

**AMENDED AND RESTATED  
BYLAWS  
OF  
RESCUE A GOLDEN OF ARIZONA**

**ARTICLE I  
NAME, FORM OF ORGANIZATION AND PURPOSES**

**1.1 Name. The name of this Arizona Corporation is RESCUE A GOLDEN OF ARIZONA (hereinafter referred to as the "Corporation").**

**1.2 Nonprofit and Tax-Exempt Status. The Corporation is organized as a nonprofit corporation under the Arizona Nonprofit Corporation Law and as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.**

**1.3 Members. The Corporation shall have members.**

**1.4 Purposes. The objectives and purposes of this Corporation shall be to engage in any lawful activity, within or outside of the State of Arizona and, more specifically: (a) to maintain a rescue program for abandoned, mistreated, or unwanted Golden Retrievers; (b) to provide veterinary care, food, and temporary shelter for such animals; and (c) to locate persons and families to provide permanent homes for these abandoned dogs. In order to accomplish these ends, the Corporation shall be permitted to do any or all of the following:**

- (a)** To educate the public about the rescue of Golden Retrievers and responsible dog ownership;
- (b)** To conduct fund-raising events and undertake such financial programs necessary to fund the purposes herein set forth;
- (c)** To cooperate with other charitable organizations, through grants and otherwise, which are working to promote the welfare of animals;
- (d)** To receive, maintain and accept as assets of the Corporation, any property, whether real or personal, or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust or corporation, to be held, administered, leased, mortgaged, and disposed of exclusively for exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these bylaws; but no gift, bequest, devise or purchase of any such property shall be accepted if it is conditioned or limited in such manner as would require the disposition of income or principal to any organization other than a charitable organization or would otherwise jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended;
- (e)** To administer trusts for the purposes herein set forth;
- (f)** To borrow money and execute notes and mortgages therefore for the purposes of the Corporation;
- (g)** To impose dues or other fees on its members; and
- (h)** To exclusively promote and carry on any other purposes and activities for which corporations may be organized and operated under Section 501(c)(3) of the Internal Revenue Code, as amended, and under the Arizona Nonprofit Corporation Law.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and shall be liberally construed.

## **ARTICLE II OFFICES**

**2.1** Principal Office. **The principal office of the Corporation shall be located in Arizona, at the address designated in the most recent annual report filed with the Arizona Secretary of State.**

**2.2** Statutory Agent. **The Corporation shall maintain a statutory agent whose street address is required by law to be maintained in the state of Arizona. The Corporation may change its statutory agent from time to time in the manner required by law.**

**2.3** Other Offices. **The Corporation shall have offices at such other places within or outside of the state of Arizona as the Board of Directors from time to time may determine, or as the affairs of the Corporation may require.**

## **ARTICLE III MEMBERS**

**3.1** Eligibility. Membership in the Corporation shall be available to individuals, corporations, institutions, associations, foundations, clubs and other organizations interested in advancing the purposes of the Corporation as set forth above. Membership in the Corporation shall be at the discretion of the Board of Directors which may promulgate and apply such further requirements for membership as may be consistent with the purposes of the Corporation.

**3.1.1.** Requirements. Anyone who volunteers for the Corporation in any capacity, including as a foster or foster-with-intent-to-adopt or adopter, must be a current Member.

**3.1.2.** Adopters. Must be a current member, Individual or Family Membership, at the time a dog is delivered to them for adoption.

**3.1.3.** Dues. The amount of dues for the organization shall be determined by the Board of Directors. Dues shall be paid annually by the first day of the member's expiration month, with a 30-day grace period allowed before membership is made inactive. Membership dues are non-refundable.

**3.2** **Classes of Membership.** The classes of membership in the Corporation shall be as follows:

**3.2.1.** Voting Memberships. The Board of Directors shall have the authority to establish and define voting categories of membership.

**3.2.2.** Non-Voting Membership. The Board of Directors shall have the authority to establish and define non-voting categories of membership.

**3.3** Non-Transferability. No Membership may be transferred or assigned, and any certificate representing such a Membership shall be surrendered to the Corporation upon the death or dissolution of any Member holding such certificate.

**3.4** **Meetings.**

**3.4.1.** Meetings. An annual meeting of the Members shall be held each year at such location and on such date and time as determined by the Board of Directors and announced by the Secretary; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding day. Other meetings of the Members shall be at such date, time and place as may be determined by the Board.

**3.4.2.** Special Meetings. Special meetings of the Members may be called by the President or by a majority of the Board of Directors or by members having one-fourth (1/4) or more of the votes entitled to be cast at such a meeting.

