

# ARIZONA ASSOCIATION FOR ECONOMIC DEVELOPMENT

## AMENDED AND RESTATED BYLAWS

(As adopted September 27, 2024.)

These Amended and Restated Bylaws supersede and take the place of the Arizona Association for Economic Development’s existing Bylaws and any amendments or restatements thereof, pursuant to the Arizona Nonprofit Corporation Act, A.R.S. §§ 10-3101 through 10-11702 (“ANCA”).

### ARTICLE I NAME; OFFICES; AGENT

Section 1. Name. The name of this corporation is “Arizona Association for Economic Development” (the “Corporation”).

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Corporation’s Board of Directors (sometimes referred to herein as the “Board” or the “Board of Directors”), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the ANCA.

### ARTICLE II MEMBERS

Section 1. Classes of Members. The Corporation shall have six (6) classes of voting members as follows:

- Provider
- Practitioner
- Elected Official
- Member in Transition
- Emerging Economic Developer
- Emeritus

Members shall be referred to individually as a “Member” and collectively as the “Members.”

Section 2. Qualifications.

(a) Providers. Providers shall be individuals working for a for-profit organization that is part of, supports, or profits from economic growth in neighborhoods, communities, regions, or the State of Arizona

(b) Practitioners. Practitioners shall be individuals working for the government, a public or private utility, or a not-for-profit organization with a primary focus on the practice of economic development within the State of Arizona.

(c) Elected Officials. Elected Officials shall be individuals elected or appointed to public office in the State of Arizona.

(d) Member in Transition. Members who find themselves actively searching for employment and/or in between careers.

(e) Emerging Economic Developers. Emerging Economic Developers shall be currently enrolled full-time at an institute of higher education in the State of Arizona pursuing an undergrad, graduate, or doctorate degree, who are not working full-time in a position in the economic development industry.

(f) Emeriti. Emeriti shall be individuals who are no longer pursuing job opportunities in economic development or elsewhere but are interested in maintaining their membership with AAED.

Section 3. Nomination and Application. Candidates for membership shall submit a complete membership application to the Corporation along with initial dues and other fees as determined by the Board of Directors from time to time. All applications shall be reviewed and approved by the Chief Executive Officer or designee. If the Chief Executive Officer has a question about the eligibility of an applicant, the Chief Executive Officer shall bring the application to the Executive Committee for final review and approval.

Section 4. Dues. The Board of Directors may fix or adjust the dues and donations applicable to each membership class from time to time without amending these Bylaws.

Section 5. Termination, Suspension, or Expulsion of a Member. A Member's membership may be terminated, suspended, or a Member may be expelled by the Board of Directors upon:

(a) failure of the Member to pay dues within sixty (60) days after the mailing of a second notice of dues payable.

(b) good cause shown and the affirmative vote of the majority (51%) of the Directors then in office. The Board shall provide written notice to the Member at least twenty (20) days before the meeting where the expulsion, suspension, or termination will be voted on and the reasons therefore. The Board shall provide the Member an opportunity to be heard, orally or in writing, at least five (5) days before the effective date of the expulsion, suspension, or termination. Any written notice that is mailed shall be sent to the last address of the Member shown on the Corporation's records.

(c) the death of the Member; or

(d) the dissolution of the Corporation.

Section 6. Transfer of Membership. A Member may not transfer their membership or any right arising therefrom.

Section 7. Reinstatement of Membership. A former Member expelled under Section 5 (a) or (b) may apply by written request to the Corporation's Secretary/Treasurer for reinstatement of their membership. The Board of Directors may reinstate any membership by a seventy-five percent (75%) super-majority vote of the Directors then in office, on the terms and conditions determined by the Board from time to time.

Section 8. Membership Privileges.

(a) Voting. Each Member not delinquent in paying their dues shall be entitled to vote upon each matter submitted to a vote at any meeting of the Members.

(b) Eligibility to Hold Office. Members shall be eligible to serve as a Director of the Corporation after two (2) years of membership. Members shall be eligible to serve as an Officer after serving as a Director for two (2) years.

