CONSOLIDATED BYLAWS  
WITH ALL AMENDMENTS ADOPTED THROUGH  

February 10, 2020  

ARTICLE I  
GENERAL  

1.01. Name and Character. The name of this Corporation is Fountain Hills Cultural and Civic Association, Inc. It shall be referred to in these Amended and Restated Bylaws as the Corporation. The Corporation has been created and organized as a nonprofit Corporation under the laws of the State of Arizona. The Corporation is qualified and registered as an organization exempt from income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and all purposes, powers, actions and activities of the Corporation shall conform to the requirements thereof.  

1.02. Purposes, Intentions and Limitations.  
(a) As a legal entity, the Corporation may acquire, own, maintain and operate real property and the improvements thereon for the benefit of the general public of the Community of Fountain Hills. As an organizational body the Membership of the Corporation intends to develop, promote and operate programs and activities that will preserve and enhance the Civic, Cultural, Educational, Environmental and Social qualities of the Community. The Corporation intends to obtain funds for its programs and activities from membership dues, by solicitation from the public of contributions and bequests for specific purposes, and by sponsoring revenue producing activities involving the general public.  
(b) The Corporation will carry out its activities, in so far as possible, through the voluntary services of its membership and the general public.  
(c) The Corporation will not endorse political candidates or parties and will only adopt a position on a controversial community issue after the membership has voted at a Special Membership Meeting held to determine the will of the membership.  

1.03. Property Interests of Directors, Officers or Members. No Director, Officer or Member shall have any right, title or interest in or to any property or assets of the Corporation, either prior to or at the time of any liquidation or dissolution of the Corporation; all of which properties and assets at the time of any liquidation or dissolution shall vest in such organization, exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.  

1.04. Offices. The principal office of the Corporation shall be in Fountain Hills, Maricopa County, Arizona; but, the business of the Corporation may be carried on in such other places within and without the State of Arizona as the Board of Directors may designate.
ARTICLE II
PROVISIONS FOR MEMBERSHIP

2.01. Membership Corporation. This shall be a membership nonprofit Corporation as provided by the provisions of A.R.S. Title 10, Chapters 24 – 40, et. seq., which are applicable to the Corporation.

2.02. Membership; Classes and Voting Rights.
(a) Any person of voting age residing within Fountain Hills and surrounding communities shall be eligible for full, active membership in this organization upon submission of application and payment of current dues. The Board of Directors shall have the power, from time to time, to establish one or more classes of Members, the qualifications for membership and the annual dues payable for each class of membership.

(b) As of the date of this consolidated set of Bylaws, the following classes of Members have been established by the Board of Directors:
   1. Individual
   2. Family (two people of voting age residing together in the same household)
   3. Nonprofit Organization
   4. Supporter
   5. Patron
   6. Grand Patron

(c) The holder of each Individual and Nonprofit Organization membership shall be entitled to cast one vote on any issue for which a vote of the Members is authorized. Each of the two individuals holding a Family membership shall be entitled to cast one vote on any issue for which a vote of the Members is authorized. If a Supporter, Patron or Grand Patron membership is held in the name of a single individual, defined as a business or a nonprofit organization, the holder of such membership shall be entitled to cast one vote on any issue for which a vote of the Members is authorized. If a Supporter, Patron or Grand Patron membership is held in the name of a family, defined as two people of voting age residing in the same household, each of the holders of such membership shall be entitled to cast one vote on any issue for which a vote of the Members is authorized.

(d) Members who fail to support the development, promotion and operation of Programs and activities that preserve and enhance the Corporation may be terminated. Members being considered for termination, upon a vote of at least three-fourths of the Directors present at any meeting, will be given at least fifteen days written notice and an opportunity to provide in writing and deliver to the President the rationale for their conduct. Following the 15-day notice period, the Board of Directors shall review any rationale received and either uphold or overturn its decision. If the Board affirms termination, the decision is final. Members’ dues shall not be returned, and members so terminated shall not be eligible for membership until after a three-year hiatus.