**3.4.3.** Notices. Notice of all meetings of the members stating the time, the place and the purpose(s) for which the meeting is called shall be given by the President, Vice President or Secretary (unless said notice is waived in writing), to each voting member not less than ten (10) days, nor more than fifty (50) days prior to the date of the meeting. Such notice must be in writing and given to each voting member by U.S. mail, e-mail, and/or announced on the website's calendar of events.

**3.4.4.** Voting. All issues to be voted on by the Members shall be decided by a simple majority of the votes cast with respect to such issue.

**3.4.5.** Quorum. A quorum of members for any meeting shall consist of the persons or proxies entitled to cast ten percent (10%) of the votes then entitled to be cast by the membership. If any meeting of the members cannot be organized because a quorum has not attended, the members present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

**3.5** Dues. The amount required for annual dues and the dues structure (including any categories of membership which are subject to reduced or no annual dues) shall be as determined and published by the Board of Directors. Each Member shall pay to the Corporation such initiation fees and annual dues as shall be in effect from time to time by designation of the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

### **3.6 Resignation, Suspension, and Termination.**

**3.6.1.** Resignation. Any Member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a Member of unpaid dues or other charges previously accrued.

**3.6.2.** Termination. A Member can have its membership suspended and/or terminated by a majority vote of the Board of Directors. Prior to revoking any Membership, such Member shall receive (i) written notice at least fifteen (15) days before suspension or termination and the reasons therefor; and (ii) an opportunity for the Member to be heard, orally or in writing, at least five (5) days before the effective date of the suspension or termination by the Board of Directors. In determining whether to suspend or terminate any Membership, the Board shall make a fair and reasonable decision, taking into consideration all of the relevant facts and circumstances.

**3.6.3.** NoRefunds. Upon resignation, suspension, or termination of a Member, no portion of such Member's membership dues will be refunded.

## **ARTICLE IV BOARD OF DIRECTORS**

**4.1** Powers. Subject to the provisions of the Arizona Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors shall have the exclusive authority to adopt and amend policies, procedures, rules, and regulations governing the affairs of the Corporation (the "Rules"), including but not limited to rescue and adoption policies and the conduct of Members.

**4.2** Number. The number of elected corporate directors (hereinafter referred to as "Directors") shall be not less than seven (7) nor more than twenty-five (25). The Board of Directors has the sole authority to increase or decrease the number of Director Positions within the above limits. If the number of Directors is reduced, all Directors whose terms have not yet expired and who are in good standing shall be allowed to serve the balance of their terms. All Directors must be Members in good standing of the Corporation. If a Director shall fail to meet the qualifications of good standing at any time during his term, he or she will thereupon cease to be a Director and his or her place on the Board shall be deemed vacant.

4.3 Duties. For each Director position, the Board shall establish the duties, responsibilities, and qualifications associated with such position, which may be amended from time to time by resolution of the Board.

4.4 Term. All Board members shall serve two-year terms on a staggered basis. In order to achieve staggered terms, for the election following the adoption of these Bylaws, and for any election for a newly created Director position, the Board may designate certain Director positions to serve one-year terms. Thereafter, the term of office for each Director shall be two years.

4.5 Election of Directors. Except as provided in Section 4.6 below relating to vacancies, elections to fill Director Positions shall occur by a ballot vote of the Members prior to each annual meeting of the Members. In each election of directors, the Nominating Committee shall present a slate of nominees for each open Director position. For each open Director position, the candidate receiving the greatest number of votes shall be deemed elected. Cumulative voting will not be permitted in the election of directors. The Board may establish such other rules and regulations as it deems appropriate with respect to the nomination and election of directors.

4.6 Vacancies. Any vacancy occurring in the Board, and any newly created directorship, may be filled by a majority vote of the Directors then in office, including any Director whose resignation from the Board becomes effective at a future time. A Director elected to fill a vacancy shall hold office until the election of Directors. If at any time the Corporation has no Directors in office, any Member may call a special meeting of the Members for the purpose of filling vacancies in the Board.

4.7 Resignation of Directors. A Director may resign by delivering written notice to the Board of Directors, President or Secretary of the Corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

4.8 Removal of Directors. A Director may be removed with or without cause by the vote of two-thirds (2/3) of the Directors then in office.

4.9 Compensation. Unless otherwise expressly provided by resolution adopted by the Board, no Director shall receive any compensation for his or her services as a Director; however, the Board may authorize the Corporation to reimburse a Director for any out-of-pocket expenses actually incurred by the Director in the conduct of the affairs of the Corporation.