Section 9. Membership Year. Memberships are on a rolling term, and shall extend for twelve (12) months. The initial membership year for any new Member may extend beyond twelve (12) months, from the date dues are first paid to the first of the above dates arising more than one year after the date dues are first paid.

### **ARTICLE III MEMBERS' MEETINGS**

Section 1. Annual Meeting. The annual meeting of the Members, for the purpose of electing Directors and the transaction of such other business as may come before the meeting, shall be held at the Corporation's principal office, or other appropriately noticed location, between January 1 and June 30 each year, as determined from time to time by the Board of Directors. If the annual meeting of the Members is not held at such time, it shall be held as soon thereafter as is practical. At each annual meeting of the Members, a report on the Corporation's activities and financial condition shall be presented.

Section 2. Other Regular Meetings. In addition to the annual meeting of the Members, the Members shall meet at least once between July 1 and December 31 each year, as determined from

time to time by the Board of Directors. The Board may provide by resolution for other regular or stated Member meetings, to be held at a fixed time and place, and upon the passage of any such resolution, such meetings shall be held at the stated time and place.

Section 3. Special Meetings. Special meetings of the Members may be held at any time and any place for any purpose or purpose, unless otherwise proscribed by the ANCA, on call of the Corporation's President or the Board of Directors and shall be called by the Secretary/Treasurer upon written request of not less than ten percent (10%) of all the Corporation's Members. Such written request shall describe the purpose or purposes for which the meeting is to be held.

Section 4. Adjourned Meetings. Unless otherwise provided by the ANCA, if an annual, regular, or special meeting of the members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

Section 5. Notice and Waiver of Notice.

(a) Notice. Notice of the annual Member meeting shall be given by written notice delivered to each Member in one of the methods described in subsection (b) below not less than ten (10) days nor more than thirty (30) days before the date of the meeting, by or at the direction of the President, the Secretary/Treasurer or other officer or persons calling the meeting to each Member of record entitled to vote at such meeting.

(b) Methods of Giving Notice. Notice of any special meeting of Members, and any other notice required to be given under these Bylaws or the ANCA may be communicated in writing by electronic mail, or other form of wire or wireless communication, or by mail or private carrier. Notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; (iii) on the date shown on the return receipt, if sent by registered or certified mail with return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice given by electronic mail is effective when directed to an electronic mail address shown on the Corporation's current records.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the ANCA, the Corporation's Articles of Incorporation, or these Bylaws a waiver shall be deemed equivalent to the giving of such notice. The waiver shall be in writing and signed by the member entitled to the notice, or by electronic mail and filed with the Corporation's minutes. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Record Date. The Board of Directors may fix a future date as the record date for determining the Members entitled to notice and the Members entitled to vote at any meeting of the Members; provided, however, that the record date is not more than seventy (70) days before the meeting date. If no such record date is fixed, Members in good standing on the date immediately preceding the date of the meeting are entitled to notice and vote at such meeting of the Members.

Section 7. Meetings by Telephone or Other Communication Technology. Any or all Members may participate in a regular or special meeting using the telephone or any other means

of communication by which all participating Directors may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 8. Quorum. Ten percent (10%) of the Members present at any meeting shall constitute a quorum for the transaction of business at such meeting. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Members. If less than a quorum is present when a meeting is convened, a majority (51%) of the Members present may adjourn the meeting from time to time without further notice if the time and place are announced at the meeting in which the adjournment is taken.

Section 9. Manner of Acting; No Proxies. Each voting Member who has paid the dues required of them shall have one (1) vote upon each matter submitted to a vote at any meeting of the Members. The vote of a majority (51%) of the Members entitled to vote represented at a meeting at which quorum is present shall be the act of the Members, unless the act of a greater number is required by the ANCA, the Corporation's Articles of Incorporation, or these Bylaws. No proxies shall be permitted.

Section 10. Conduct of Meetings. The Corporation's President, or in their absence, in order of succession, the President Elect, Vice President, Secretary/Treasurer, shall call the meeting of the Members to order and shall act of as chair of the meeting. The Corporation's Secretary/Treasurer shall act as secretary of meetings of the Members, but in their absence the chair of the meeting may appoint any other person to act as secretary of the meeting.

