

BYLAWS  
OF  
Arizona Woodturners Association

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Maricopa County, State of Arizona.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, as such changes of address shall not be deemed, nor require, and amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may from time to time, designate.

ARTICLE 2. NONPROFIT PURPOSES

*Section 1. Mission Statement*

Our mission is to provide education and information to those who are interested in woodturning. We define woodturning as the shaping of wood using a lathe, which results in objects and images that range from the familiar to the profound. This includes everything from decorative and functional bowls, boxes, and vessels, to furniture, architectural spindles, toys, tools, musical instruments, and sculptural objects.

*Section 2. Purposes and Objectives*

In following the thrust of our Mission Statement, the Arizona Woodturners Association, Inc. shall promote an interest in woodturning for persons of all levels of competence and experience, including beginners and advanced professionals; to provide up-to-date information, education and guidance for all members; to stimulate creativity, and to explore new methods and techniques for advancing woodturning as both a creative craft, and as a unique art form; and to encourage membership in, and continued support for, the American Association of Woodturners.

Section A, The Arizona Woodturners Association, Inc. is formed and shall be operated exclusively for "charitable, scientific and educational" purposes as those terms are defined within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future Internal Revenue Law of the United States) as now enacted or as may be hereafter amended ("Code"). The primary mission is to create and coordinate a wide range of educational opportunities for Woodturners and people interested in woodturning.

Section B, Private Inurement. No part of the net earnings of the Arizona Woodturners Association, Inc. shall inure, directly or indirectly, to the benefit of any private person or individual; and no Director, officer of the AWA shall receive any pecuniary benefit of any kind except reasonable compensation for services actually rendered to the AWA in effecting its corporate compensation for series rendered to the Association in effecting its corporate purposes. No substantial part of the activities of the AWA shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the AWA participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section C, Liquidation. In the event the Arizona Woodturners Association, Inc. is dissolved and liquidated, the Board shall, after paying or making provision for payment of all the liabilities of the chapter, distribute its remaining assets to one or more organizations described in Section 501(c)(3) of the Code and Section 170(b)(1)(A) of the Code (and who have been so described for a period of at least sixty (60) months prior thereto\_ exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any of the property or assets not so distributed shall be distributed by the Court of Common Pleas for the County in which the principal office of the Arizona Woodturners Association, Inc. is location to one or more organizations so described for such purposes.

Section D, Private Foundation Restrictions. For any period in which the Arizona Woodturners Association, Inc. is determined to be a private foundation within the meaning of Section 509 of the Code:

- (a) The Association may not merge or consolidate with any corporation or other entity which is not an exempt organization described in Code Section 501(c)(3) and Section 170(b)(1)(A) (other than clauses (vii) and (viii) and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.

### **ARTICLE 3**

#### *Relationship to the American Association of Woodturners*

The Arizona Woodturners Association, Inc. shall be a Chapter of the American Association of Woodturners, (AAW), and shall support and participate in the activities of that organization. The 4 Executive Officers of the Chapter agree to be members in good standing of the AAW. The Chapter will encourage all members to become affiliated with the AAW. The AAW specifically disassociates itself from any debts, obligations, or encumbrances of the

Chapter; the AAW and its Board of Directors shall have no legal or financial responsibility in the affairs of the (The Club) or it's Board of Directors.

#### ARTICLE 4. DIRECTORS

##### *Section A. Board of Directors*

Section A, Powers: The Board of Directors shall be the governing body of the Chapter, and shall have all powers necessary to conduct the business of the Chapter, which are consistent with these By-Laws. The Board of Directors shall nominate Directors, Officers, and appoint committees and special positions as may be required. The Board of Directors shall also have the power to abolish any committee or special position.

Section B, Number and Manner of Election: The Board of Directors shall consist of four (4) Executive Officers and no less than four (5) elected Directors. The Board of Directors will determine the number of Directors desirable and select a slate of nominees in February, present it to the membership at the March meeting, and accept any floor nominations at that time. Elections will be conducted at the April, meeting with newly elected Directors assuming duties on May 1st, Election will be by a simple majority of votes cast by the membership present.

Section C, Terms of Office: Elected Directors shall serve for terms of two years. No Director may serve more than three, complete consecutive terms. Terms of the elected Directors should be staggered to maintain some degree of continuity within the Chapter organization. Arrangement of terms will be coordinated by the currently serving Directors. The Chapter secretary will record the term of each Director and advise the Board Which Directors Term expires each year.

