

BYLAWS
OF
ARIZONA TRANSIT ASSOCIATION (AzTA)

ARTICLE I

MEMBERS

1.01 Classes of Membership

A. There shall be three (3) classes of membership of the Arizona Transit Association (AzTA) as follows:

1. Regular Membership

Regular members shall consist of a person representing a public or private organization identified under "Categories of Members" in Section 1.02 of the Association Bylaws. Each public or private organization shall be entitled to one vote. Representatives of private or public organizations are eligible to serve on the Board of Directors and/or committees.

2. Associate Membership

Associate members shall consist of people affiliated with those private or public organizations which have designated a representative to AzTA as a Regular Member; "Categories of Members" found in Section 1.02 of the Association Bylaws who have not been identified as that organization's voting member. Associate members shall not be entitled to vote or hold any office in the organization. Associate members can, however, serve on committees.

3. Honorary Membership

Honorary members shall consist of those individuals, selected by either the membership or the Board, who have provided outstanding contributions of professional services, materials or financial support to the Association. Honorary members shall not be entitled to vote and/or serve on the Board, however, they may serve on committees.

The Board of Directors may create additional classes of membership by specifying the qualifications and rights (other than voting rights) of, and the limitations upon, the members of such class.

1.02 Term of Membership

- A. Each member's term of membership shall continue as long as said member is in current financial standing. Each member's term of membership shall continue until such member's resignation, expulsion or death.
- B. If the Board of Directors creates any additional class of membership with a limited term of membership, such member's term shall expire according to the limitations imposed on the members of such class by the Board of Directors in creating the class.

1.03 Voluntary Resignation

Any member may resign by giving notice in writing to the Board President. Such resignation shall be effective according to its terms, or immediately if no effective date is given.

1.04 Suspension and Expulsion

A member may be suspended or expelled by the Board of Directors for any activity or behavior which the Board may deem contrary to the best interest of the Association, or for failure to pay dues.

1.05 Distributions to Members

- A. The Association shall not pay dividends or distribute any part of its income or profit to its members.
- B. Members shall not be entitled to distributive rights in the assets of the Association upon its dissolution or liquidation.

1.06 Dues

Membership dues shall be set annually by the Board of Directors. Dues are payable July 1 each year and are current through June 30 of the following year for Arizona Department of Transportation members. For all other members, dues will be payable on their membership anniversary date.

1.07 Categories of Members

- A. There are ten categories that form the membership base:
 - 1. Regional Agency
 - 2. DOT
 - 3. State, County, Municipal Agency (non-transit), including MPOs not affiliated with Regional Agencies
 - 4. Educational Institution
 - 5. Professional Consultant, Vendor, or Contractor
 - 6. Non-Profit Association/Individual/Small Business
 - 7. Community Supporter: (Non Transit)
 - 8. Exhibitor (non-voting)
 - 9. Affiliate (non voting)
 - 10. Special, Honorary, or Reciprocal

ARTICLE II

MEETING OF MEMBERS

2.01 Annual Meeting

The annual meeting of the Association shall be held in the spring of each calendar year at the call of the Board of Directors for the transaction of such business as may properly come before such meeting.

2.02 Regular and Special Meetings

Regular and special meetings of the members may be called at any time by the President or Vice President, or by a majority of the board members. The President or Vice President must also call a meeting upon receipt of a written request of one-third (1/3) or more of the members of the Association.

2.03 Executive Session

Any Executive Board member (as defined in Section 4.01) may call for an Executive Session, during any regular or special meeting, in order to discuss Association business in private. These Executive sessions may be for the purpose of consultation with legal counsel, employee negotiations, personnel matters or other related subjects, when discussion in public may jeopardize the actions of the Board. However, any formal action by the Executive Board must be made in the open session of the meeting.