Section 11. Presumption of Assent. A Member who is present at a Member meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Member's dissent is entered in the minutes of the meeting or unless such Member files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Corporation's Secretary/Treasurer immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

Section 12. Action by Written Ballot. With regard to any action that may be taken at the annual Member meeting, including the election of Directors, a Member may vote by mail or electronically on ballot forms provided by the Corporation. Not less than thirty (30) days prior to the date set for such action, the Corporation shall either mail or e-mail a pre-printed ballot form to each Member eligible to vote at the Member's physical or email address of record with the Corporation. The ballot form shall set forth each proposed action and provide an opportunity to vote for or against or withhold a vote for each proposed action or candidate. The ballot form may not be revoked. Any solicitation for votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter; and (iii) specify the time by which a ballot must be delivered to the Corporation in order to be counted, which time shall not be less than three (3) days after the date that the Corporation delivers the ballot. The Board of Directors may extend the time by which a ballot must be delivered to the Corporation if the number of responses does not meet the ten percent (10%) quorum requirement.

Section 13. Online Voting. After providing the notice required under Section 5, above, the Corporation may allow for online voting by delivering a written ballot through an online voting system that does the following: (a) authenticates the Member’s identity; (b) authenticates the validity of each electronic vote to ensure that the vote is not altered in transit; (c) transmits a receipt to each Member who casts an electronic vote; and (d) stores electronic votes for recount, inspection, and review purposes. If the Corporation conducts electronic voting, it must also provide a reasonable procedure by which a Member may obtain and cast a ballot through some other form of delivery including United States mail delivery and fax transmission.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 1. General Powers. The Corporation shall have powers to the full extent allowed by the ANCA. The Corporation’s affairs shall be exercised and managed by the Board directly, or if delegated, under the Board’s ultimate direction.

Section 2. Classes and Number of Directors.

(a) Classes. The Corporation shall have two (2) classes of voting Directors and one class of non-voting Directors as follows:

- |                        |            |
|------------------------|------------|
| • Directors at Large   | Voting     |
| • Ex Officio Directors | Voting     |
| • Appointed Directors  | Non-Voting |

(b) Number. The number of Directors shall be as determined by the Board from time to time but in no event shall there be less than fifteen (15) nor more than twenty-five (25). Directors shall serve for the term provided in Section 5 of this Article. No amendment to these Bylaws shall reduce the number of Directors to less than the number required by the ANCA which at the time of adoption of these Bylaws is one (1). The number of Directors in each class shall be as follows:

i. Directors at Large. The Corporation shall endeavor to maintain fourteen (14) Directors at Large consisting of eight (8) Metro Directors and six (6) Rural Directors. For the purposes of these Bylaws, Metro Directors shall be Directors elected from and representing communities within the contiguous boundaries of Phoenix MSA and Tucson MSA, and Rural Directors shall be Directors elected from and representing all other communities not represented by Metro Directors.

ii. Ex officio Directors. The Corporation’s President, President-Elect, Vice-President, Secretary/Treasurer, and Immediate Past President shall be, ex-officio, Directors of the Corporation with voting rights. The ex-officio Directors shall be included in the total number of Directors authorized in this subsection (b).

iii. Appointed Directors. There shall be no more than six (6) Appointed Directors.

Section 3. Qualifications of Directors. The Board shall endeavor to elect a Board that is representative of each member class as well as the geographic distribution of the Corporation's membership. Further, each Director shall be at least eighteen (18) years of age and a person of experience and good reputation in the community who will actively support the Corporation's goals and objectives and who is willing to contribute their time and effort to achieve such goals and objectives. Directors shall have other such qualifications as the Board may prescribe by resolution or amendment to these Bylaws. Further, the Directors of each class of Directors shall have the qualifications applicable to the class for which they are seeking election as follows:

(a) Directors at Large. Each Director at Large shall have been a Member in good standing for at least two (2) years and shall have served for at least one of those years as an active member of a committee or have previously served as a Director. Directors at Large shall be residents of the State of Arizona.

(b) Ex Officio Directors. The Corporation's ex officio Directors shall include all of the principal officers listed under Article VI except the Chief Executive Officer.

