

Amended and Restated By-Laws Of the Southern Arizona Volunteer Management Association An Arizona Nonprofit Corporation

ARTICLE I: NAME

SECTION 1. CORPORATE NAME.

The name of this corporation is the Southern Arizona Volunteer Management Association, hereinafter referred to as "SAVMA" or the "Corporation".

ARTICLE II: OFFICES

SECTION 1. CORPORATE OFFICES.

The Corporation shall maintain its principal office within the State of Arizona at such place as determined by the Board of Directors.

SECTION 2. STATUTORY AGENT

The Corporation, as required by A.R.S. §10-3501, will maintain a statutory agent who resides in this state. The address of the known place of business and the statutory agent may, but need not, be the same.

ARTICLE III: MISSION

SECTION 1. MISSION

SAVMA is a professional association promoting excellence in the field of volunteer program management, providing educational programs, leadership, state-of-the-art information and resources, networking opportunities and support to the volunteer community throughout Southern Arizona.

ARTICLE IV: PURPOSE AND VALUES

SECTION 1. PURPOSE

The Corporation has been formed under Arizona law as a nonprofit charitable and educational organization and is not organized for the private gain of any person. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 2. VALUES

All decisions made by the Board of Directors will support the mission and aim to advance volunteerism, provide for the professional development of volunteer managers, and support volunteer programs in the community. All members of the Corporation and the community will always be treated with respect,

integrity, and professionalism thereby enhancing the profession of volunteer management in the eyes of the community and organizations that use volunteers.

SECTION 3. DEDICATION OF ASSETS.

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V: MEMBERSHIP

SECTION 1. MEMBERS

SAVMA is a membership corporation within the meaning of A.R.S. §10-3601 et seq. Membership in SAVMA is open to individuals and organizations interested furthering the mission of the Corporation and encouraging volunteerism in the community. A person or organization in good standing in the community may become a member after submission of an approved application, payment of annual dues, and approval by the Board, committee, or person authorized by the Board to approve such applications.

Membership in SAVMA is entirely at the discretion of the Board of Directors.

SECTION 2. NONDISCRIMINATION POLICY

SAVMA shall not discriminate against any member or applicant on the basis of race, color, national origin, ancestry, religion, sex, disability, age, sexual orientation, gender identity, familial status, or marital status.

SECTION 3. OTHER PERSONS AND ORGANIZATIONS ASSOCIATED WITH THE CORPORATION.

The Corporation may refer to persons and organizations associated with it as "members" even though they do not meet the qualifications set forth in Article V Section 5 Subsection (a) or (b) of these by-laws, but no such reference shall constitute anyone or any organization a member for the purposes of voting or other purposes.

SECTION 4. DUES, FEES AND ASSESSMENTS

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. Those members who have timely paid the required dues, fees, and assessments and who are not suspended shall be members in good standing. The Board may require the payment of dues, fees and assessments, in amounts to be fixed from time to time, by those persons associated with the Corporation as described in Section 3 above.

SECTION 5. CLASSES OF MEMBERSHIP

SAVMA shall have four (4) classes of membership as follows:

a) Organizational Membership

An Organization Membership is open to ~~nonprofit, governmental, and tax-exempt~~ organizations actively engaged with volunteers, volunteer management, or volunteerism. Organizational membership holders shall designate, in writing, at least one (1) employee or representative to

exercise the rights of membership including voting and receiving notices on behalf of the member organization. Each Organizational Membership allows a maximum of three (3) designated representatives that have full voting and full membership benefit rights. A member organization that does not have an active currently designated member representative does not count toward a quorum in any vote.

b) Individual Membership

An Individual Membership is open to individuals who are actively engaged with volunteers, volunteer management, or volunteerism. Each Individual Membership confers the right to one (1) vote and full membership benefit rights.

c) Supporting Membership

A supporting membership is open to any person, company, or organization not actively involved with volunteers or volunteerism that wishes to align itself with and support the mission of the Corporation and promote volunteerism in the community. A supporting organization is not entitled to vote nor does a Supporting Membership confer any of the rights to benefits of a membership as described in Subsections (a) and (b) above. A supporting member may be listed as such on the Corporation's official website and in any other media as ordered by the Board of Directors.