2.04 Place/Time and Notice of Meetings

- A. Meetings of the members of the Association may be held inside or outside the State of Arizona. Any notice or waiver of notice of such meeting shall specify the place and time.
- B. Written notice of each meeting of the members of the Association shall be given not less than five (5) nor more than fifty (50) days before the meeting by electronic mail to such member's recorded address, or such other address filed with the AzTA Executive Assistant.
- C. The notice shall state the purpose or purposes for which the meeting is called and the place, date and hour thereof, and, unless it is a notice of an annual meeting, such notice shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting.
- D. No notice of any adjourned meeting need be given, if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.
- E. At the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting.

2.05 Record Date

- A. The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members or any adjournment thereof, or for the purpose of any other action by the members.
- B. Such record date shall be not more than fifty (50) days or less than five (5) days before the date of the meeting, or the date of any other such action, as the case may be.

2.06 Waiver of Notice

- A. A member may waive notice of a meeting, in writing, before or after such meeting.
- B. The attendance of any such member at any meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by such member.

2.07 Quorum

- A. At any meeting of the members of the Association the presence of at least one-third (1/3) of the regular membership shall be necessary to constitute a quorum for all purposes and the act of a majority of the members present. At any meeting at which there is a quorum, there shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-laws.
- B. In the absence of a quorum, a majority of the members present may adjourn the meeting from time to time.

2.08 Organization

- A. The President shall preside at each meeting of the members of the Association.
- B. In the absence of the President, the Vice President shall preside.
- C. In the absence of the President and the Vice President, another officer shall preside.
- D. The AzTA Executive Assistant shall act as secretary of the meeting.
- E. In the absence of the AzTA Executive Assistant, the chair of the meeting shall appoint someone to act as secretary.

2.09 Voting

Each Regular Member, as defined in Section 1.01(A) shall be the designated representative to vote at AzTA meetings. A record of the names and addresses of the members entitled to vote, shall be maintained at the principal office or place of business of the Association and be open for inspection by any member or director at all reasonable times. At every meeting of the membership, each regular member shall be entitled to vote in person. Upon the demand of any member, the vote upon any question before the meeting shall be held by secret ballot. All elections shall be held and all questions decided by a simple majority vote of the quorum.

ARTICLE III

BOARD OF DIRECTORS

3.01 Board of Directors

- A. The business and property of the Association shall be managed and controlled by a Board of Directors consisting of twenty-five (25) voting members. The AzTA Board of Directors will consist of eight standing permanent director positions from the organizations indicated below, six Greater Arizona representatives who are AzTA board appointed for three year terms and eleven elected Board of Director (private) positions.

DESIGNATED MEMBER ORGANIZATION SEATS

ADOT	Director Community Grant Services
City of Phoenix	Executive Staff
City of Tucson	Public Transit Administrator
MAG	Transportation Director
NAIPTA	General Manager
YCIPTA	General Manager
PAG/RTA	Executive Staff
Valley Metro/RPTA	Executive Staff
6 Greater Arizona representatives	AzTA Board Appointed (3 year term)

- B. A Nominating Committee will have the responsibility of selection and evaluation of the Elected Board of Director (private) candidates and the Board officers.

The Nominating Committee will consist of the Board Executive Committee. The Chair of the Nominating Committee will be the Past President. The Nominating Committee may also recommend to the Board, the establishment of committee chair positions as deemed appropriate.

ELECTED BOARD OF DIRECTOR SEATS (PRIVATE and NFP)

At Large Position
At Large Position
At Large Position
At Large Position
At Large Position
At Large Position
At Large Position
At Large Position
At Large Position
At Large Position
At Large Position
At Large Position

Committee Chair Positions (may be ex-officio, non-voting)

Executive	AzTA Board Appointed
Legislative	AzTA Board Appointed
Conferences, Events & Education	AzTA Board Appointed
Transit Coalition, Advocacy & Membership	AzTA Board Appointed

- C. A nomination and selection process will be conducted electronically with the entire membership during the spring of each year for the Elected Board of Directors (private) vacancies. An application/nomination process will be made available to all members. The Nominating Committee will review and evaluate each application and prepare a recommended slate of candidates to the Board of Directors for their approval. The proposed slate of directors will then be presented to the entire membership electronically and a yes/no vote for ratification will complete the process. The new Board will then be presented at the Annual Conference. Each new Director shall hold office for three-year terms and until a new election is held and installation of their respective successors takes place except as hereinafter otherwise provided.