(c) Appointed Directors. Each Appointed Director shall be a representative of an organization holding a membership within the Corporation in good standing for at least two (2) years. No more than one (1) Appointed Director may represent a single organization holding membership within the Corporation; provided, however, that an Appointed Director who changes employers and becomes the second representative of an organization holding a membership within the Corporation may be permitted to complete their current term.

Section 4. Nomination and Election of Directors.

(a) Nomination of Directors at Large. Candidates for the Directors at Large shall submit to the Corporation a complete directorship application, including signatures of at least ten (10) Members in good standing and any other materials as may be determined by the Nominating Committee from time to time. All applications shall be reviewed by the Nominating Committee.

(b) Election of Directors at Large. Directors at Large shall be elected by a plurality vote of the Members present at the annual meeting of the Members or other such time and place where Directors are being voted on, with candidates receiving the most votes being elected in descending order until each Director seat up for election is filled. In the event of a tie, Directors shall be elected by the affirmative vote of a majority (51%) of the members present at the meeting where Directors are being voted on.

(c) Nomination & Ratification of Appointed Directors. Appointed Directors shall be nominated each year by the President-Elect for a term of one (1) year. The slate of nominees for Appointed Directors shall be ratified by the Members by majority (51%) vote of the Members present at the annual meeting of the Members or other such time and place where Directors are being voted on.

Section 5. Term of Office.

(a) Directors at Large. Directors at Large shall hold office from June 1 of the year in which they are elected until two (2) years thereafter, or until their successors have been elected and qualified. For the purpose of staggering the Directors' at Large terms, Directors at Large shall be classified with respect to the time for which they shall hold office by dividing them into two (2) classes. The Board shall endeavor to ensure that the Directors of the first class consist of four (4) Metro Directors and three (3) Rural Directors, and the Directors of the second class consist of (4) Metro Directors and three (3) Rural Directors, thus accomplishing a succession of staggered two-year terms with one-half (50%) of the Directors at Large eligible for reappointment or replacement each year as well as an appropriate mix of Rural Directors and Metro Directors. Beginning June 1, the successors to the class of Directors whose terms expire that year shall commence to hold office for a term of two (2) years, or until their successors have been elected and qualified. Directors at Large who have served four (4) consecutive terms shall be ineligible for re-election for a period of one (1) year immediately following the expiration of their fourth full term.

(b) Ex Officio Directors. Ex officio Directors serve by virtue of their positions as the Corporation's officers. Accordingly, ex officio Directors shall hold office until their resignation or removal as an officer pursuant to Article VI below.

(c) Appointed Directors. Appointed Directors shall hold office from June 1 of the year in which they are elected for (1) year, or until their successors have been elected and qualified. Appointed Directors who have served six (6) consecutive terms shall be ineligible for re-election for a period of one (1) year immediately following the expiration of their sixth full term.

Section 6. Resignation. A Director, except an ex officio Director, may resign at any time by filing a written resignation with the Corporation's President or Secretary/Treasurer, or by giving oral or written notice at any Board meeting. Any such resignation shall take effect at the time specified therein; and the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. Directors, except ex officio Directors, may be removed from office with or without cause by the vote of a majority (51%) of the Directors then in office, either at a regular meeting or at any special meeting called for that purpose. Failure of a Director at Large to attend three (3) consecutive Board meetings or seventy-five percent (75%) of the meetings in a calendar year shall be deemed to be a resignation by the Director.



Section 8. Vacancies. In the event a vacancy occurs in the Board from any cause, including an increase in the number of Directors, the Directors may fill the position at any regular meeting or at any special meeting called for the purpose of electing a Director provided, however, that for the purpose of counting term limits, the newly elected Director's term will be counted as beginning on June 1 of the year following their election.

Section 9. Compensation. Directors shall not receive compensation for serving as Directors, but may receive reasonable compensation for other personal services rendered that are necessary to carrying out the Corporation's exempt purposes. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board.

