resolution.

**D. Credit Cards**

The Chairperson and Treasurer (and other person as may be designated such executive signatory authority by the Board of Directors) may hold a credit card to be used only for expenditures of the Corporation.

**ARTICLE XII**

**CORPORATE FUNDS AND INVESTMENTS**

**A. Bank Account.**

The Executive Committee is authorized to select such banks or other depositories as it shall deem proper for funds of the Corporation. The Treasurer and Chairperson (and other person as may be designated such executive signatory authority by the Board of Directors) shall be authorized, on the Corporation's behalf, to sign checks, drafts or other orders for the payment of funds.

**B. Investments**

The funds of the Corporation may be invested and reinvested from time to time in such property, stocks, bonds, or other securities, as the Board of Directors may deem desirable. The Corporation's funds may remain not invested to the extent deemed advisable by the Board of Directors.

**ARTICLE XIII**

**INDEMNIFICATION**

A. Every Director or Officer of the Corporation and his executors, administrators, and estate shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:

1. All costs, charges, and expenses whatsoever that a Director sustains and incurs

in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution, in good faith, of the duties of their office, or in respect of any such liability;

2. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as occasioned by their on willful neglect or default. The Corporation shall carry such sufficient indemnification insurance as is currently available and can be reasonable afforded by the Corporation.

- B. The Board of Directors may also provide for such indemnification of Committee members, Volunteers, Employees and Agents of the Corporation as provided in A.R.S. Section 10-1 005, as amended.

## **ARTICLE XIV**

### **PARLIAMENTARY AUTHORITY**

Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, or associated Standing Rules of the Corporation.

## **ARTICLE XV**

### **AMENDMENT OF BYLAWS**

Amendments. The Bylaws of the Corporation may be repealed, altered or amended at a Regular or Special Meeting of the Board of Directors by a two-thirds (2/3) vote of the Board of Directors present and voting provided there is a quorum at such meeting and provided further that all Directors of the Board were provided a copy of the proposed changes at least five (5) days prior to the meeting.

## **ARTICLE XVI**

### **SUSPENSION OF BYLAWS**

Suspensions.

- A. Individual bylaws of the Corporation may be suspended at any Regular, Annual or Special Meeting by a two-thirds (2/3) vote of the Board of Directors present and voting provided there is a quorum at such meeting.
- B. Under no circumstances shall this article or the full body of Bylaws ever be suspended.