

# Arizona Students' Association Bylaws



Revised April 30, 2009

## **PREAMBLE**

KNOW ALL PERSONS by these presents that the public university students of the State of Arizona have established and ordained these BYLAWS of THE ARIZONA STUDENTS' ASSOCIATION in order to advocate on behalf of students from public institutions of higher education in the State of Arizona and to guarantee those students access to the highest quality education as nearly free as possible.

## **ARTICLE I: MEMBERSHIP**

Any person (individually "Student" or collectively "Students") enrolled in one or more credit hours at a higher education institution under the jurisdiction of the Arizona Board of Regents shall be a member of THE ARIZONA STUDENTS' ASSOCIATION (the "Association") entitled to the rights, privileges and obligations set forth in these Bylaws.

### **Section 1: Student Members: District**

Every Student shall be a member of one district ("District") of the Association as hereinafter defined:

#### **Subsection A) Central District**

Every Student in the ASU Downtown, ASU Polytechnic, ASU Tempe, and ASU West Campus shall be a member of the Central District.

#### **Subsection B) Northern District**

Every Student in the NAU Main and NAU Yuma campus shall be a member of the Northern District.

#### **Subsection C) Southern District**

Every Student in the UA Main and UA South campus shall be a member of the Southern District.

### **Section 2: Certain Rights**

Every Student in the same District shall have the same rights and obligations as all other Students in that District as hereinafter set forth.

## **ARTICLE II: STUDENT MEMBERSHIP RIGHTS**

### **Section 1: Right to Vote**

Each Student shall be entitled to vote on each matter submitted by the Board of Directors ("Board") of the Association to a vote of the Students.

### **Section 2: Special Meeting of the Students**

Special Meetings of the Students may be called at any time by the request in writing of any fifteen members of the Board. The Secretary shall give notice of the time, place and purpose of each special meeting not less than ten or more than fifty days before the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the mail, postage paid, directed to the Students at his or her address as it appears on the records of the Association.

### **Section 3: Place of Meetings**

Meetings shall be held at the place designated in the notice thereof.

### **Section 4: Quorum**

Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, at each meeting of the Students, the presence in person or by proxy of Students constituting a majority of the Students of each District entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the Students present may, by a majority vote, adjourn the meeting from time to time until a quorum shall attend.

### **Section 5: Voting by Proxy**

Except as otherwise provided by the Articles of Incorporation, each Member entitled to vote at any meeting of the Members shall be entitled to one vote on any matter with respect to which such Member has voting power. Each Member entitled to vote at a meeting of Members may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after two years from this date, unless the proxy provides for a longer period. A duly elected proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support and

irrevocable power. A Member may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Association. All elections and questions shall, unless otherwise provided by law, the Articles of Incorporation or these Bylaws, be decided by the vote of a majority of Members from each District that are present in person or voting by proxy at the meeting.

#### **Section 6: Fixed Date for Filing Determination of Member**

In order that the Association may determine the Members entitled to notice of or to vote at any meeting of Members or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board.

#### **Section 7: Action by Consent of Members**

Unless otherwise restricted by the Articles of Incorporation any action required or permitted to be taken at any annual or special meeting of the Members, may be taken without a meeting, without prior notice and without a vote, if consent in writing, set forth the action so taken, shall be signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. Prompt notice of the taking of such action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

#### **Section 8: Act of Students**

Unless these Bylaws provide otherwise, an affirmative vote of a majority of votes cast by the Students in each District, voting by District within a twenty-four month period, shall be an act of the Students.

#### **Section 9: Dissolution**

The power to dissolve this Association is hereby reserved by the Students.

### **Subsection A) Vote of Dissolution**

Article II Section 9 notwithstanding, an affirmative vote to dissolve the Association by a majority of votes cast by the Students in each District, voting by District, within a twenty-four month period, shall have the effect of dissolving the Association.