When an Elected Board Director (private) vacancy occurs during the Fiscal year (July 1 – June 30), the Board Nominating Committee shall recommend appointment from a list of any applicant currently on file, to the Board of Directors for immediate approval.

- D. Each director of the Association shall be a member of the Association for such director's term.
- E. All of the eleven (11) Elected Board Directors must be individuals employed by the private sector or not-for-profit organization.
- F. Elected Board Directors who terminate employment with any member company, agency or organization may no longer serve on the Board of Directors unless application has been made and the individual re-appointed consistent with the process in 3.01 (c) previous.
- G. A Board Director may designate one alternate person to attend AzTA board meetings. This alternate will have voting privileges and must be an employee of the same member organization. The alternate shall be identified in writing to the Executive Director.
- H. Directors are required to attend a minimum of fifty (50) percent of Board meetings per fiscal year without missing three (3) consecutive meetings; failure to do so may result in being removed from the Board. A Board Director alternate does not satisfy the requirement for the Director to attend the required meetings above. Removal may be appealed by application to the Board when circumstances merit continuation.
- I. The Board of Directors may appoint ex-officio officers to the Board. Ex-Officio members have no voting privileges.
- J. The nominating committee chairman shall facilitate the determination of the slate of Board Officers. Board Officers include the President, Vice President, Past President, and Secretary/Treasurer. This event shall occur every two years or upon the need to replace an existing Board Officer. The slate of officers shall be presented to the Board for approval. Once approved, the entire membership shall be informed of the Board decision to elect the Board Officer(s).
- K. When the nominating committee must fill a vacant Board position, then membership on the Board of Directors is intended to be limited to one individual per employer or parent company (in the event of multiple divisions or subsidiaries of the same member organization.) within any single MPO area.

3.02 Resignation

- A. Any Director may resign at any time by delivering a written resignation to the President or the Secretary/Treasurer.
- B. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

3.03 Removal

- A. Any Director may be removed, either for or without cause, by vote of the members of the Association entitled to vote in the election of Directors.
- B. Any Director may be removed for cause by vote of the Board of Directors, provided that there is a quorum of not less than a majority of the entire Board present at the meeting of the Board at which such action is taken.

3.04 Vacancies

Any vacancy on the Board occurring during a term shall be filled for the unexpired portion of the term by an appointment of the Nominating Committee.

3.05 Regular Meetings

Regular meetings of the Board of Directors shall be held no less frequently than quarterly, at such time and at such places as may be fixed for such meetings by resolution of the Board.

3.06 Special Meetings

Special meetings shall be held at any time when called by order of the President, or Vice President, or by a majority of the Board members.

3.07 Meetings by Telephone

Directors or any committee of the Board of Directors may participate in any meeting by means of a conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other. Such participation shall constitute attendance in person at such meetings.

3.08 Notice of Regular Meetings

- A. Written notice of each regular meeting of the Board of Directors shall be given to each Director not less than five (5) nor more than thirty (30) days before the day on which the meeting is to be held by first class mail or e-mail to such Director's residence or usual place of business.
- B. Each such notice shall state:
 - 1. the purpose or purposes of the meeting.
 - 2. the time and place of such meeting.
- C. Notice of any regular meeting of the Board need not be given to any Director who shall submit a signed waiver of notice of such meeting, whether before or after such meeting, or if he/she shall attend such meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.
- D. Except as specified in Section 3.10, no notice need be given of any adjourned meeting.