d) Student Collegiate Membership

A student-collegiate membership is open to any person currently enrolled in an accredited college or university for a minimum of 6 credit hours in the current semester in a field of study that encompasses work in a field related to volunteerism or prepares the student for a career in the organizations listed in section (a) above, or an accredited program to obtain a certificate in nonprofit or volunteer management. ~~A student member shall not have voting rights. The Board shall determine what other membership benefits confer to a student membership.~~

SECTION 6. MEMBER VOTING RIGHTS

Members entitled to vote shall be those members entitled to vote and in good standing as of the time of the vote.

Each designated organizational representative and each individual member shall have one vote on any matter before the members. No organization shall cumulatively hold more than three (3) votes by their designated representatives, ~~members, employees, or volunteers~~. Members shall have the right to vote on the election of ~~directors~~, the amendment or restatement of the Corporation's Articles of Incorporation or By-laws, the dissolution of the Corporation, and any other such matters reserved to them by law, in the Articles of Incorporation, or in these By-laws.

SECTION 7. TRANSFER OF MEMBERSHIP

Organizational memberships are assignable and transferrable to ~~employees designated or~~ representatives of the member organization's choice upon written notice to ~~SAVMA Leadership the Board~~. Individual memberships are transferable at the discretion of the Board, committee or person authorized by the Board to approve such transfers. No other memberships are transferrable or assignable.

SECTION 8. TERMINATION OF MEMBERSHIP

A membership shall terminate on the occurrence of any of the following events:

- a) Resignation of the member, given either orally to a Director or in writing;
- b) Expiration of the period of membership
- c) Failure to pay dues, fees, or assessments as set by the Board within thirty (30) days after they become due and payable;
- d) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- e) Expulsion of the member under Article 5, Section 10 of these by-laws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has violated in a material and serious degree the Code of Ethics of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

SECTION 9. SUSPENSION OF MEMBERSHIP.

A member may be suspended under Article 5, Section 10 of these by-laws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has violated in a material and serious degree to the Code of Ethics of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

SECTION 10. PROCEDURE FOR SUSPENSION OR EXPULSION

If grounds appear to exist for expulsion or suspension of a member under Article 5, Section 8 or 9 of these by-laws, the procedure set forth below shall be followed:

- a) The member shall be given fifteen (15) days' notice, by any method reasonable calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefore. Any notice given by mail shall be sent by first-class, registered, or certified mail to the member's last address as shown on the Corporation's records.
- b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or expulsion should take place.
- c) The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.
- d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the effective date of the action.

SECTION 11. TRANSFER OF RIGHTS AND PRIVILEGES

Pursuant to A.R.S. §10-3611, no membership or right arising from membership is transferrable or assignable except as expressly written in these By-laws. All rights arising from membership are terminated and cease upon the member's death, dissolution of the Corporation, termination, suspension, or expulsion pursuant to Article 5.

SECTION 12. LIABILITY FOR DEBTS OR OBLIGATIONS

Pursuant to A.R.S. §10-3612, no Member of the Corporation is personally liable for the acts, debts, liabilities or obligations of the Corporation.

SECTION 13. PLACE OF MEETING

Meetings of the membership shall be held at any place in or outside Arizona as designated by the Board of Directors.

SECTION 14. ANNUAL MEETING

An annual meeting of the members shall be held on or about the fifteenth (15) day of December each year.

SECTION 15. GENERAL MEETINGS.

There shall be a minimum of six (6) general meetings of the membership within each calendar year. A program consistent with the mission of SAVMA shall be presented at each general meeting, to the benefit of the members present.

SECTION 16. SPECIAL MEETINGS

A special meeting may be called by the President, the Board, or not less than ten (10) percent of members entitled to vote. If a special meeting is called by the members, they shall deliver in writing to a corporate officer a demand for the meeting describing the purpose or purposes for which it is to be held per A.R.S. §10-3702.