### **Section 10: Assessments**

The power to create, increase or decrease any assessment ("Assessment") to be paid by Students to the Association is hereby reserved by the Students.

#### **Subsection A) Vote on Assessment**

Article II Section 9 notwithstanding, an affirmative vote to increase or decrease the Assessment by a majority of votes cast by the Students in each District, voting by District, within a twenty-four month period, shall have the effect of increasing or decreasing the Assessment.

### **Section 11: Assessment Refund**

Every Student shall have the right to a refund of any Assessment paid by such student. Such request shall be made in writing and delivered to the Executive Director within twenty-one days of the start of instruction each semester. Such refund shall be paid with all reasonable diligence.

### **Section 12: Derivative Suits**

A proceeding may be brought in the right of the Association to procure judgment in its favor by fifty or more Students or any Director.

## **ARTICLE III: DIRECTORS**

Subject to such limitations as are imposed by law, if any, the Articles of Incorporation and these Bylaws, the Board shall have full power and authority to manage and control all of the affairs of the Association. It may appoint such officers, agents and committees as it deems proper, and may delegate authority to them. The Board may establish such rules for the conduct of its business, consistent with the provisions of its Articles of Incorporation and these Bylaws, as it may from time to time determine.

### **Section 1: Central District Directors**

#### **Subsection A) ASU Downtown Campus Directors**

The student body president ("ASU Downtown Campus President") of the Associated Students of Arizona State University Downtown ("ASASUD") as appointed from time to time in accordance with the bylaws of ASASUD shall be a Director of the Association. The ASU Downtown Campus President shall appoint one Director ("ASU Downtown Campus Director").

#### **Subsection B) ASU Polytechnic Campus Directors**

The student body president ("ASU Polytechnic Campus President") of The Associated Students of Arizona State University Polytechnic ("ASASUP") as appointed from time to time in accordance with the bylaws of ASASUP shall be a Director of the Association. The ASU Polytechnic Campus President shall appoint one Director ("ASU Polytechnic Campus Director").

#### **Subsection C) ASU Tempe Campus Directors**

The Undergraduate Student Government president and the Graduate and Professional Student Association president ("ASU Tempe Campus Presidents") of the Associated Students of Arizona State University ("ASASU") as appointed from time to time in accordance with the bylaws of each shall be a Director of the Association. The ASU Tempe Campus Undergraduate Student Government President shall appoint two Directors ("ASU Tempe Campus USG Director"). The Graduate and Professional Student Association President shall appoint one Director ("ASU Tempe Campus GPSA Director"). These appointments shall take place by the first day of June each year.

#### **Subsection D) ASU West Campus Directors**

The student body president ("ASU West Campus President") of The Associated Students of Arizona State University West ("ASASUW") as appointed from time to time in accordance with the bylaws of ASASUW shall be a Director of the Association. The West Campus President shall appoint one Director ("ASU West Campus Director").

#### **Subsection E) Central District Proxy Voting**

Central district directors, if absent, shall have the authority to give proxy votes to any director within their district as long as it pertains to a pre-existing agenda item.

### **Section 2: Northern District Directors**

#### **Subsection A) NAU Main Campus Directors**

The student body president ("NAU Main Campus President") of the Associated Students of Northern Arizona University ("ASNAU") as appointed from time to time in accordance with the bylaws of ASNAU shall be a Director of the Association. The NAU Main Campus President shall appoint four Directors, one of which shall be a graduate position. ("NAU Campus Directors")

#### **Subsection B) NAU Yuma Campus Directors**

The student body president ("NAU Yuma Campus President") of the Northern Arizona University Yuma Student Association ("NAUYSA") as appointed from time to time in accordance with the bylaws of NAUYSA shall be a Director of the Association. The Yuma Campus President shall appoint one Director ("NAU Yuma Campus Director").