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2.03. **Honorary Memberships.** Lifetime会员资格可以由董事会的多数投票者给予任何人，只要他们对董事会所涉及的活动和项目表现出兴趣，并为社区做出贡献。会费被豁免。

2.04. **Dues.**

(a) 为了提供运营和项目资金，董事会应为每个会员类别建立年度会费。

(b) 会费支付是担任职位、当选为董事、被委任为委员会成员或投票参加成员会议的必要条件。

(c) 公司不会将会费归还给辞职的会员。

(d) 会员在一年的第一季度末仍未支付会费，将被视为欠款。欠款会员不得在任何官方会议中投票。

**ARTICLE III**

**MEMBERSHIP MEETINGS**

3.01. **Annual Membership Meeting.** 年度会员会议应于每年第二季度举行，时间和地点由董事会决定。会议应进行选举、年度报告的发布和业务的处理。

3.02. **Special Membership Meetings.** 特别会员会议应由董事会决定。

3.03. **Notices of Annual and Special Membership Meetings.** 年度会员会议及特别会员会议的通知应以书面形式发送给每位会员，发送至会员在公司记录中的地址，至少提前两周。邮件通知应送达一个或多个电子邮件地址。

3.04. **Meeting Locations.** 所有会议应在 Fountain Hills 或其周边社区举行。

3.05. **Quorum.** 会议应有至少150%的在会会员作为出席人数。

3.06. **Voting.** 选举应以口头或书面投票进行，如果需要，可以进行秘密投票。秘密投票适用于所有其他事项。当选的会员应视为符合公司的要求。代投票、累积投票及投票信托均不应被允许。
ARTICLE IV
BOARD OF DIRECTORS

4.01. General Powers. The Board of Directors shall have the power and duty to exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation except those powers specifically reserved to the Members. Except as may be otherwise provided herein, the Board of Directors shall have all of the powers granted to nonprofit corporations pursuant to A.R.S. Title 10, Chapters 24 – 40 et seq. Board of Directors shall not receive compensation for their services.

4.02. Number. The affairs of this Corporation shall be managed by a Board of Directors which shall consist of not less than two nor more than twenty-seven Directors. Any change in the number of Directors to more than twenty-seven shall require a vote by the Members of the Corporation.

4.03. Qualifications. All Members of the Corporation in good standing shall be eligible for nomination and election to a Directorship, except for any member currently serving as Mayor or Town Council member of the Town of Fountain Hills. Such elected officials shall not be eligible to serve as Directors while holding such office and are required to resign their Directorship if elected to the Town Council during their tenure as a Director. Furthermore, should any Director announce their candidacy for Town Council, their membership shall be suspended during the candidacy.

4.04. Terms of Office.
   (a) Directors shall normally be elected to serve three-year terms. To the extent possible, the terms of the Directors shall be staggered so that approximately one third of the terms shall end each year.
   (b) Any individual elected to replace a Director who has resigned or otherwise terminated their Directorship shall serve for the remaining term of the Director such individual replaces.
   (c) Directors may be elected for successive terms.

4.05. Election, Designation and Appointment of Directors. Directors shall be nominated by the President and approved by a two-thirds vote of the current Board of Directors.

4.06. Emeritus Director. An Emeritus status may be granted to any Director who has served the Corporation for at least 10-years in various supportive roles. The term of an Emeritus Director shall not be limited to three years but shall continue for as long as the person actively supports the development, promotion, Programs, and activities that preserve and enhance the Corporation. An Emeritus Director shall be considered as one of the number of Directors required in the Articles of Incorporation.

4.07. Removal and Vacancies. Any Director may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any other date specified therein. Any Director may be removed with or without cause by the vote of two-thirds of the directors then in office. Any vacancies on the Board of Directors shall be filled by nominations by the President and approval by a two-thirds vote of the current Board of Directors.

