## ARTICLE I <br> Offices

Section 1. Organization. Arizona Center for Rural Leadership, Inc. (the "Corporation") is a non-profit corporation organized under the laws of the State of Arizona exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. Offices. The Corporation shall maintain its principal office within the State of Arizona.

Section 3. Known Place of Business. The known place of business of the Corporation, as required by A.R.S. § 10-3501, may, but need not, be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with A.R.S. § 10-3502.

## ARTICLE II

## Members

Section 1. Membership. The Corporation shall not have members.

## ARTICLE III <br> Directors

Section 1. Powers of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors. Nothing herein shall be construed to confer on the Board of Directors the power to carry on any activity not contemplated in the purposes of the Corporation as set forth in the Articles of Incorporation.

Section 2. Number. The Board of Directors shall always consist of at least three (3) but no more than, forty-five (45) Directors. Subject to the foregoing limitations, the number of Directors may be altered from time to time by a duly adopted resolution of the Board of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent Director.

## Section 3. Election of Directors.

The Board of Directors at its annual meeting shall elect Directors whose terms are due to expire and each Director elected shall hold office for the term for which he or she is elected or until his or her successor is elected or until his or her earlier death, resignation, or removal. Each Director shall have one vote for each Directorship to be elected.

Section 4. Term of Office. The term of office of each Director shall be two (2) years from the date of the annual meeting at which they were elected. At each annual meeting, a number
of Directors equal to the number whose term then expires shall be elected for terms of two (2) years.

Section 5. Resignation. Any Director of the Corporation may resign at any time, by giving written notice to the Corporation. Such resignation shall take effect upon receipt or at the later time specified in the written notice and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation, or removal, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the affirmative vote of the (a) Board, (b)majority of the remaining Directors if less than a quorum remains, or (c) by a sole remaining Director, at a special, regular, or annual meeting. A Director elected to fill a vacancy occurring in the Board of Directors shall hold office until the term of the Director whose seat was vacated expires.

Section 7. Removal. A Director may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the Directors (excluding for purposes of such vote the Director sought to be removed.)

Section 8. Quorum. A number equal to fifty percent (50\%) of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, the majority of the Directors present may adjourn the meeting.

Section 9. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws.

Section 10. Meetings. Meetings of the Board of Directors, regular, annual or special, shall be held at such time, day, and place as the Board Chair, Vice-Chair, or the Board of Directors shall designate, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Meetings shall be conducted and contested matters decided according to the then current edition of Robert's Rules of Order.

Section 11. Notice. Notice of any meeting shall be delivered at least ten (10) days prior to the meeting by written notice delivered personally, by mail or by any other commercially acceptable means of business communication including, but not limited to, overnight mail, electronic mail, fax, telex or telecopier to each Director at his or her address. If mailed, such notice shall be deemed to be delivered two business days after deposit in the United States mail, so addressed, with postage prepaid.

The business to be transacted at any meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting unless otherwise required by the Articles of

Incorporation or these Bylaws. The business to be transacted at such meeting shall be limited to the agenda items listed in the notice of such meeting and to all matters as the Chair of the meeting may rule to be germane to such items.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all Directors entitled to vote consent in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 13. Compensation and Expenses. Directors shall serve without compensation. Expenses incurred in connection with the performance of their official duties may be reimbursed to Directors upon approval of the Board of Directors. A Director shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation for such services.

Section 14. Conflict of Interest. All Directors shall annually review and sign the Corporation Conflict of Interest Disclosure.

Section 15. Honorary Board of Directors. The Board of Directors may establish an honorary board the qualifications for which shall be determined by the Board of Directors.

## ARTICLE IV

## Committees

Section 1. Executive Committee. The Board of Directors, by resolution, may designate an Executive Committee consisting of the Board Chair and one or more other Directors. The Board Chair shall be designated as the Chair of the Executive Committee. To the extent provided in such resolution, the Executive Committee shall have and may exercise all the authority of the Board of Directors; provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to the following matters: (a) the filling of vacancies on the Board of Directors or in any committee of the Board of Directors; (b) the amendment or repeal of the Corporation's Articles of Incorporation or Bylaws or the adoption of new Articles of Incorporation or Bylaws; (c) the fixing of compensation of Directors for serving on the Board of Directors or on any committee of the Board of Directors; (d) the liquidation or dissolution of the Corporation, or the transfer, disposition, or encumbrance of the properties or assets of the Corporation other than in the ordinary course of the Corporation's business, and (e) the obligation of the Corporation on loans to the Corporation without prior approval of the Board of Directors.

Section 2. Other Committees. The Board of Directors, by resolution, may create such other committee or committees of the Board as it shall deem advisable and with such rights, powers, and authority as it shall prescribe except as otherwise provided by law. Each such committee shall consist of one or more Directors and a Committee Chair who will be appointed by the Board Chair. In addition, the Board of Directors, by resolution, may appoint advisory councils or committees outside the membership of the Board and vest such bodies with such powers as the Board may include in its resolution.

Section 3. Tenure. Each member of a committee shall continue as a member thereof until the expiration of his or her term as a Director or his or her earlier resignation or death, unless sooner removed as a member of the committee or as a Director.

Section 4. Committee Changes. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time.

## ARTICLE V

## Officers

Section 1. Number. The officers of the Corporation shall be the Board Chair, ViceChair, Secretary, Treasurer, Immediate Past Board Chair and such other officers, assistant officers and agents as may be deemed necessary by the Board of Directors. No two officer positions may be held by the same person except Secretary or Treasurer. The Board Chair shall also act as Chair of the Board of Directors.