#### **Subsection C) Northern District Proxy Voting**

Northern district directors, if absent, shall have the authority to give proxy votes to any director within their district as long as it pertains to a pre-existing agenda item.

### **Section 3: Southern District Directors**

#### **Subsection A) UA Main Campus Directors**

The student body president ("UA Main Campus President") of the Associated Students of The University of Arizona ("ASUA") and the president of the Graduate and Professional Student Council ("GPSC") ("UA Campus Director") as appointed from time to time in accordance with the bylaws of ASUA and the GPSC shall each be a Director of the Association. The UA Main Campus Student Body President shall appoint three Directors ("UA Campus Directors").

#### **Subsection B) UA South Campus Directors**

The student body president ("UA South President") of the Associated Students of The University of Arizona South ("ASUAS") as appointed from time to time in accordance with the bylaws of ASUAS shall be a Director of the Association. The South Campus President shall appoint one Director ("UA South Campus Director").

#### **Subsection C) Southern District Proxy Voting**

Southern district directors, if absent, shall have the authority to give proxy votes to any director within their district. The GPSC President, if absent, shall have the authority to give a proxy vote to one member, designated at the start of his/her term, within his/her designated campus. Such proxy votes only pertain to pre-existing agenda items.

### **Section 4: Ex-Officio Members of the Board**

The Student Regents and the Executive Director of the Association, as determined from time to time, shall be non-voting, ex-officio members of the Board.

### **Section 5: Oath of Office**

Before a Director shall execute the duties of his or her office, he or she shall take the following oath or affirmation: "I, [NAME], affirm that, notwithstanding any other commitment to university, community, party, state, or nation, I will faithfully execute the office of Director of The Arizona Students' Association by advocating Students' interests, interceding on behalf of Students for their legitimate grievances, and by seeking to better the circumstance of Students in the State of Arizona." This oath shall be taken at the first regular meeting of the Board that

occurs after the Director's term begins.

#### **Section 6: Regular Meeting of the Board**

Although typically aligned with Arizona Board of Regent meetings, regular meetings of the Board may be held in the State of Arizona at such time and place as the Board may determine from time to time. Notice and an agenda for any such regular meeting of the Board shall be posted on the Association web site one week prior to the scheduled meeting. Such meetings may be held by means of a telephone conference call but all votes of the Board shall be cast in open session or be available through minutes on the Association web site.

#### **Section 7: Special Meeting of the Board**

Special meetings of the Board may be called at any time by the Chair of the Board or at the request in writing of any five members of the Board. The Secretary shall give notice of the time, place and purpose of each special meeting, by mailing the same at least seven days before the meeting or by emailing, faxing or telephoning the same at least two days before the meeting, to each director. Such meetings may be held by means of a telephone conference call.

#### **Section 8: Annual Meeting of the Board**

An annual meeting of the Board shall be held in August each year in the State of Arizona at such time and place as the Board may determine from time to time.

#### **Section 9: Place of Meetings**

Regular meetings and the annual meeting of the Board shall be held at the place designated in the notice thereof.

#### **Section 10: Waiver of Notice**

Notice of any meeting of the Board may be waived by any Director. The transactions at any meeting of the Board, however called and noticed and wherever held, shall be valid, as though taken at a meeting duly held after regular call and notice, if a quorum be present, and if either before or after the meeting each of the absent Directors signs a written waiver of notice or consents to the holding of that meeting or approves the minutes thereof. All such waivers,

consents or approvals shall be filed with the Association's records and made part of the minutes of that meeting.

#### **Section 11: Quorum of the Board**

A quorum of the Board shall be nine directors consisting of three Directors from each District.

#### **Section 12: Board Votes**

Each Director shall have one vote for any matter before the Board for a vote.

#### **Section 13: Act of the Board**

If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present and voting from each District is the act of the Board, unless a majority vote is not obtained in one or more Districts, or unless these Bylaws require the vote of a greater number of Directors.