3.09 Notice of Special Meetings

- A. Notice of a special meeting of the Board of Directors shall be given to each Director not less than ten (10) days before the time at which the meeting is to be held.
- B. Such notice shall be given in writing to each Director in person, or by first class mail, to such Director's residence or usual place of business, by e-mail, by telephone call placed to such Director's residence or usual place of business with reasonable attempts to insure that the Director will be notified of the meeting by the person receiving the call.
- C. Each such notice shall state:
 - 1. the purpose or purposes of the meeting.
 - 2. the time and place of such meeting.
 - 3. by whose order it was called.
- D. Notice of any special meeting of the Board need not be given to any Director who shall submit a signed waiver of notice of such meeting, whether before or after such meeting, or if he/she shall attend such meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.
- E. Except as specified in Section 3.10, no notice need be given of any adjourned meeting.

3.10 Quorum; Adjournments

- A. Except as otherwise required by law or by these Bylaws, the presence at any meeting of the Board of Directors in person or not less than one-half (1/2) of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business.
- B. Whether or not a quorum is present, a majority of the Directors present in person may, by resolution, adjourn any meeting to another time or place.
- C. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the Directors who were not present at the time of adjournment, and unless such time and place are announced at the meeting, to the other Directors.
- D. At any duly adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.
- E. Between meetings, business may be transacted as needed by a quorum of board members in communication electronically.

3.11 Organization

- A. The President shall preside at each meeting of the Board of Directors.

- B. In the absence of the President, the Vice President shall preside.
- C. In the absence of both the President and the Vice President, another officer shall preside.
- D. The AzTA Executive Assistant shall act as secretary of the meeting.
- E. In the absence of the AzTA Executive Assistant, the chair of the meeting shall appoint someone to act as secretary.

3.12 Conflict of Interest

- A. Any possible conflict of interest on the part of any member of the Board shall be disclosed to the other member of the Board, and made a matter of record.
- B. No Board member shall vote on issues representing a possible conflict of interest.
- C. Such member or members shall not be counted in determining the quorum for the vote being considered.
- D. Board members shall not vote on issues relating to their personal interests, or when the outcome of such a vote would apply to their organization and not to all member organizations.
- E. When doubt arises as to the potential conflict of interest situation, the elected Board, excluding those possibly in conflict, shall decide whether or not the potential for conflict exists.
- F. The foregoing policy shall not be construed as preventing a Board member from providing expertise or opinions when such information may be helpful to the Board in making its decisions.
- G. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

ARTICLE IV

POWERS AND RESPONSIBILITIES

4.01 Board of Directors

- A. The activities, affairs and property of the Association shall be managed, directed and controlled by the Board of Directors.
- B. The powers of the Association shall be exercised by the Board of Directors, except as otherwise provided by law or by these Bylaws.
- C. The Board of Directors shall elect officers of the Association to include a President, Vice President, Past President, and Secretary/Treasurer, all of whom shall be elected from among the directors, and such other officers as may be appointed from time to time in accordance with the provisions of Section 3.04.
- D. The Board of Directors shall vote on recommendations of the executive board, executive director, or board officers.
- E. The Board may by general resolution, delegate to the committees of their own number, or to officers of the Association, such powers as they may see fit. The representatives of the Association are authorized to perform such acts or duties on behalf of the Association as the Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law. The Board, except as these Bylaws may otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or in any amount.
- F. Executive Board
 - 1. Shall include the President, Vice President, Past President, and Secretary/Treasurer.
 - 2. Shall be responsible for developing or causing to be developed an annual work plan which is consistent with the AzTA Strategic Plan and board approved.
 - 3. Shall be responsible for evaluating the executive director at least annually as per adopted performance evaluation procedures and for making recommendations to the full board on adjustments to pay or employee status.
 - 4. Shall approve the agenda for the annual board retreat.
 - 5. Shall develop or cause to be developed a proposed budget for consideration at the Annual Board Retreat
 - 6. May enlist volunteer assistance from other board members and delegate tasks to the executive director as consistent with these by-laws and the AzTA strategic plan.