SECTION 17. PLACE OF MEETING

Meetings of the membership shall be held at any place in or outside Arizona as designated by the Board of Directors.

SECTION 18. NOTICE OF MEETINGS

Notice of, regular, annual, or special meetings of the members may be delivered personally, by postal mail, electronic mail, or any other commercially acceptable means of business communication. Notice of meetings is only required to be given to members entitled to vote, per A.R.S. §10-3705. The Board of Directors shall notify members entitled to vote at least ten (10) days but not more than sixty (60) days of the date, time, and place of any annual, regular, or special meeting, if required by A.R.S. §10-3705. Notice of special meetings shall include a description of the purpose for which the meeting is called and are limited in scope to the purposes for which they are called.

SECTION 19. ACTION WITHOUT A MEETING

Any action that the Corporation may take at any annual, regular, or special meeting of the members may be taken without a meeting if a written ballot is delivered to each member entitled to vote setting forth the proposed action and providing an opportunity to vote for or against the proposed action. The resulting vote is valid only if both:

- a) The number of votes cast is greater than a quorum of the members required to be present if done at a meeting, and
- b) The number of votes for the action is equal to or exceeds the number of votes that would be required to approve the matter at a meeting at which the number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by written ballot shall indicate the number of responses needed for a quorum, state the percentage of approvals necessary to approve each matter, and specify the time by which the ballot must be received by the Corporation in order to be counted as per A.R.S. §10-3708 et seq.

SECTION 20. QUORUM.

The members holding one-tenth of the votes that may be cast at any meeting shall constitute a quorum

at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 21. PROXIES.

Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the secretary of the corporation no less than 24 hours prior to the start of the meeting.

A validly executed proxy shall continue in full force and effect unless revoked by the member executing it before the vote is cast under that proxy, by a writing delivered to the corporation stating that the proxy is revoked, by a subsequent proxy executed by that member and presented to the secretary, or by that member's personal attendance and voting at the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date of the proxy. A proxy may not be irrevocablerevoked after it has been filed.

SECTION 22. MANNER OF ACTING.

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

SECTION 23. MEMBERSHIP POLICIES

The Board may create or cause to be created additional policies regarding membership in SAVMA or the conduct of members not covered in these By-laws.

ARTICLE VI: DIRECTORS

SECTION 1. POWERS OF DIRECTORS

Subject to the provisions and limitations of the law and of the Articles of Incorporation or these By-laws regarding actions that require approval of the members, the business and affairs of the Corporation shall be managed, and all corporate power shall be exercised, by or under the direction of the Board of Directors. The Board may establish rules and regulations not inconsistent with the By-laws.

SECTION 2. NUMBER

The Board of Directors shall consist of no less than three (3) and no more than thirteen (13) Directors entitled to vote, the number of which may be altered from time to time by a duly adopted resolution of the Board of Directors. No decrease shall have the effect of shortening the term of any incumbent Director.

SECTION 3. ELECTION OF DIRECTORS

The members shall elect Directors at the annual meeting. In any election of Directors, the candidate receiving the highest number of votes are elected. Directors and Officers shall be elected by Members through an open nomination process. The process for nomination, selection, and voting shall be overseen by the Board of Directors, or an appointed committee and shall be supplied to Membership each year no later than July 31st.

A slate of proposed Directors and Officers prepared by the Board of Directors, or appointed committee shall be sent to Membership for voting no later 30 days before the annual meeting. The results of the election shall be announced at the annual meeting. Members shall have the opportunity at the Annual meeting to nominate additional candidates from the floor if any open seats on the Board remain. All candidates to the Board must either be present at the meeting in which the election is held or have given prior written consent to serve if elected. For the purposes of this election 1/10th of the voting membership shall be required to pass the slate. Proxies shall be valid for the annual election. All nominated candidates are subject to final Board approval.

Each Director shall hold office for the term for which he or she is is they are elected or until his or her their successor is elected or until his or her their earlier death, resignation, or removal.