4.10 Director Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a direct or indirect interest. For purposes of this section, a Director has an indirect interest in a transaction if: (a) another entity in which a Director has a material interest or in which the Director is a general partner is a party to the transaction; or (b) another entity of which the Director is a director, officer, or trustee is party to the transaction. A conflict of interest transaction is not voidable on the basis for imposing liability on the Director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a Director has a conflict of interest may be approved in advance by the vote of the Board of Directors if: (a) the material facts of the transaction and the Director's interest are disclosed or known to the Board; and (b) the Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation. For the purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the Directors on the Board, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single Director. If a majority of the Directors on the Board who have neither a direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as hereinabove provided.

**ARTICLE V  
MEETINGS OF BOARD OF DIRECTORS**

**5.1** Regular Meetings. Regular meetings, usually held at least quarterly, shall be at such date, time and place as may be determined by the Board.

**5.2** Annual Meeting. The annual meeting of the Board of Directors, for the purpose of reviewing the Rules and transacting other business, shall be held at such date, time and place as may be determined by the Board.

**5.3** Special Meetings. Special meetings of the Board may be called by the President, and shall be called if so requested by at least twenty-five percent (25%) of the Board of Directors. The person or persons calling a special meeting shall fix the time and place of the meeting.

**5.4** Executive Sessions. The Board may meet in executive session on any matters, including but not limited to legal matters.

**5.5** Meeting Via Communications Equipment. The Board of Directors may permit any or all Directors to participate in a regular, annual, or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**5.6** Notice of Meetings. Notice of regular Board meetings may, but need not, be given for regular meetings held as and when stipulated in a published Board meeting schedule. Notice of a special Board meeting shall be given to each Director at least five (5) days prior to such meeting delivered personally or sent by postal or electronic mail to the address of each Director as disclosed on the records of the Corporation. The business to be transacted at a special meeting shall be specified in the notice of such meeting. These notice requirements shall not prevent the Board from acting on matters requiring immediate action, providing that a quorum is present.

**5.7** Quorum. At least a majority of the Directors in office at the time shall be necessary to constitute a quorum for the transaction of business.

**5.8** Action of the Board. The acts of the majority (51%) of the Directors present at a meeting at which a quorum is present shall be the acts of the Board.

**5.9** Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board, except the removal of a Director from office, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by all Directors.

**ARTICLE VI  
OFFICERS**

**6.1** Officers. The officers of the Corporation, all of whom shall be Directors, shall consist of a President, Vice President, Secretary and Treasurer, and such other officer positions as the Board may from time to time create by resolution.

**6.2** Election of Officers. Except as provided in Section 6.5 below relating to vacancies, elections to fill officer positions, who by virtue of such position shall necessarily be Directors, shall occur pursuant to the election of Directors set forth in Section 4.5 above.

**6.3** Term. Except as provided in Section 4.4 above (allowing the Board to set one-year terms to achieve staggered terms), the officers of this Corporation shall serve two-year terms unless he or she shall be removed or otherwise disqualified to serve.

**6.4** Resignation and Removal. Any officer may be removed from office with or without cause by the vote

of two-thirds (2/3) of the Directors then in office. Any officer 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 later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**6.5 Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

**6.6 Duties.** The duties of the officers are as follows:

**6.6.1 President.** The President shall be the principal corporate officer of the Corporation; shall preside at all meetings of the Board and of the Members; shall see that orders and resolutions of the Board are carried out; shall be authorized to execute and deliver any contract or other instrument in the name of the Corporation and on its behalf; and shall perform such other duties as the Board may from time to time prescribe.

**6.6.2 VicePresident.** The Vice President shall have such powers and perform such duties as the President or the Board may from time to time prescribe. At the request of the President, or in case of his or her absence or inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

**6.6.3 Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Corporation together with their addresses; and perform such other duties as required by the Board.

**6.6.4 Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board; shall keep proper books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and delivered to the Members.

**6.6.5 Additional Powers and Duties.** Each officer, in addition to such powers and duties as are specifically designated in these Bylaws, shall have such other and additional powers and duties as may be assigned by the Board from time to time as an incident to her/his office. In carrying out the duties of their respective offices, the officers of the Board shall at all times be accountable to the Board and subject to its direction.