4.02 President

- A. The President shall preside at all meetings of the members of the Association and of the Board, including the annual legislative meeting and annual conference, and may call meetings thereof (other than the annual meetings of the members and the Board).
- B. The President or designee shall represent the association on behalf of the Board as consistent with the by-laws
- C. The President shall in conjunction with the Executive Director, develop the agenda of the Board and shall approve Board Meeting agendas.
- D. Shall provide direction and support to the Executive Director between Board meetings.
- E. Shall take a leadership role in ensuring that all responsibilities of the Executive Board are met.

4.03 Vice-President

- A. The Vice President shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him/her from time to time by the Board of Directors or by the President.
- B. The Vice President shall perform the duties and exercise the powers of the President in the event of the absence of the President, or in the event of the President's inability to act.

- C. The Vice President shall automatically become President of the organization at the end of his/her term, subject to Board of Directors approval.

4.04 The Secretary/Treasurer

- A. The Secretary/Treasurer shall be the principal financial and accounting officer of the Association, and shall have general charge and supervision over and be responsible for the finances, monies, securities, receipts and disbursements of the Association.
- B. Cause the monies and the valuable effects of the Association to be deposited in the name and to the credit of the Association in such banks, trust companies or other depositories as from time to time may be designated by the Board of Directors.
- C. Have charge of the disbursement of the monies of the Association in accordance with the directions of the Board or of the President.
- D. Shall review and approve minutes before they are presented to the full board for consideration.
- E. Exhibit the books of account of the Association and all securities, vouchers, papers and documents of the Association in his/her custody to any director or designee of the Board or of the President upon request.
- F. Make annual reports to the members of the Association concerning the assets, if any, held by the Association to be administered for specific purposes and the use made of such assets and of the income thereof.

4.05 Executive Director

- A. An Executive Director may be employed by the Association, if deemed necessary by the Board. The Executive Director is responsible for the day-to-day operation of AzTA under the policy direction of the Executive Board. The Executive Director will design, develop and implement upon approval of the Executive Board plans and programs consisting of at least the following subjects:
 - 1. Communications
 - 2. Marketing
 - 3. Finance
 - 4. Legislative
 - 5. Membership
 - 6. Public/Private Cooperation
 - 7. Education and Training
- B. An Executive Director may be employed by the Association, if deemed necessary. The Executive Director will serve on all Association Advisory committees and perform the administrative and research functions necessary to accomplish the recommendations of the committees and ensure implementation of such recommendations upon approval of the Association.
- C. The responsibilities of the Executive Director shall be detailed in a job description.
- D. The Executive Director will receive annual compensation as agreed upon by both the Executive Director and Executive Board and approval of the Board, in addition to a benefits package also negotiable on an annual basis. Travel and other business expenses will be reimbursed in accordance with the Association personnel guidelines concerning these subjects.

4.06 The AzTA Executive Assistant

An Executive Assistant may be employed by the Association, if deemed necessary by the Board. The AzTA Executive Assistant shall, under the direction of the Executive Director:

- A. Be custodian of all records and documents of the Association, and see that all books, reports, statements, certificates and other documents and records required by law are properly made, kept or filed, as the case may be.
- B. Give or cause to be given all notices required by law or by these Bylaws.

- C. Keep or cause to be kept a record which shall contain:
 - 1. the names and addresses of the members, Directors and Officers of the Association.
 - 2. the dates on which such persons became members or officers.
 - 3. the class of membership of the members.
- D. Keep or cause to be kept the minutes of all meetings of the Board of Directors, the committees of the Board, if any, and the members of the Association.
- E. In general, perform all other duties, not inconsistent with these Bylaws, as are ordinarily incident to the Office of Secretary, or as may be determined from time to time by the Board or by the President.
- F. The responsibilities of the Executive Assistant shall be detailed in a job description.

4.07 Officer Elections: Term of Office

- A. All officers shall be elected by the Board of Directors.
- B. Prior to the Board Retreat or the first meeting of the Board each fiscal year, all officers except for the Past President, shall be elected for a two-year term to take effect immediately following the election. Officers may serve no more than two consecutive two-year terms. The office of Past President is not elected, but is “qualified” based on prior service as President.