SECTION 4. TERMS AND TERM LIMITS

Directors shall serve terms of two (2) 1 year(s). A Director may serve for no more than three (3) 4 consecutive terms, and then must take a year off before he or she may again apply for a Directorship. Time served as a Director elected or appointed less than six (6) months prior to the annual meeting will not be counted as part of the regular term of election.

SECTION 5. RESIGNATION

A Director may resign at any time by giving written or verbal notice to an officer of the Corporation. Such resignation shall take effect at the time specified therein.

SECTION 6. VACANCIES

Vacancies occurring in the Board of Directors by reason of death, removal, or resignation, or any vacancy occurring as a result of an increase in the number of Directors, may be filled by the majority of the remaining Directors entitled to vote, although less than a quorum or by a sole remaining Director at a regular, special, or annual meeting. A Director elected to fill a vacancy occurring in the Board of Directors shall complete the term of the vacant position.

SECTION 7. QUORUM

A simple majority of Directors elected and seated as of that meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided in these By-laws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as defined in this Section 7, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

SECTION 8. REMOVAL

A Director may be removed, with or without cause, by a 2/3 majority vote of the Directors entitled to vote, whenever in its judgment the best interests of the Corporation would be best served thereby. Any such removal shall be without prejudice to contract rights, if any, of the Director so removed.

SECTION 9. ATTENDANCE

Board members will give as much advance notice to the President or Secretary (preferably a week) as possible if unable to attend a meeting. Absence without notice shall be considered to be unexcused.

Directors will be removed from the Board after two (2) unexcused absences unless exceptions are granted by the Board due to unforeseen emergencies.

SECTION 10. LEAVE OF ABSENCE

The Board of Directors may, at their discretion and at the request of a Director, grant a leave of absence if said Director is temporarily unable to actively participate in the business of the Board. No leave of absence shall be granted for more than twelve (12) months or extend beyond the remainder of the term of office. Any Director on leave shall not be counted as a sitting Director for purposes of a quorum.

SECTION 11. PLACE OF MEETINGS AND PARTICIPATION BY CONFERENCE CALL OR VIDEO CONFERENCE

Meetings of the Board of Directors shall be held at such time, date, and place as designated by the President or a majority of the Board. Attendance at such meetings may be, if personal attendance is impossible or impractical, by conference phone call or other electronic conferencing means wherein all Directors can hear and communicate with each other, and such participation shall constitute presence in person as permitted by A.R.S. §10-3820

SECTION 12. MANNER OF NOTICE

Written notice of any special meeting of the Board of Directors shall be delivered to each Director at least two (2) days prior to said meeting and shall include the date, time, and place of the meeting, and may be delivered personally, by mail, or by any other commercially acceptable means of business communication including electronic delivery (email).

SECTION 13. 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 two-thirds (2/3) majority of the Directors entitled to vote consent thereto on that individual action by any legal means including, but not limited to, postal mail, or electronic mail (email), , or facsimile.

SECTION 14. WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation, 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.

SECTION 15. COMPENSATION

Directors shall serve without compensation. Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular and assigned duties. A Director shall not be precluded from serving the Corporation in any other capacity or from receiving compensation for such services.

SECTION 16. ADVISORY EMERITUS BOARD

The Board may, at its discretion, create Advisory Board, Emeritus Board, or Emeritus status. Any such status will be a non-voting advisory only capacity.

ARTICLE VII: OFFICERS

SECTION 1. NUMBER

The officers of the Corporation shall be a President, a Treasurer, a Secretary and such other officers, assistant officers, and agents as may be deemed necessary from time to time by the Board of Directors. Any number of offices may be held by the same person except the offices of the President and Secretary.

SECTION 2. ELECTION

The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until his or her successor has been elected and shall have qualified or until his or her earlier death, resignation, or removal.