## **ARTICLE VII BOARD OF ADVISORS**

**7.1 Appointment of Board of Advisors.** The Board of Directors may create a Board of Advisors to provide advice, counsel and expertise to the Board of Directors and to the Executive Committee. Members of the Board of Advisors may be appointed and removed annually by the Board of Directors at the first meeting of the Board following each annual election of the Directors. Additional members of the Board of Advisors may be appointed at any other regular meeting of the Board of Directors. Advisors shall serve at the pleasure of the Board of Directors. There shall be no limit on the number of persons who may be appointed to the Board of Advisors, nor shall there be any limit on the number of successive terms a person may serve on the Board of Advisors.

**7.2 Qualifications for Appointment to the Board of Advisors.** The qualifications for appointment to the Board of Advisors are: (a) a sincere interest in the work of the Corporation; (b) compliance with any Rules applicable to the members of the Board of Advisors as promulgated by the Board of Directors; and (c) membership in the Corporation.

## ARTICLE VIII COMMITTEES

**8.1 Standing Committees.** There shall exist an Executive Committee, a Finance Committee, and a Nominating Committee of the Corporation.

**8.1.1 Executive Committee.** The Executive Committee shall consist of the President of the Board of Directors as Committee Chair, the Vice President, the Secretary, the Treasurer, and such other members, all of whom must be Directors, as may be appointed by the President and confirmed by a majority vote of the Board. The Executive Committee, between meetings of the Board, shall exercise such powers and authority of the Board as shall be necessary and convenient, provided that the Executive Committee shall not have the authority: (a) to make removals from office; (b) to fill vacancies on the Board; (c) to accept transfers of real property or transfers of restricted or conditional gifts of other property to the Corporation; (d) to amend or repeal Bylaws or adopt new Bylaws; (e) amend or repeal any resolutions of the Board which by its terms shall not be so amendable or repealable; or (f) to otherwise act in a manner inconsistent with statute, the Articles of Incorporation of the Corporation, or these Bylaws. The Executive Committee may meet in executive session on any matters, including but not limited to legal matters.

**8.1.2 Finance Committee.** The Finance Committee shall consist of the Treasurer, who shall serve as Chair of the Finance Committee and such other members as may be appointed by the President and confirmed by a majority vote of the Board. The Finance Committee shall: (a) oversee and be responsible for general supervision of the financial affairs of the Corporation, but shall have no power to obligate the Corporation or enter into any binding agreement for the Corporation; (b) be responsible for the funds of the Corporation; and (c) confirm that all required financial reports for the Internal Revenue Service, the Arizona Corporation Commission, and other official agencies are appropriately, accurately and timely prepared and submitted.

**8.1.3 Nominating Committee.** The Nominating Committee shall consist of a Chair and such other members as may be appointed by the President and confirmed by a majority vote of the Board. The President of the Corporation and any person, who is or intends to be a candidate for any Board vacancy, may not serve on the Nominating Committee. The Committee shall be responsible for nominating persons to fill vacancies on the Board for performing such other duties as the Board may from time to time prescribe.

**8.2 Operating Committees.** The Board of Directors may from time to time create such operating committees as needed (the "Operating Committees"), with such subcommittees, membership, powers and duties and for such terms as shall be authorized by resolution of the Board.

**8.2.1 Directors as Chairpersons.** Each Operating Committee shall be chaired by a Director. Each Director of the Corporation may serve as the Chair of at least one (1) of the Operating Committees.

**8.3 Membership.** Appointments to the Chairs of all Operating Committees and to membership of the Executive, Finance and Nominating Committees shall be by the President of the Board and also shall be confirmed by a majority vote of the Board. The foregoing appointments and confirmation votes generally shall be made at the first meeting of the Board following each annual election of the Directors, or if the Committee is newly created, at the meeting at which such Committee shall have been created. A vacancy occurring in the position of an Operating Committee Chair shall be filled in like manner, upon appointment by the President and ratification by the Board of Directors. Other than the Operating Committee Chairs, membership on Operating Committees generally shall be self-selected by the respective individual members, but such self-selected members shall serve at the pleasure of the respective Committee Chair. The Board of Directors may, by a secret two-thirds (2/3) vote remove any Committee Chair, and/or by a majority vote remove any member of any Committee.

**8.4 Quorum and Actions.** A majority of the members of a Committee shall constitute a quorum for the transaction of business. A majority of the members so in attendance at a meeting at which a quorum is present shall be required for the Committee to act. Any meeting, regular or special, may be held by

conference telephone or similar communication equipment, so long as all members participating in the meeting can hear one another, and all such members shall be deemed to be present in person at such meeting.

