



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 the Board of Directors determines.

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. SAVMA promotes excellence in volunteer program management for volunteer engagement professionals by providing educational programs, leadership, resources, and peer networking 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 corporation's activities shall consist of propaganda or attempts to influence legislation. The corporation shall not participate 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.

Define our organization's culture and decision-making framework.

1. Integrity: showing consistency between one's actions, words, and beliefs and a commitment to upholding ethical principles despite challenges or temptations.

2. Professionalism: reflecting a high standard of competence while maintaining expertise and ethical conduct in our work while treating colleagues, volunteers, and stakeholders with courtesy and care.

3. Respect: treating others with courtesy, consideration, and fairness and acknowledging their rights, opinions, and boundaries.

4. Volunteerism: driven to make a positive impact, a willingness to engage and contribute to the betterment of the community.

SECTION 3. DEDICATION OF ASSETS.

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of this corporation's net earnings, properties, or assets, 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 to an organization dedicated to charitable purposes that 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 in furthering the corporation's mission. A person meeting membership criteria and in good standing in the community may become a member after submission of an 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 based on 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 outlined 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 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 paid the required dues, fees, and assessments on time 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 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: The association is built by voting and engaged members. Many roles (jobs) involve volunteers, and many types of organizations engage in volunteerism; therefore, a tiered membership structure provides the most flexibility to our community.~~

Membership Tiers

Individual memberships with voting rights:

a) Organizational Membership

~~An Organization Membership is open to 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 MembershipVolunteer Engagement Professional

~~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. VEPs with more than three (3) years of experience spend at least 50% of their time and/or resources on volunteer engagement duties.~~

a) New Professional: VEPs with three (3) years or less of experience who spend at least 50% of their time and/or resources on volunteer engagement duties.

b) Retired Professional: A retired VEP with 10+ years of experience.

c) Collegiate: Students in a two- or four-year degree-granting, certificate, or diploma program at an accredited college or university. AmeriCorps, and SeniorCorps members are eligible for this rate.

Individual and group memberships without voting rights:

a) Associate: Individuals whose primary duty is not volunteer engagement but who work with volunteers regularly.

e) Supporting MembershipIndustry Champion: Corporate, nonprofit, or consultants supporting the ethical engagement of volunteers.

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~~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.~~

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 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 shall have the right to vote on the election of Directors, the amendment or restatement of the Corporation's Articles of Incorporation or Bylaws, the dissolution of the Corporation, and any other matters reserved to them by law, in the Articles of Incorporation, or in these Bylaws.

SECTION 7. TRANSFER OF MEMBERSHIP

~~Organizational-Industry Champion~~ memberships are assignable and transferable to designated representatives of the member organization's choice upon written notice to SAVMA Leadership. 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 transferable 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 ten~~ (3010) 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 severe 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 severe degree to the Code of Ethics of the corporation 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 the corporation's Code of Ethics in material and severe degree.~~ A person suspended shall not be a member during the suspension period.

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 reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons. 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 allowed to be heard, either orally or in writing, at least five (5) days before the proposed expulsion or suspension effective date. 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 occur.
- 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

Under A.R.S. §10-3611, no membership or right arising from membership is transferable 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 under Article 5.

SECTION 12. LIABILITY FOR DEBTS OR OBLIGATIONS

Under 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

The Board of Directors may designate any place in or outside Arizona for membership meetings.

SECTION 14. ANNUAL MEETING

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

SECTION 15. GENERAL MEETINGS.

There shall be a minimum of six (6) membership meetings within each calendar year. A program consistent with SAVMA's mission shall be presented at each 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 the members call a special meeting, they shall deliver in writing to a corporate officer a demand for the meeting describing the purpose or purposes for which it will be held per A.R.S. §10-3702.

SECTION 17. PLACE OF MEETING

The Board of Directors may designate any place in or outside Arizona for membership meetings.

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 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 to be counted as per A.R.S. §10-3708 et seq.