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ARTICLE V
ELECTION PROCEDURES

5.01. Nominations. Nominations for Officers shall be recommended by the Nominating Committee.

5.02. Procedure. At least three weeks prior to the Annual Membership Meeting, the Nominating Committee shall submit a list of Officer nominees to the Board of Directors. Such list shall constitute the slate of nominees to be submitted to the Membership for the election of Officers. In addition, nominations from the floor will be accepted at the Annual Membership Meeting provided such nominees are present and agree to serve if elected.

5.03. Committee on Elections. On the day of the Annual Membership Meeting, the Nominating Committee shall serve as the Committee on Elections. If the names of more candidates have been placed in nomination than the number of Officers to be elected, the Nominating Committee shall distribute, collect and count ballots and report the results to the President, who shall announce the results to the Members. Those who receive the highest vote totals shall be declared to be elected. In the event of a tie vote for the last remaining vacancy in any election, there shall be a run-off election among the candidates who have tied.

ARTICLE VI
DIRECTORS’ MEETINGS

6.01. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at least quarterly at such place and hour as may be fixed from time to time by resolution of the Board of Directors.

6.02. Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be held when called by the President of the Corporation, or by any three Directors other than the President, after not less than five days' notice to each Director. Notice may be given in writing, verbally or by e-mail.

6.03. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall be necessary to constitute a quorum for the transaction of business. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time, and the Secretary of the meeting shall notify any absent Directors of the time and place of such adjourned meeting. Notwithstanding the foregoing, if all of the Directors shall sign a written ratification of actions taken at any meeting where a quorum was not present, then such actions shall be and constitute the valid actions of the Corporation.

6.04. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

6.05. Meetings by Telephone. Special meetings of the Board of Directors may be held by conference telephone provided that: (i) notice of such meeting has been given to all
Directors in the same manner as notice of any other meeting, (ii) a quorum is present at such a meeting and (iii) the conferencing equipment is arranged in such a manner that, at all operative times, all Directors attending such meeting are able to hear each other Director in attendance. Provided such conditions are met, such meetings shall have the same force and effect as any other special meeting.

6.06. Additional Rules and Regulations.

(a) Roberts' Rules of Order shall govern the procedure for all meetings of the Board and the Members. However, in the event of a conflict between the provisions of these Bylaws and Roberts' Rules of Order, the provisions of these Bylaws shall govern.

(b) The Directors may adopt such additional rules and regulations for the management of the affairs of the corporation as the conduct of its business shall require, but such rules and regulations shall not be inconsistent with any Law of the State of Arizona, the Articles of Incorporation of this Corporation or these Bylaws.

ARTICLE VII
COMMITTEES AND PROGRAMS

7.01. General Powers. The President, with the approval of the Board of Directors, may establish administrative Committees and Member Programs to develop, promote, preserve, and enhance the Corporation, and shall approve the membership of each Committee and Program. All Committees and Programs shall be responsible to the Board of Directors and shall keep the Board informed of its activities at reasonable intervals. To the extent warranted by practical considerations, limited executive and/or fiscal authority may be delegated to each Committee or Program by resolution of the Board of Directors. The Board shall have the power at any time to fill vacancies in, to change the membership of, or to dissolve any established Committee and Program at any regular meeting of the Board of Directors, by a majority vote of those present.

(a) Notwithstanding the foregoing, the Board of Directors may not delegate to any Committee the approval of any action which, under applicable law, also requires approval of the Members.

(b) Each Program shall have a Chair and an Associate Chair, to establish a succession plan.

7.02. Executive Committee. The Board of Directors shall have the power to appoint an Executive Committee and delegate to such committee any or all of the authority of the Board of Directors, in such manner and on such terms as it may determine. The Executive Committee shall, from time to time, cause to have reviewed the Bylaws of the Corporation. The Executive Committee shall also be responsible for choosing Emeritus Directors with subsequent ratification by the Board of Directors.

7.03. Nominating Committee. The Nominating Committee shall be composed of three individuals with duties to seek qualified prospective Officer candidates and to select those it deems to be the best qualified. The Committee shall reach out to Program members to gain

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recommendations for possible nominations. The nominees shall include candidates for President, Vice President, Treasurer, and Secretary. See Article 5.02 for procedures.