Section 2. Election and Assumption. The Board of Directors at its annual meeting shall elect any officer position of the Corporation that will become vacant at the annual meeting pursuant to sections 4 and 5 below from the membership of the Board of Directors. The Board Chair assumes office immediately upon the completion of their term as Vice-Chair. The Immediate Past Board Chair assumes office immediately upon the completion of their term as Board Chair. Each officer shall hold office until their successor is duly elected, assumes office or their earlier death, resignation, or removal.

Section 3. Eligibility to Serve as Board Chair or Immediate Past Board Chair. The Board Chair must have served as the Vice Chair unless no other Director has served as the Vice Chair. The Immediate Past Board Chair must have served as the Board Chair.

Section 4. Terms and Prohibition on Re-election for Board Chair, Vice Chair and Immediate Past Board Chair. The term of office for the Board Chair, Vice Chair and Immediate Past Board Chair shall be three (3) years or until their successor is duly elected, assumes office, or their earlier death, resignation, or removal. The Board Chair, Vice Chair, and the Immediate Past Board Chair cannot run for re-election to their office.

Section 5. Terms and Limitation on Length of Service for Secretary and Treasurer. The length of term for the offices of Secretary and Treasurer shall be three (3) years or until their successor is duly elected, assumes office or their earlier death, resignation, removal or they are no longer a Director. The Secretary and the Treasurer may run for re-election for to their office.

Section 6. Removal and Resignation. Any officer or agent may be removed, with or without cause, by a vote of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any officer may resign at any time by giving written notice to the Board of Directors at the Corporation's known place of business. Such resignation shall take effect
upon receipt or at the later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or any other reason, may be filled by a vote of the Board of Directors for the unexpired portion of the term.

Section 8. Board Chair. The Board Chair is the chief volunteer of the Corporation providing leadership to and management of the Board of Directors, Executive Committee and Executive Director. Ensures the Board fulfils its legal and financial obligations and individual board members fulfil their board responsibilities. Acts as a partner with the Executive Director to ensure the directives of the Board are fulfilled. Fosters the recruitment of a diverse board and staff that reflects the communities the Corporation serves. Leads the Executive Committee in annually evaluating the performance of the Executive Director and the effectiveness of the Board in achieving the mission of Corporation.

Section 9. Vice-Chair. The Vice-Chair shall be vested with all powers and shall perform all duties of the Board Chair during the absence of the Board Chair. The Vice-Chair shall perform all duties incident to the office of Vice-Chair and such other duties as assigned to the Vice-Chair by the Board Chair or the Board.

Section 10. Secretary. The Secretary, with the assistance of staff, shall be responsible for (a) preparation of minutes of all meetings of the membership, Board and Executive Committee, (b) seeing that all notices are given in accordance with these Bylaws or as required by law, and (c) performing all duties incident to the office of Secretary and such other duties as assigned to the Secretary by the Board Chair or the Board.

Section 11. Treasurer. The Treasurer, with the assistance of staff, shall be responsible for (a) providing financial oversight and monitoring the financial health of the Corporation and (b) performing all duties incident to the office of Treasurer and such other duties as assigned to the Treasurer by the Board Chair or the Board.

Section 12. Immediate Past Chair. The Immediate Past Chair shall serve as the Chair of the Nominations Committee as well as perform all duties assigned to the Immediate Past Chair by the Board Chair or the Board.

Section 13. Additional Officers. Other officers, assistant officers, or agents elected or appointed by the Board of Directors shall perform such duties as shall be assigned to them by the Board Chair or the Board of Directors.

Section 14. Compensation and Expenses. Officers shall serve as such without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors. An officer shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation for services rendered in such other capacity.

Section 15. Executive Director. In addition to the officers, the Board of Directors may also appoint an Executive Director who shall have general administrative authority over all personnel employed by the Corporation and the business affairs of the Corporation and who, subject to the direction and control of the Board of Directors, shall administer and manage the affairs of the Corporation.

## ARTICLE VI

## Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its Directors or officers.

Section 3. Checks and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, or the Executive Director of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE VII Waiver of Notice

Whenever any notice is required to be given to any Director, a waiver thereof in writing signed by such Director, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of
such meeting, except when the Director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VIII Amendment of Bylaws

These Bylaws may be altered, amended, or repealed or new Bylaws adopted by a vote of the Board of Directors.

## ARTICLE IX Nonprofit Operation

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or officers without full consideration.

## ARTICLE X

## Affiliated Transactions and Interested Directors

Section 1. Affiliated Transactions. No contract or other transaction between the Corporation and Interested Persons (as hereinafter defined); including the sale, lease or exchange of property to or from Interested Persons, the lending or borrowing of monies to or from Interested Persons by the Corporation or the payment of compensation by the Corporation for services provided by Interested Persons, shall be void or voidable because of the relationship or interest between the Corporation and the Interested Persons or because any Interested Person is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such transaction or because his, her or their votes are counted for such purpose if:
(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); or
(b) The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

As used herein, the term "Interested Persons" shall mean any Director or officer of the Corporation, or any corporation, firm, association or other entity in which one or more of the Corporation's Directors or officers are Directors, officers or members or are financially interested.

Any person seeking to establish that a contract or transaction described herein is void or voidable for any reason set forth herein shall first prove, by a preponderance of the evidence, that the provisions of subparagraphs (a) and (b) of Section 1 are not applicable.

Section 2. Determining Quorum. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction.

Section 3. Loans to Directors and Officers. Notwithstanding anything herein to the contrary, the Corporation shall not lend money to or use its credit to assist its Directors, whether or not employees, or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment of the loan.