#### **Section 14: Special Motion to Reconsider**

Any president of the student body ("Student Body President") sitting as a Director may make a special motion to reconsider any act of the Board taken at any regular meeting or special meeting. Such motion shall be made in writing and delivered to the Chairperson of the Board of the Board within 3 days of the act of the Board to be reconsidered. At such time, the President of the Board shall immediately call a special meeting for the purpose of reconsideration pursuant to Section 3.7 of these Bylaws. If the act is affirmed, it may not be reconsidered.

#### **Section 15: Action of the Board without Meeting**

From time to time the Board may find it necessary to take action without meeting. Such decisions may be made by means of an email vote. All votes of the Board shall be available through minutes on the Association web site. Any Director or the Executive Director may request a vote via email. The Director shall email their request to the Chair. The Chair shall send a declaration to vote via email. The deadline to vote shall be no less than 72 hours from the time the declaration to vote email is sent out. The Executive Director and Secretary shall collect all votes and shall send a final email with the vote tallies by district to the board once the

vote tally is complete. All votes completed via email are subject to all other bylaws regarding voting procedures.

#### **Section 16: Term of Office for Directors**

The term of office for Directors shall be one year beginning on June 1<sup>st</sup> and ending on May 31<sup>st</sup> of the following year; provided however, that each director may serve until his or her successor shall have been duly elected.

#### **Section 17: Resignations of Directors**

Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the Chair of the Board or Secretary. Acceptance of a resignation shall not be necessary to make it effective.

#### **Section 18: Special Order to Appear**

By the affirmative vote of any nine Directors, the Board may issue a Special Order to appear to any Director absent from any regular meeting or special meeting ordering the absent Director to appear at the next regular meeting or special meeting.

#### **Section 19: Failure of Attendance**

If a Director fails to attend three out of four consecutive regular or special meetings of the board without valid written excuses presented to the Chair and Secretary no later than twenty-four (24) hours prior to the board meeting, he or she shall be immediately placed on suspension. Suspension shall include the loss of the right to proxy one's vote to another Director and removal from any committee restricted only to Directors. A Director may have his or her rights reinstated by attending two consecutive regular or special board meetings. The Board may also reinstate any or all of the rights and privileges in this section by a majority vote of the Board.

#### **Section 20: Removal of Directors**

Directors may be removed pursuant to the process by which they were appointed.

## **Section 21: Standards of Conduct**

A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee in good faith; with the care an ordinary prudent person in like position would exercise under similar circumstances; and in a manner the Director reasonably believe to be in the best interests of the Association.

### **Subsection A) Justifiable Reliance**

In discharging his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared by: (i) one or more officers or employees of the Association; (ii) legal counsel, public accountants or other persons retained by the Association; or (iii) a committee of the Board of which the Director is not a member.

## **ARTICLE IV: COMMITTEES**

### **Section 1: Authority to Appoint**

The Board may appoint such committees as it believes necessary or helpful to achieve the Association's purposes, and may to the extent permitted by the laws of the State of Arizona, delegate to each such committee part or all of its authority, except that the Board may not delegate its authority to: (i) fill any vacancies on the Board; (ii) fill any vacancies on any committee of the Board; or (iii) hire or terminate the Executive Director.

### **Section 2: Members and Committee Chairs**

Any Director may be a member of each committee formed by the Board. The chairs of each committee shall be as selected by the members of that committee unless chairpersonship is otherwise stipulated under officer duties.

### **Section 3: Standing Committees of the Board**

The following committees are standing ASA committees made up of Directors and Students of the Association, excluding the Committees on Executive and Internal Affairs which is made up solely of Directors. Each committee meets no less than once per month and is chaired by a Director that is nominated and confirmed to the position by a majority of his or her fellow committee members. In addition to standing committees, ad-hoc committees can be created by the Chairperson of the Board or by a majority vote of Directors.