## **ARTICLE V BOARD MEETINGS**

Section 1. Annual Meeting. The annual Board meeting (the "Annual Meeting"), for the purpose of electing officers and the transaction of such other business as may come before the meeting, shall be held at the Corporation's principal office, or other appropriately noticed location, between January 1 and June 30 each year, as determined from time to time by the Board of Directors. If the annual meeting is not held at such time, it shall be held as soon thereafter as is practical.

Section 2. Other Regular Meetings. In addition to the Annual Meeting, the Board of Directors shall meet at least once between July 1 and December 31 each year, as determined from time to time by the Board of Directors. The Board may provide by resolution for other regular or stated Annual Meetings, to be held at a fixed time and place, and upon the passage of any such resolution, such meetings shall be held at the stated time and place.

Section 3. Special Meetings. Special Board meetings may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the President or Secretary/Treasurer and shall be called by the Secretary/Treasurer on the written request of a majority (51%) of the Directors then in office.

Section 4. Meetings by Telephone or Other Communication Technology. Any or all Directors may participate in a regular or special meeting or in a Board committee meeting through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 5. Place of Meetings. All meetings shall be held at the Corporation's principal office or at such other place within or without the State of Arizona as the Board or any persons entitled to call the meeting shall designate, or by waiver of notice signed by all Directors.

Section 6. Quorum. A majority (51%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors. If less than a quorum is present when a meeting is convened, a majority (51%) of the Directors present may adjourn the meeting from time to time without further notice if the time and place are announced at the meeting in which the adjournment is taken.

Section 7. Manner of Acting; No Proxies. At any Board meeting, every Director entitled to vote shall have one vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the ANCA, the Corporation's Articles of Incorporation, or the Bylaws. No proxies shall be permitted.

Section 8. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time, and place of any special meeting shall be given by oral or written notice delivered personally to each Director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in subsection (b) below. The purpose of and the business to be transacted at any special Board meeting need not be specified in the notice or waiver of notice of such meeting.

(b) Methods of Giving Notice. Notice of any special meeting of Directors, and any other notice required to be given under these Bylaws or the ANCA may be communicated in person, by telephone, facsimile, electronic mail, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; (iii) on the date shown on the return receipt, if sent by registered or certified mail with return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice given by electronic mail is effective when directed to an electronic mail address shown on the Corporation's current records.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the ANCA or the Corporation's Articles of Incorporation or Bylaws, a waiver shall be deemed equivalent to the giving of such notice. The waiver shall be in writing and signed by the Director entitled to the notice, or by electronic mail and filed with the Corporation's minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly on the Director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Presumption of Assent. A Director who is present at a Board meeting, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Corporation's Secretary/Treasurer-immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Action by Written Consent of Directors.

(a) Written Consent. Any action required by the Corporation's Articles of Incorporation, these Bylaws, or any provision of the ANCA to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents setting forth the action so taken, signed by all of the Directors entitled to vote with respect to the subject matter thereof, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. Any Director may revoke a consent by delivering a signed revocation of the consent to the President or Secretary/Treasurer before the date the last Director signs the consent. Such consent shall have the same force and effect as a unanimous Board vote taken at a meeting.

(b) Use of Electronic Signature. A Director may act by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory to serve as their signature. Each electronic signature should be affixed to an e-mail message or other electronic communication that: (i) contains, attaches, or references the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the e-mail or electronic communication.

Section 11. Electronic Mail. Any action which may be accomplished, or is required to be accomplished, in writing under these Bylaws or the ANCA, including agreement to unanimous written consent, shall be valid if sent and received by electronic mail.

Section 12. Executive Session. The Board may go into executive session and close any portion of a Board meeting when considering any of the following: (a) employment, personal, or media matters; (b) legal advice for the Board or the Corporation; (c) pending or contemplated litigation; or (d) any other matter where information that is proprietary or confidential, or for which public disclosure is contrary to law, will be discussed.

Section 13. Director Deadlock. In the event the Board votes are deadlocked, but only if so required by the written request of any Director delivered to the President, the Board shall, within

thirty (30) days after receipt of such written request, appoint a mutually-agreed upon neutral mediator to aid the Board in facilitating the decision-making process.