7.04. Financial Review / Audit Committee. Each January, the Executive Committee shall appoint a committee or individual to conduct a review of the organization's financial report to be completed prior to filing the annual tax returns of the corporation.

7.05. Marketing / Membership Committee. This shall be either a Committee or an individual who is responsible to promote membership and keep the membership records of the Corporation.

7.06. Programs. The Corporation encourages groups with a common purpose that enhance the lifestyle of the membership area who seek the support of the Corporation through nonprofit status, accounting, banking, website, insurance and marketing. These Programs may:
   i) Have their own Board of Directors and/or Bylaws
   ii) Recommend a representative of their Program to serve as a Director to the Corporation's Board of Directors for a term as defined in Section 4.04.

ARTICLE VIII
OFFICERS

8.01. Enumeration of Officers. The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and Past President. The Board of Directors may appoint other Officers as it shall deem necessary for the proper conduct of the business and affairs of the Corporation and the accomplishment of its purposes and goals. The President, Vice President, Secretary and Treasurer must be Directors of the Corporation.

8.02. Election, Term of Officers and Qualifications. The Officers shall be elected annually by the Members at the Annual Membership Meeting and shall assume the responsibilities of office immediately. The Officers so elected shall serve for one year or until their successors are elected and qualified. The President and Vice President may not serve more than four consecutive years but may be re-elected after a two-year hiatus.

8.03. Vacancies. Any vacancies in any office shall be filled by the Board of Directors and the Officers so selected shall hold office and serve for the unexpired term.

8.04. President. The President shall preside at all meetings of the Board of Directors and of the Members and shall see that orders and resolutions of the Board of Directors are carried out. The President shall serve as Chief Operating Officer (COO) of the Corporation and shall perform all duties consistent therewith. The President shall have the general powers and duties of management usually vested in the office of President of a Corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

8.05. Vice President. At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President, and the Vice President shall have such other powers as the Board of Directors shall determine, and shall perform such other duties as may be assigned by the Board of Directors.

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8.06. Secretary. The Secretary shall have charge of the books, documents, records and papers of the Corporation Secretary shall attend and keep the minutes of all of the meetings of the Board of Directors. The Secretary shall file the Annual Corporation Report each year with the State of Arizona. The Secretary shall also keep a secure, electronic file of the Corporation’s records that is accessible by the Executive Committee. The Secretary shall perform all of the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

8.07. Treasurer. The Treasurer shall have custody of and be responsible for all funds of the Corporation. The Treasurer shall be responsible for the receipt of and the issuance of receipts for all monies due and payable to the Corporation; and for the deposit of all such monies in the name of the Corporation in such banks and/or accounts as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall, in general, perform all of the duties incidental to the office of the Treasurer, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

8.08. Past President. The Past President shall be the person who most recently served as President, unless the immediate Past President is unable, deceased, or moved out of the area, then the previous Past President may be appointed to serve in this capacity. The Past President shall serve in an advisory capacity.

8.09. Removal. Any Officer may be removed from office by an affirmative vote of two-thirds of the Directors at any regular or special meeting

ARTICLE IX
FINANCIAL MATTERS

9.01. Nonprofit Operations. The Corporation shall, at all times, be operated on a nonprofit basis. No Director, Officer, independent contractor, member of a Committee or Program, or any other individual shall receive, at any time, any of the net earnings or pecuniary profits from the operations of the Corporation or of any of its Committees, and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation.

9.02. Accounting System.
(a) The Board of Directors shall cause to be established and maintained, in accordance with generally accepted principles of accounting and fiduciary responsibility, an appropriate accounting financial reporting and auditing system.

(b) A general operating account shall be established within the books of the Corporation. In addition, one or more restricted accounts may be established to account for any funds which have been contributed or raised for a specific purpose. Notwithstanding the foregoing, the general operating account and all restricted accounts may be commingled in a single bank account for the sake of convenience. If interest shall be earned on any such commingled bank account, it shall be proportionately divided between the general and all restricted accounts.