#### **Subsection A) Standing Committee regarding Executive Affairs**

The Committee on Executive Affairs oversees the direction and guidance of the Association, meets one week prior to each regular Board meeting either in-person or via teleconference to prepare for the meeting, and runs all Board meetings.

#### **Subsection B) Standing Committee regarding Internal Affairs**

The Committee on Internal Affairs oversees hiring processes, reviews proposed governing document changes, reviews Staff and processes, and manages the internal operations of the Association. In addition, the committee will preside over the nominations process for the Association Advisory Council. This process is to be conducted prior to the last board

meeting of the year at which time nominations will go through the Board's confirmation process.

#### **Subsection C) Standing Committee regarding Legislative Affairs**

The Committee on Legislative Affairs oversees the Association's advocacy efforts at the local, state and national levels; develops campaign materials for use in advocacy efforts; builds student advocacy networks through Arizona's universities; coordinates voter registration drives and maintains a database for that purpose.

#### **Subsection D) Standing Committee regarding Financial Affairs**

The Committee on Financial Affairs oversees the Association's budget and accounting practices in line with the Association's Financial Policies and Procedures to include review of deposits, withdrawals, check and credit card purchases, account statements, and all other financial documents, including all office expenditures and requisition forms on a monthly, quarterly and annual basis. Additionally, the committee seeks outside sources of revenue for the Association, to include grants and fundraising activities.

### **Section 4: Alumni Advisory Council**

Members of the Association Alumni Advisory Council will consist of eight to twelve past Directors who are responsible for advising the Directors on management of the Association, providing institutional knowledge of the Association, aiding in the continuity of the Association, and supplying professional assistance when requested. This Council will in no way perform or supersede the duties and responsibilities of the Board as provided for in these bylaws. The Council will be chaired by a member so elected by the Advisory Council at the beginning of each Association year on June 1<sup>st</sup>. The term of Chairperson will be held for one year and will be responsible for leading quarterly meetings, disseminating monthly updates from the Association Executive Director, organizing Council materials and documents and serving as a liaison to the Board. This position can be held in consecutive years by any one individual. Additionally, Council members may serve as advisors to standing committees of the Board at the request of the Board. Council members shall serve two year terms with no term limit and must be nominated and confirmed by a majority of the outgoing Board prior to the end of the Director's term on May 31<sup>th</sup>. Nominations for Advisory Council members will originate in the Internal Affairs committee as they see fit and should consist of discussion with prospective Council members to determine interest prior to confirmation. Any previous Director who completed a full term, including those

who served as an ex-officio member, is eligible to serve on the Advisory Council. Removal of Council members can be made by a majority vote of the Board. Removal of the Council Chair can be made by majority vote of the Council. If positions on the Advisory Council become vacant during the year, the Board may appoint and confirm individuals to the Council as they see fit.

## **ARTICLE V: OFFICERS**

The officers of the Association shall be a Chairperson of the Board, Vice Chair Person of the Board, Secretary and Treasurer, and such other officers as may from time to time be appointed by the Board, which shall prescribe their duties. All officers must be Directors of the Board and shall hold office at the pleasure of the Board. Each officer shall be elected by at least two of the three districts by August 15<sup>th</sup> of the year in which he or she is serving as a Director for a term to end the following calendar year on May 31<sup>st</sup>.

### **Section 1: Chairperson of the Board**

The Chairperson of the Board will be elected by at least two of the three districts on or before August 15<sup>th</sup> of the year in which he or she is serving as an ASA director for a term to end the following calendar year on May 31<sup>st</sup>. From June 1<sup>st</sup> until the election of a new Chairperson on or before August 15<sup>th</sup>, the previous Chairperson's elected or appointed student government successor will serve as Interim Chairperson of the Board. Upon election, the Chairperson will be removed from the campus from which he/she was appointed; he/she will be replaced with another director. The role of Chair can be held by the same district for consecutive years. The role of the Chairperson will be to impartially preside over and coordinate board meetings with ASA Officers and Staff, to oversee and review staff processes and records, and any additional responsibilities the Board deems necessary in line with the law, the Articles of Incorporation and these Bylaws, such as chair the standing committee regarding executive affairs. He or she shall also perform such other duties as may be authorized or required by the Board.