4.08 Resignation

- A. Any officer may resign at any time by delivering a written notice of resignation to the President or the Secretary/Treasurer.
- B. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

4.09 Removal

Any officer or agent may be removed at any time, either for or without cause, by the Board of Directors.

4.10 Vacancies

Any vacancy in an office may be filled for the unexpired portion of the term, through a nomination by the Executive Board and a vote by the Board of Directors.

ARTICLE V

COMMITTEES

5.01 Standing Committee - Creation

- A. The Board of Directors, by resolution adopted by a majority of the entire Board, may create Standing Committees of the Board.
- B. Any standing Committee of the Board shall consist of two (2) or more Directors and among any member of the Association as the Board may see fit. The President shall have approval on committee composition.
- C. The Board may designate one (1) or more directors as alternate members of any Standing Committee, who may replace any absent member or members at any meeting of such committee.
- D. Each Standing Committee shall serve at the pleasure of the Board.

5.02 Standing Committees - Powers

- A. Any Standing Committee shall exercise such powers, subject to such limitations as may be provided from time to time by resolution adopted by a majority of the entire Board.
- B. Notwithstanding the foregoing, no Standing Committee shall have authority as to the following matters:
 - 1. The submission to the members of the Association of any action requiring members' approval under applicable law.
 - 2. The filling of vacancies in the Board of Directors or in any committee.
 - 3. The fixing of compensation of the Directors for serving on the Board or on any committee.
 - 4. The amendment or repeal of the Bylaws.
 - 5. The adoption of new Bylaws.
 - 6. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repeal able.

5.03 Standing Committees - Procedure

- A. Any Standing Committee may fix its own respective rules of procedure, provided that:
 - 1. The presence of not less than one-half (1/2) but not less than two (2) members of any such committee shall be necessary and sufficient to constitute a quorum for the transaction of business.
 - 2. A record of the proceedings shall be kept, and shall be presented to the Board of Directors at its meetings.

5.04 Special Committees

- A. The Board of Directors, from time to time, may create such special committees of the Board as the Board may deem desirable.
- B. The members of such special committees shall be appointed by the President from among the Directors, with the consent of the Board.
- C. Special committees shall have only the powers specifically delegated to them by the Board.
- D. In no case shall any such committee have powers which are not authorized for standing committees, under Section 5.02.
- E. Each special committee shall serve at the pleasure of the Board.

ARTICLE VI

FINANCES

6.01 Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other depositories as the Board Executive Committee may from time to time determine, or as may be determined by any officer or agent authorized to so determine by the Board.

6.02 Checks and Endorsements.

- A. All checks, drafts, endorsements, notes and evidences of indebtedness of the corporation shall be signed by such officer or officers or agent or agents of the Association and in such manner as the Board Executive Committee may from determine from time to time.
- B. Endorsements for deposits to the credit of the Association shall be made in such manner as the Board may determine form time to time.

6.03 Investment of Funds

Subject to the limitations and conditions contained in any gift, devise, bequest or grant, the Association may invest its funds in such real or personal property, including such mortgages, bonds, debentures, shares of preferred and common stock and other securities, as the Board Executive Committee shall deem advisable.

6.04 Real Property Transactions

No purchase of real property shall be made by the Association.

6.05 Liabilities

The secretary/treasurer shall assure that upon each financial report of the Association that all liabilities of the Association are reported to the Board.

6.06 Financial Review

The Board of Directors shall arrange for the review of the books and records of the Corporation as necessary and minimally once every two years. A report of findings shall be made to the Board by no later than three (3) months after the close of each fiscal year. The Board may determine the methodology, level and requirements of review, and if necessary and appropriate, require the preparation of a certified audit.

ARTICLE VII

COMPENSATION AND INDEMNIFICATION LIABILITY/INSURANCE

7.01 Compensation of Directors

The Directors of the Association shall serve as such without salary, but the Board of Directors may authorize reimbursement for payment by the Association of reasonable actual expenses incurred by the Directors in the performance of their duties, and of reasonable compensation for special services rendered by any Director.