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(c) If funds are held which, in the judgment of the Board of Directors, will not be needed for expenditure for at least six months, such excess funds may be invested in a bank savings account, bank certificates of deposit, or federal debt instruments.

9.03. Contracts. Each Program must operate financially within their approved annually submitted budget. Any contract entered into by a Committee or Program that is for the intent of committing Corporation funds shall be presented to the Board of Directors. All expenditure shall have the necessary cash balance allocated within the budget for that expense prior to contract execution. Any additional expenditures outside of allocated funds must have Board approval. Except as otherwise provided in these Bylaws, the Board may authorize one or more Officer or Director or Committee Chair to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

9.04. Checks, Drafts, Etc. All checks, drafts or other order for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officers or Directors of the Corporation and in such a manner as shall, from time to time, be determined by resolution of the Board of Directors.

9.05. Deposits. All funds of the Corporation, including revenues from any source, shall be deposited to the credit of the Corporation in such bank or banks as the Board shall select. Excepted from this requirement are such petty cash fund or advances necessary for the accomplishment of the Corporate objectives as may be specifically authorized by the Board of Directors.

9.06. Compensation. No Director, Officer, Committee Chair or Committee Member shall receive any salary or other compensation for services to or on behalf of the Corporation, except that, by resolution of the Board, actual out-of-pocket expenses incurred in the performance of an individual's duties may be reimbursed.

9.07. Fiscal Year. Commencing as of January 1, 2015, the fiscal year of the Corporation shall be the calendar year.

9.08. Annual Budgets. The Board of Directors shall cause an annual budget to be prepared prior to the commencement of each fiscal year. Such budget shall include the best estimate of the Board of Directors of income and expenses to be incurred by the Corporation and by each Committee and Program during the forthcoming fiscal year. In preparing such budget, the Board of Directors shall seek input from the Chair of each Committee and Program regarding estimated income and expenses, including the projected source of income for the forthcoming fiscal year.

ARTICLE X
INDEMNIFICATION

10.01. Indemnification of Officers, Directors, Employees and Volunteers.
(a) Subject to the further provisions hereof, the Corporation shall indemnify any and all of its existing and former Directors, Officers and Committee Chairs as well as all volunteers while
operating in good faith on behalf of this Corporation against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as Director, Officer, Committee Chair or volunteer of the Corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is brought by or in the right of the Corporation or by any other person.

(b) Whenever such individual shall report to the President of the Corporation that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a Director, Officer or volunteer of the Corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

(c) If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided that the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action. Decisions hereunder are in no manner an admission, determination or indication of liability or culpability of any person and shall not be used as evidence of any kind in any action nor as determinative of any issue of insurance coverage or otherwise.

(d) The provisions of indemnity contained herein are intended to provide all of the indemnity authorized pursuant to A.R.S. Title 10, Chapters 24 – 40, et. seq. and any subsequent amendment or replacement thereof. In the event that any provision of applicable Arizona law shall provide for a broader scope of indemnification for Officers and Directors of the Corporation or for any volunteer operating on behalf of the Corporation that is provided for in the Articles of Incorporation or these Bylaws, or in the event or any perceived inconsistency between the provisions of indemnification found in the Articles and these Bylaws, those provisions which provide for the broadest scope of indemnification to the Officers, Directors and volunteers of this Corporation shall prevail.

ARTICLE XI
AMENDMENTS

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11.01. Amendment. These Bylaws may be amended, altered, or repealed by the vote of at least two-thirds of all of the members of the Board of Directors at any meeting of the Directors where a quorum is present in the manner provided pursuant to Arizona Revised Statutes and by subsequent ratification by the membership of the Corporation at the next Annual or Special Meeting of Members.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Fountain Hills Cultural and Civic Association, Inc.

THAT the foregoing Consolidated Bylaws contain all amendments were adopted by the Directors and ratified by the Members of the Corporation at a meeting of the Members held on the 28th day of April, 2020.

IN WITNESS WHEREOF, I have hereunder subscribed my name this 28th day of April, 2020.

[Signature]

ANITA GLENISTER

Secretary