SECTION 3. REMOVAL AND RESIGNATION

An officer may be removed, with or without cause, by a majority vote of the Directors entitled to vote, whenever in its judgment the best interests of the Corporation would be best served thereby. Any such removal shall be without prejudice to contract rights, if any, of the Officer so removed. An officer may resign at any time by giving written notice to the Board or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES

Vacancies occurring in any office by reason of death, removal, disqualification, or resignation, or any vacancy occurring as a result of an increase in the number of Directors, may or may not be filled by a vote of the Board for the remainder of the unexpired term.

SECTION 5. PRESIDENT.

The President shall chair all meetings of the Board of Directors. Subject to the control, advice and consent of the Board of Directors, the President shall, in general, supervise and conduct the activities and operations of the corporation, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation. The president shall be responsible for keeping the Board informed at all times of staff performance and for implementing any policies adopted by the Board. The President is authorized to contract, receive, deposit, disburse, and account for funds of the corporation; to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation; and to negotiate all material business transactions of the Corporation.

SECTION 6. VICE-PRESIDENT-ELECT.

The The President-Elect will be the Corporation's principal governing officer in the absence of the President. In addition the President-Elect is expected to serve as the President at the completion of their term. Board of Directors may elect one, and may elect more than one, Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President

~~(or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall have such powers and perform such duties as, from time to time, may be assigned to him or her by the President or the Board of Directors.~~

SECTION 7. SECRETARY.

The Secretary, or his or her designee, shall be custodian of all records and documents of the Corporation which are to be kept at the principal office of the Corporation or such other location as determined by the Board of Directors, shall act as Secretary of all the meetings of the Board of Directors and the members, and shall keep the minutes of all such meetings in books proposed for that purpose. He or she shall attend to the giving and serving of all notices of the corporation.

SECTION 8. TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board of Directors, and shall render to the President and Directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the corporation.

If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office. The Corporation shall pay the cost of such bond.

SECTION 9. EXECUTIVE DIRECTOR.

The Board of Directors may appoint or hire an Executive Director of the Corporation. Subject to the direction of the Board of Directors, the Executive Director shall have general charge of the business, affairs, and property of the Corporation and general supervision over its other officers and agents. The Executive Director will not be a member of the Board of Directors.

SECTION 10. 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 of Directors.

ARTICLE VIII: COMMITTEES

SECTION 1. COMMITTEES

The Board of Directors, by resolutions adopted by a majority of the full Board, may appoint such committee or committees 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. The President is an ex-officio member of every committee and may vote on any matter before the committee. The President's position does not count toward a quorum on any committee.

SECTION 2. TENURE

Each Director who is a 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 or as a Director.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provision of these By-laws concerning meetings of the Board, with such changes in the context of such By-law provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these By-laws.

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify, to the maximum extent permitted by A.R.S. § 10-3850 et seq., any person who is a party or is to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, or any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that she or he is or was a director, officer, advisor or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, advisor or employee of any other Corporation, partnership, joint venture or other enterprise, against expenses (including attorney's fees), against judgments and fines, and amounts paid on settlement to the extent permitted by law. Expenses including attorney's fees incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of any such action, suit or proceeding to the extent permitted by law. The Corporation may, to the full extent then permitted by law and authorized by the directors, purchase and maintain insurance on behalf of any officer, director, advisor or employee against any liability asserted against and incurred by any such person in any such capacity, or acting out of her or his status as such whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE X CONTRACTS, LOANS, CHECKS, DEPOSITS, GIFTS

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.

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 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.

SECTION 5. GIFTS.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation.

ARTICLE XI: CORPORATE RECORDS AND REPORTS

SECTION 1 CORPORATE RECORDS

~~The corporation shall keep at its principal office or at such other place as the Board may determine, either in written or in electronic form:~~

- a) ~~Minutes of all meetings of Directors, committees of the Board and meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;~~
- b) ~~Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;~~
- c) ~~A record of its members, indicating their names, postal and electronic mail addresses, the class of membership held by each member, the number of votes each is entitled to, and the termination date of any membership;~~
- d) ~~A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.~~

SECTION 2 DIRECTOR'S INSPECTION RIGHTS

~~Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.~~

SECTION 3 MEMBER'S INSPECTION RIGHTS

~~Members in good standing who have been members for 6 months preceding requests have the following rights to inspect corporate documents. The Corporation may or may not require a 5 business day advance written notice as provided in A.R.S. §10-3141 and §10-11602.~~