## **8.5 General Responsibilities.**

**8.5.1** Committee Chair. The Chair of each Committee is expected to attend meetings of the Board or the Executive Committee when requested by the President, the Board, or the Executive Committee. If unable, when expected, to attend any such meeting, the Committee Chair may, with the approval of the President of the Board, appoint an alternate from her/his Committee to attend and to speak for her/him at such meeting.

**8.5.2** Accountable to the Board. All Committees are accountable directly to the Board of Directors and shall report to the Board at such meetings of the Board and of the Executive Committee as the Board or the Executive Committee shall direct.

**8.5.3** Meetings. Each Committee shall meet at the pleasure of its Chair or at the request of the Board President, Executive Committee or a majority of its members on oral or written notice to its members.

**8.5.4** Minutes. Minutes of Committee meetings are required to be kept in written form, including attendance and votes of all actions, and must be submitted by the person chairing the meeting to the Secretary of the Corporation, where they shall be made a part of the permanent record of the Corporation.

## **ARTICLE IX INDEMNIFICATION**

**9.1** Indemnification. Every Director, Officer or Advisor of the Corporation shall be indemnified by the Corporation against all expenses, liabilities and penalties, including counsel fees reasonably incurred by or imposed upon her/him in connection with any proceeding to which she/he may be made a party or in which she/he may become involved by reason of any acts or omissions alleged to have been committed by her/him while acting within the scope of her/his responsibilities as a Director, Officer or Advisor of the Corporation, including any settlement thereof, provided that the Board of Directors determines that such person acted in good faith and did not act, fail to act or refuse to act willfully with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or proceeding. The right of indemnification provided in these Bylaws shall not be exclusive of any rights to which any Director, Officer or Advisor of the Corporation might otherwise be entitled by law.

**9.2** Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or Advisor of the Corporation against any liability asserted against her/him and incurred by her/him in any such capacity or arising out of her/his status as such, regardless of the Corporation's authority to indemnify her/him against such liability under the Articles of Incorporation or these Bylaws.

## **ARTICLE X FINANCIAL TRANSACTIONS**

**10.1** Contracts. Except as otherwise provided by these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. No officer, Director, Committee Chair, or Member shall have the authority to bind the Corporation to any obligation unless specifically authorized by these Bylaws or by resolution of the Board.

**10.2** Checks, Drafts, etc. All checks, drafts or other orders for the payment of monies, and all notes, bonds or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents, employee or employees of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**10.3** Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

## **ARTICLE XI OPERATIONS**

**11.1** Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.

**11.2** Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of the Board and its Committees. All books, records and minutes may be inspected at any reasonable time by any Director, member of the Board of Advisors, or Officer.

**11.3** Non-Profit Status. No part of the income of the Corporation shall be distributed to, or otherwise inure to the benefit of, any Director, Officer or Advisor of the Corporation.

**11.4** Rules and Regulations. The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation or these Bylaws, as it may deem desirable for the management of the business and affairs of the Corporation.

**11.5** Rules of Order. All meetings of the Board of Directors and its Committees shall be governed by "Robert's Rules of Order, Revised" as interpreted by the President or appointed Parliamentarian, unless contradicted by provisions of these Bylaws.

**11.6** Employment of Relatives. The Corporation shall not employ any brother, sister, parent, descendant, spouse, sister-in-law, brother-in-law, mother-in-law or father-in-law of a member of the Board of Directors of the Corporation during the related Board member's term of office, without the approval of two-thirds (2/3) of the Board.

**11.7** Prohibited Activities. The Corporation is organized as a nonprofit corporation exclusively for exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Anything contained in these Bylaws to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of the future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Arizona Nonprofit Corporation Law.

## **ARTICLE XII DISSOLUTION**

**12.1** Dissolution. Upon the dissolution of the Corporation, the Corporation shall pay or make provision for the payment of all the liabilities of the Corporation. The Board shall then dispose of all of its assets exclusively for the purposes of the Corporation, preferably to other affiliate projects in the State of Arizona, and/or to such other charitable organizations organized for purposes similar to those of the Corporation, and shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws) as the Board of Directors shall

determine. Any such assets not so disposed shall be disposed of pursuant to order of the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

### **ARTICLE XIII AMENDMENTS**

**13.1 Amendments. The Articles of Incorporation and these Bylaws may be amended by the affirmative vote of two-thirds of the Directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days written notice is given of intention to amend the Bylaws (or Articles of Incorporation) at such meeting, and provided that any amendment which would change the primary purpose of the Corporation must be approved by two-thirds (2/3) of the membership votes cast or a majority of the membership voting power, whichever is less.**