7.02 Indemnification

- A. The Directors and Officers of the Association shall be indemnified by the Association to the full extent permitted by applicable law.
- B. Other agents of the Association shall be entitled to indemnification to the same extent as Directors and Officers.
- C. This right of indemnification is not exclusive, and shall not affect any other rights to indemnification to which such Director, Officer or other agent may at the time be entitled by contract or otherwise by law.

7.03 Directors & Officers Liability Provision

- A. No director of the Association shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for:
 - 1. any breach of the director's duty of loyalty to the Association or its members.
 - 2. acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law.
 - 3. any violation of Arizona Revised Statutes Section 10-1026, prohibition against issuance of stock and payment of dividends.
 - 4. any transaction from which the director derived an improper personal benefit.
 - 5. any violation of Arizona Revised Statutes Section 10-1097, conflict of interest.
- B. For purposes of this article, the term "director" includes a trustee and a person who serves on the Board or council of the Association in an advisory capacity.

7.04 Exempt Activities

Notwithstanding any other provisions of these Bylaws, no member, manager, officer, employee, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by any organization exempt under Section 501(c) of the Internal Revenue Code of Regulations adopted pursuant thereto as now exists or as may hereafter be amended, or by an organization the contributions to which are deductible under Section 170(c) (2) of such code and regulations adopted pursuant thereto as now exist or as may hereafter be amended.

7.05 Insurance

The Association shall hold harmless existing and former Board members and officers, both individually and as a group, from and against all claims, demands, damages, liabilities, attorneys' fees, costs, interest, penalties and expenses of whatsoever kind or nature (hereinafter "claims or expenses") due to, relating to or arising out of, directly or indirectly, their service as a member of the Board, or as an officer of the Association and such indemnity, duty to defend and hold harmless shall be binding upon the Association regardless of whether such claims or expenses are due to or related to, in whole or in part, any faulty or negligent act or omission of the Board member; provided, however, that the foregoing shall not include any act or omission of the Board member constituting willful misconduct or gross negligence.

ARTICLE VIII

MISCELLANEOUS

8.01 Fiscal Year

The fiscal year of the Association shall be from July 1st through June 30th of the ensuing calendar year.

8.02 Nondiscrimination

This Association shall not, in any of its activities, policies or programs, discriminate on the basis of race, color, religion, creed, sex, age, disability, national origin, marital status, or sexual or affectional preference.

8.03 Prohibition Against Sharing in Association Earnings

No member, manager, officer, or employee of or members of a committee of or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association; and no such person or persons shall be entitled to share in the distribution of any of the association assets upon the dissolution of the Association; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Executive Board.

8.04 Distribution of Assets Upon Dissolution

All members of the Association, shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Executive Board, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Executive Board may determine or as may be determined by a court of competent jurisdiction upon application of the Executive Board, exclusively to charitable, religious, scientific, literary, or education organizations which would then qualify under provisions of Section 501(c)(3) of the Internal Revenue Code and regulations adopted pursuant thereto as may now exist or as may hereafter be amended.

ARTICLE IX

AMENDMENT OF BYLAWS

9.01 Amendment of Bylaws

- A. By Directors - The Board shall have power to make, alter, amend, and repeal the Bylaws of the Association by affirmative vote of a two-thirds majority vote of the Board, provided, the action is proposed at a meeting of the Board and adopted at a subsequent meeting, except as otherwise provided by law. All Bylaws made by the Board may be altered, amended, or repealed by the members.
- B. By Regular Members - The Bylaws may be altered, amended, or repealed at any meeting of members of the Association by a two-thirds (2/3) majority vote of all the regular members provided that the proposed action is included in the notice of such meeting.

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Revised 08-16-98
Revised 09-26-01
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Revised 06-24-05
Revised 02-21-07
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Revised 01-10-11
Revised 04-09-12
Revised 03-13-13
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