SECTION 20. QUORUM.

A quorum at any meeting shall consist of the members holding one-tenth of the votes that may be cast 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 corporation's secretary 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 attendance and voting at the meeting. No proxy shall be valid after the expiration of eleven (11) months from the proxy date. A proxy may not be revoked 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 additional policies regarding membership in SAVMA or the conduct of members not covered in these By-laws to be made.

ARTICLE VI: DIRECTORS

SECTION 1. POWERS OF DIRECTORS

Subject to the provisions and limitations of the law, the Articles of Incorporation, or these By-laws regarding actions that require the approval of the members, the corporation's business and affairs 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 that are 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 shorten the term of any incumbent Director.

SECTION 3. ELECTION OF DIRECTORS

Members shall elect directors and Officers through an open nomination process. The nomination, selection, and voting process 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 the Membership for voting no later than 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 this election, 1/10th of the voting members must 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 they are elected or until their successor is elected or until their earlier death, resignation, or removal.

SECTION 4. TERMS AND TERM LIMITS

Directors serve terms of two (2) year(s). A Director may serve for no more than three (3) consecutive terms and then must take a year off before they may apply again for a Directorship. Time served as a director elected or appointed less than six (6) months before 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 because 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 business transaction at any Board of Directors meeting. Except as otherwise provided in these By-laws or 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. The only motion the Chair shall entertain at such a meeting is a motion to adjourn. However, a majority of the Directors present at such meetings 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 Corporation's best interests 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 they cannot attend a meeting. Absence without notice shall be considered unexcused. Directors will be removed from the Board after two (2) unexcused absences unless the Board grants exceptions due to unforeseen emergencies.

SECTION 10. LEAVE OF ABSENCE

The Board of Directors may, at their discretion and 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 by the Board of Directors at a meeting may be taken without a meeting if a two-thirds (2/3) majority of the Directors entitled to vote consent to that individual action by any legal means, including, but not limited to, postal mail or electronic mail (email).

SECTION 14. WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation, a waiver in writing signed by such Director, whether before or after the time stated therein, shall be equivalent to giving 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 performing their regular and assigned duties. A Director shall not be precluded from serving the Corporation in any other capacity or receiving compensation for such services.

SECTION 16. ADVISORY EMERITUS BOARD

The Board may, at its discretion, create an 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. The same person may hold any number of offices except the offices of the President and Secretary.

SECTION 2. ELECTION

The Board of Directors shall elect the officers of the Corporation 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 Corporation's best interests 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, the President, or the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice, or any later date specified therein. Unless otherwise specified, accepting such a resignation is unnecessary to make it effective.

SECTION 4. VACANCIES

Vacancies in any office caused by death, removal, disqualification, or resignation, or any vacancy caused by 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 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. PRESIDENT-ELECT.

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 after their term.

SECTION 7. SECRETARY.

The Secretary, or his or her designee, shall be the 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. They shall attend to the giving and serving of all corporation notices.

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 money 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 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 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 corporation's



business, affairs, and property 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 the Board of Directors assigns.

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 member of a committee shall continue as a member until the expiration of his or her term as a Director or earlier resignation or death unless sooner removed as a member or as a Director.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held, and taken following 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 Board may also fix the time for particular committee meetings. The Board may also adopt rules and regulations about conducting committee meetings to the extent that such laws 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, because 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 before 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. 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 evidence 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, the Corporation shall make no loans to its Directors or officers.

SECTION 3. CHECKS AND OTHER INSTRUMENTS.

Checks, drafts, or other orders for the payment of money, notes, or other evidence 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: FISCAL YEAR

The corporation's fiscal year begins on January 1 and ends on December 31 of each year.

ARTICLE XII: ADDITIONAL POLICIES AND MEMBER CODE OF ETHICS

The Board of Directors shall create or cause to be created policies 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: 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 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 the meeting, at least ten days before 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 previous 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 adopted initially on January 21, 1997.