## **ARTICLE VI OFFICERS**

Section 1. Number. The Corporation's principal officers shall be a President, President-Elect, a Vice President, a Secretary/Treasurer, an Immediate Past President, and a Chief Executive Officer. The same individual may simultaneously hold more than one office; provided, however, the same individual may not simultaneously hold the offices of President and Secretary/Treasurer. Principal officers shall be ex-officio Directors with voting rights.

### Section 2. Nomination and Election of Officers.

(a) Nomination of Officers. Candidates for an officer position shall be nominated by the Nominating Committee from time to time. The President then in office shall preside over the nomination and election process.

(b) Election of Officers. Officers, with the exception of the Chief Executive Officer who is an employee serving at the pleasure of the Board, shall be elected by the affirmative vote of a majority (51%) of the Directors present at the Annual Meeting or other such time and place where officers are being voted on. To promote continuity of leadership, individuals elected to Secretary/Treasurer will be nominated to the succeeding positions of Vice President, President-Elect, then President, and then Immediate Past-President. In the event that an individual is unwilling or unable to continue to the next position, the Nominating Committee may nominate another individual meeting the qualifications set forth in Section 3 of this Article to fill such position.

Section 3. Qualifications of Certain Officer Candidates. Each of the Secretary/Treasurer candidates shall have served as an elected member of the Board for at least one (1) term and shall have attended at least three (3) of the last five (5) Board meetings.

Section 4. Term of Office. Each officer, with the exception of the Chief Executive Officer who is an employee serving at the pleasure of the Board, shall hold office from June 1 of the year in which they are elected until one (1) year thereafter, or until their successors have been elected and qualified upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner provided in these Bylaws. No officer, shall be eligible for re-election for a period of one (1) year immediately following the expiration of their term.

Section 5. Resignation. Any officer may resign at any time by delivering written notice to the Corporation, or the Corporation's President or Secretary/Treasurer, or by giving oral or written notice at any Board meeting. Any such resignation shall take effect at the time specified therein;

and the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board by the vote of a majority (51%) of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 8. Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the Corporation and, subject to the oversight of the Board of Directors, shall in general supervise and control all of the Corporation's day-to-day business and affairs. The Chief Executive Officer shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such corporate agents and employees as they shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the Chief Executive Officer's discretion. In general, the Chief Executive Officer shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 9. The President. The President shall work with the Chief Executive Officer to develop the agenda for Board meetings, shall call and preside at all Board meetings, shall work to increase Board participation, shall be, ex officio, a voting member of all committees of the Board, and shall be the liaison between the Chief Executive Officer and the Board of Directors.

Section 10. The President-Elect. The President-Elect shall serve in the absence of the President or in the event of the President's death or inability or refusal to act. The President-Elect shall also serve as the Board's Liaison to the Government Affairs Committee and oversee the contracts and agreements relating to legislative matters. Additionally, the President-Elect shall perform such other duties as the Board of Directors or the President may assign from time to time.

Section 11. The Vice-President. The Vice-President shall serve in the absence of the President and President-Elect or in the event of the President and President-Elect's death or inability or refusal to act. The Vice President shall also serve as the Board's liaison to the Professional Education Committee and oversee all agreements relating to the delivery of professional educational courses. Additionally, the Vice President shall perform such other duties as the Board of Directors or the President may assign from time to time.

Section 12. The Secretary/Treasurer. The Secretary/Treasurer shall: (a) ensure that the minutes of the Board of Directors' meetings are kept in one or more books or secure online

databases provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the ANCA; (c) ensure proper maintenance of the corporate records; and (d) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Secretary/Treasurer shall serve as the chair of the Finance Committee. Additionally, the Secretary/Treasurer shall perform such other duties as the Board of Directors or the President may assign from time to time.

Section 13. Immediate Past President. The Immediate Past President shall serve as the Board's liaison to all the Board Committee chairs and monitor the efficacy of the Board Committees.

Section 14. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 15. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 16. Compensation. Corporate officers, other than those who are paid staff members, shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the Corporation's exempt purposes. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

## **ARTICLE VII CONFLICTS OF INTEREST**

Section 1. Conflict of Interest Procedure. Each Director, officer, key employee, and member of a Board committee or subcommittee with Board-delegated powers shall conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, officer, key employee, and member of a

Board committee or subcommittee with Board-delegated powers shall annually complete and sign the Corporation's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

## **ARTICLE VIII COMMITTEES**

Section 1. Board Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees may consist of one (1) or more Directors.