### **Section 2: Vice Chairperson of the Board**

The Vice Chairperson of the Board will be elected by at least two of the three districts on or before August 15<sup>th</sup> of the year in which he or she is serving as an ASA director for a term to end the following calendar year on May 31<sup>st</sup>. From June 1<sup>st</sup> until the election of a new Vice Chairperson on or before August 15<sup>th</sup>, the previous Vice Chairperson's elected or appointed student government successor will serve as Interim Vice Chairperson of the Board. In the absence or inability to act of the Chairperson of the Board, the Vice Chairperson of the Board shall have all the powers and shall perform the duties of the Chairperson of the Board. The role of the Vice Chairperson of the Board will be to serve as a liaison to the ASA Advisory Council and manage the Board's progress on committee work through communication with committee chairs. He or she shall also perform such other duties as may be authorized or required by the Board.

### **Section 3: Secretary**

The Secretary of the Board will be elected by two of the three districts on or before August 15<sup>th</sup> of the year in which he or she is serving as an ASA director for a term to end the following calendar year on May 31<sup>st</sup>. From June 1<sup>st</sup> until the election of a new Secretary on or before August 15<sup>th</sup>, the previous Secretary's elected or appointed student government successor will serve as Interim Secretary of the Board. The Secretary shall work with Association staff to ensure communication tools, such as the web site, are kept up-to-date and include current meeting minutes and campaign materials for members and Directors. He or she shall also perform such other duties as may be authorized or required by the Board.

### **Section 4: Treasurer**

The Treasurer of the Board will be elected by two of the three districts on or before August 15<sup>th</sup> of the year in which he or she is serving as an ASA director for a term to end the following calendar year on May 31<sup>st</sup>. From June 1<sup>st</sup> until the election of a new Treasurer on or before August 15<sup>th</sup>, the previous Treasurer's elected or appointed student government successor will serve as Interim Treasurer of the Board. The Treasurer shall serve as the chair for the standing committee regarding financial affairs. This office is responsible for reviewing all financial records of the Association, including monthly bank statements, quarterly budget reports and annual audit materials. To that extent, the office shall ensure that fiscal responsibility ensues and that annual budget reserves are maintained at the highest level possible with subsequent monetary deposits into the Association's reserve and endowment accounts to provide for future organizational sustainability. Additionally, this office shall work with the Executive Director to prepare annual budgets requiring Board approval prior to the August Board meeting. He or she shall also perform such other duties as may be authorized or required by the Board.

### **Section 5: Process for Removal of Officers**

Removal of officers shall be made by two of the three districts. In the case an office becomes vacant; the Board must elect and confirm a new officer from the Board by two of the three districts at the beginning of the next regularly scheduled meeting.

## **ARTICLE VI: EXECUTIVE DIRECTOR**

The Executive Director of the Association shall be the chief managing officer of the Association responsible on all duties to the authority and direction of the Board of Directors. The duties of the office shall be to hire and manage staff, oversee Association and campus-specific campaigns, manage and implement advocacy efforts, and perform or direct all necessary office management tasks required by the Association as authorized by the Board. This includes annual preparation of the Association budget through consultation with the Treasurer. He or she shall exercise such other duties as may be authorized or required by the Board. The Executive Director shall hold office at the pleasure of the board.

## **ARTICLE VII: INSTRUMENTS & DOCUMENTS, CONTRACTS, CHECKS, AND DEPOSITS**

### **Section 1: Documents and Obligations**

The Executive Director of the Association may sign any deeds, mortgages, bonds, contracts, notes and other evidence of debt, or other instruments or documents which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed.