- ~~a) Articles or restated Articles of Incorporation and all amendments to them currently in effect.~~
- ~~b) By-laws or restated By-laws and all amendments to them currently in effect.~~
- ~~c) Resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members.~~
- ~~d) The minutes of all members' meetings and records of all actions taken by members without a meeting for the past three years.~~
- ~~e) All written communications to members generally within the past three years, including the financial statements furnished for the past three years under section 10-11620.~~
- ~~f) A list of the names and business addresses of its current directors and officers.~~
- ~~g) Its most recent annual report delivered to the commission under section 10-11622.~~
- ~~h) An agreement among members under section 10-3732.~~

~~SECTION 4 MEMBER INSPECTIONS OF MINUTES AND MEMBERSHIP LISTS~~

~~Members in good standing who have been members for 6 months preceding requests have the right to inspect and copy the following documents per A.R.S. §10-11602B:~~

- ~~a) Minutes of all Board and member meetings including records of actions taken by members or the Board without a meeting and all actions taken by a committee of the Board on behalf of the Corporation;~~
- ~~b) Accounting records;~~
- ~~c) A membership list showing member names and addresses, class of membership, and number of votes each member is entitled to cast;~~
- ~~d) The Corporation's most recent financial statements.~~

~~Members requesting documents under this section shall file a written notice with the Secretary or the President of the Board at least five (5) business days before the date the member wishes to inspect the documents. The written notice shall include a description of the member's purpose for inspection and the reason that the documents requested are necessary and relevant for that purpose. The notice shall also describe in detail which records the member wishes to inspect and shall include an affirmation that the member seeks the records in good faith and for a proper purpose, and that no membership information will be used, without the express consent of the Board, for any solicitation and will not be sold or published in any form. The Board shall grant such request as required by A.R.S. §10-11602B if it determines that the request is made in good faith and for proper purpose, and shall determine a location for inspection during regular business hours. The Corporation may create a form for this process and require the request to be filed thereon.~~

~~SECTION 5 RIGHT TO COPY AND MAKE EXTRACTS~~

~~Any inspection under the provisions of this Article XI may be made in person or by the members' agent or attorney. The right to inspection includes the right to copy and make extracts. A reasonable fee may be required for copies made by the Corporation.~~

ARTICLE XII: FISCAL YEAR

The fiscal year of the corporation shall begin on January 1st and end on December 31st of each year.

ARTICLE XIII~~I~~: ADDITIONAL POLICIES AND MEMBER CODE OF ETHICS

The Board of Directors shall create or cause to be created policies that shall be adopted by resolution of the Board and reviewed annually. These policies shall include but are not restricted to the following:

- a) Conflicts of Interest Policy
- b) Document Retention and Destruction policy
- c) Whistleblower Policy
- d) A member Code of Ethics

ARTICLE XIII~~V~~: AMENDMENT OF BY-LAWS

These By-laws may be altered, amended or repealed or new By-laws adopted by a simple majority vote of the general membership, provided, however, in no event shall these by-laws be amended so as to make the Corporation other than an organization falling within the meaning of §501(c)(3) of the Code. The text of any proposed amendment shall be distributed to each member of the membership, together with the appropriate notice of meeting, at least ten days prior to the date of any meeting at which such amendment is to be considered.

CERTIFICATION

The undersigned Directors, being duly elected and qualified, and acting on behalf of this Arizona non-profit Corporation, do hereby certify that the foregoing instrument constitutes the Amended and Restated Bylaws of said Corporation duly and regularly adopted and approved by the Southern Arizona Volunteer Management Association Membership at a meeting of said Membership held on December 10, 2020, and replace entirely those Amended and Restated Bylaws previously adopted on December 19, 2012; Revised October 21, 2003; Revised May 31, 2001; Revised March 25, 2000; Revised March 16, 1999; and originally adopted on January 21, 1997.