(a) Powers Reserved to the Board. Any committee, to the extent provided in the Board resolution, shall have and may exercise any of the Board's powers and authority, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment, or repeal of these Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any Board resolution; or (v) action on matters committed by these Bylaws or by Board resolution to another Board committee.

(b) Executive Committee. There shall be an Executive Committee consisting of the principal officers set forth in Article VI with the exception of the Chief Executive Officer. The Executive Committee shall have such powers and duties, not inconsistent with subsection (a) hereof or any existing delegation of powers to a committee of Directors, as may be provided in the resolution creating such committee. Additionally, the Executive Committee shall have and may exercise when the Board is not in session all of the Board's powers in the management of the Corporation's business and affairs other than the powers listed in subsection (a) hereof; provided, however, that all of the Executive Committee's actions shall be presented at the next Board meeting.

(c) Finance Committee. There shall be a Finance Committee consisting of the Secretary/Treasurer, who shall chair the committee, President, President-Elect, Chief Executive Officer, the Chairs of the two highest revenue-generating Advisory Committees, and two (2) members in good standing. The Finance Committee shall oversee the creation of the Annual Budget for submission to the Board before the fiscal year starts.

(d) Nominating Committee. The Nominating Committee shall consist of the current President, who shall chair the committee, the Immediate Past President, the current President-Elect, and no less than two (2) Directors at large with unexpired terms appointed by the President.

(e) Participation by Non-Directors. A person who is not a Director may be appointed to any Board committee except the Executive Committee; provided, however, that such non-

Director shall have no right to vote on any question that would create a binding corporate obligation.

(f) Removal; Board Authority. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action, including any action by the Executive Committee, is subject to amendment, modification, or repeal at the next annual or regular Board meeting.

(g) Term. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the Corporation's next annual meeting, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

(h) Committee Charters. The Board may by resolution pass one or more committee charters setting forth the powers delegated to, and operating rules of, any standing or ad hoc committee that are consistent with the Articles, the Bylaws, the ANCA, and applicable Board resolutions.

(i) Committee Rules. Each committee may, subject to the Board's approval, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure that are consistent with the Corporation's Articles of Incorporation, these Bylaws, Board approved committee charters, and applicable Board resolutions.

Section 2. Advisory Committees. The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not Directors and who the Board deems appropriate to serve on such committee. The Board at any time may appoint additional members thereto. The members of any such committee shall serve at the Board's pleasure. Such advisory committees shall advise with and aid the officers and Directors of the Corporation in all matters designated by the Board. Each such committee may, subject to the Board's approval, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure.

## **ARTICLE IX MANDATORY INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted or required by ANCA §§ 10-3850 to 10-3858, inclusive, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation; provided, however, that the



Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or Proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, the ANCA, Members, or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in ANCA § 10-3850.

## **ARTICLE X MISCELLANEOUS**

Section 1. Fiscal Year. The Corporation's fiscal year shall end on the last day of June in each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. The Chief Executive Officer shall have authority to sign, execute and acknowledge on Corporation's behalf, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by Board resolution. Except as otherwise provided by the ANCA or directed by the Board, the Chief Executive Officer may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in their place and stead. The Corporation's Secretary/Treasurer is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board.

Section 4. Loans. No moneys shall be borrowed on the Corporation's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by a Board resolution. Such authority may be general or confined to specific instances.

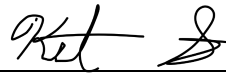
Section 5. Deposits. All the Corporation's funds, not otherwise employed, shall be deposited from time to time to the Corporation's credit in such banks, investment firms, or other depositories as the Board may select.

**ARTICLE XI  
AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a super-majority (75%) of the Directors then in office at any regular or special meeting thereof.

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Certified a true and correct copy of the Bylaws adopted on September 27, 2024, by Arizona Association for Economic Development.



Kristen Stephenson, Secretary/Treasurer