### **Section 2: Checks**

All checks, drafts, or other orders for the payment of money issued in the name of the Association shall be signed by such officers or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board.

### **Section 3: Attestation**

The Office Manager may attest the execution of any instrument or document by the Executive Director or any other duly authorized officer or agent of the Association, and may affix the corporate seal in witness thereof, but neither such attestation nor the affixing of the corporate seal shall be required for the effectiveness or validity of any such document or instrument.

### **Section 4: Deposits**

All sums of the Association not otherwise employed or needed in the ordinary business affairs of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

### **Section 5: Gifts and Contributions**

The Association may, in its discretion, solicit and accept grants, gifts, contributions, and bequests of money or property from members of the general public, corporations or other institutions. Such title to monies or property shall vest in the Association. Receipt and acceptance of a negotiable instrument shall be evidenced by the Association's endorsement thereon.

**ARTICLE VIII: FISCAL YEAR**

The fiscal year of the Association shall end on June 30<sup>th</sup>.

## **ARTICLE IX: INDEMNIFICATION**

The Association shall indemnify to the maximum extent permitted by applicable Arizona law, as amended from time to time, any Director, officer, or agent, or any former Director, officer, or agent of the Association, who was or is a party or is threatened to be made a party to any contemplated, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was an authorized representative of the Association, against expenses (including, without limitation, attorneys' and witness fees and court costs), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal proceeding, that he or she did not have reasonable cause to believe that his or her conduct was unlawful.

## **ARTICLE X: INSURANCE**

Subject to the provisions of applicable law, the Association may purchase and maintain insurance on behalf of its Directors, officers, and agents against any liability asserted against or incurred by them in their capacity as such Director, officer, or agent, or arising out of their status as such, whether or not the Association would have the power or duty to indemnify against such liability.

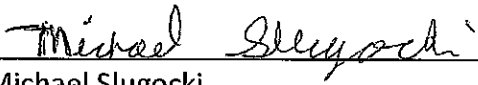
## **ARTICLE XI: AMENDMENTS**

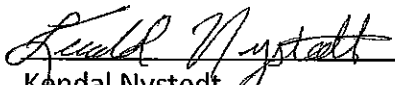
These Bylaws may be amended at any regular meeting of the Board or any special meeting of the Board called for such purpose by an affirmative vote of two thirds majority of Board Members present and voting in each district. Eligible voters are to be considered as those directors whom which have taken the oath of office. The process in which bylaw amendments are to be adopted are as follows:

1. Any proposed bylaw changes must first go through an initial introduction by the Board electronically or in person. No discussion will be entertained at that time.
2. After which, suggestions and commentary will be reviewed by the Internal Affairs Committee to give their final recommendations.
3. The option of voting on the edited version of the proposed bylaws will be available upon the second or future readings to the Board in person.

## ARTICLE XII: CERTIFICATION

The undersigned hereby certify that the foregoing Bylaws were adopted by the Board of Directors of the Association at a meeting called for that purpose on the 5th day of September, 1997, and amended at a meeting called for that purpose on the 4th day of December, 1997. The most recent amendment and enactment to these bylaws took place on the 27<sup>th</sup> day of April, 2006. These bylaws were again amended at a special meeting of the Board on April 6<sup>th</sup>, 2007. These bylaws were again amended at a regular meeting of the Board on April 23<sup>rd</sup>, 2008. These bylaws were again amended at a special meeting of the Board on May 5<sup>th</sup>, 2008. These bylaws were again amended at a regular meeting of the Board on October 12<sup>th</sup>, 2008. These bylaws were again amended at a regular meeting of the Board on March 12<sup>th</sup>, 2009. These bylaws were again amended at a regular meeting of the Board on April 30<sup>th</sup>, 2009.

  
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Michael Slugocki  
*Board Chair*

  
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Kendal Nystedt  
*Board Vice-Chair*