Section D, Meetings of the Board: A regular meeting of the Board of Directors shall be held within 45 days of the annual election of Officers and Directors. The President may, when he or she deems necessary, or the Secretary shall, at the request in writing of three (3) members of the Board, issue a call for a special meeting of the Board, at least ten (10) days before the appointed date for the meeting. Due to distances involving considerable travel, special meeting items and related decisions requiring Board approval, may be accomplished via email or direct mail. Proposals must be clearly stated, and responses returned to a designated member of the Board of Directors within seven (7) days.

Section E, Quorum: In regular meetings, a simple majority of Directors present will constitute a quorum. In email ballots (decisions), a majority of Directors currently in office will be required to determine an affirmative vote.

Section F, Vacancies: Whenever any vacancy occurs on the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot by the remaining

members of the Board of Directors at a regular Board meeting, or at a special meeting which shall be called for that purpose. The election shall be held as soon as possible, but no later than sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office for the remainder of the term of the Director he or she replaces.

Section G, Removal of Directors: Any one or more of the Directors may be removed with just cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

Section H. No household may have more than one-member serve as a director at any one time

## ARTICLE 5. OFFICERS

### SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors. The President of the corporation shall serve as the Chairman of the Board unless otherwise designated.

### SECTION 2. QUALIFICATIONS

Any member of the Arizona Woodturners Association in good standing for at least one year may serve as officer of this corporation.

### SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the members, at any time, and each officer shall hold office for two (2) years, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Effective date for newly elected officer(s) shall be January 1st of the following year. In special circumstances and by a majority vote of the Board of Directors in attendance when a quorum is present the Board of Directors may delay the effective date until March 1st of the following year.

### SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors, at any time a quorum is present and due notice of the meeting has been given. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of the contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

### SECTION 5. VACANCIES

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. The Vice President will also act as Program chair and is responsible for scheduling activities for regular meetings of the corporation.

#### SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- Certify and keep the original, or a copy, of the Bylaws as amended or otherwise altered to date.
- Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meeting of committees of directors and of members, recording therein the time and place of the holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law of the provisions of these Bylaws, to duly executed documents of the corporation.
- Keep a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book, and the minutes of the proceedings of the directors of the corporation.

- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER The Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- Render to the President and directors, whenever requested, and account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- Submit a monthly report to the board detailing the status of all funds held by the corporation.
- Such accounting shall then be reported to the general membership of the corporation a minimum of once per quarter.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

**ARTICLE 6. Indemnification**

Each person who has been, now is or shall hereafter be a member of the Board of Directors, an Officer, or committee member of the Chapter, shall be indemnified by the Chapter to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him or her in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting therefrom in which he or she may become involved by reason of any action taken or omitted by him or her provided that such action was taken or omitted in good faith for the Chapter.

## ARTICLE 7. COMMITTEES

### SECTION 1. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. The committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taking in accordance with the provisions of these Bylaws concerning meeting of the Board of Directors, with such changes in the contest of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

### SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or by the President of the corporation.

(A) The Treasurer or the President of the corporation shall be allowed to tender payment for regular and usual business matters up \$200.

(B) Items not already included in an annual budget that are more than \$200 but less than \$1000 must be approved by a majority vote of directors when a quorum is present.

(C) Items more than \$1000 must be approved by a majority vote of directors when a quorum is present and by a majority of regular club members in attendance at a regular meeting and when a quorum is present.

### SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

(A) Deposits shall be made within 2 weeks (14 days) of receipt of funds and an accounting of such deposits made shall be prepared before the next regular monthly meeting.

#### SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, behest, or devise for the nonprofit purposes of this corporation.

### ARTICLE 9. CORPORATE RECORDS, REPORTS AND SEAL

#### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

- (A) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the name of those present and the proceedings thereof;
- (B) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (C) A records of its members, if any, indicating their names, and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- (D) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours. The Bylaws shall also be made available for inspection by electronic means.

#### SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept by the secretary of the corporation Failure to affix the seal to the corporate instruments, however shall not affect the validity of any such instrument.

#### SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the ARTICLES OF INCORPORATION, other provisions of these Bylaws, and provisions of law.

#### SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (A) To inspect and copy a list of all members' names and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (B) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names and voting rights of those members entitled to vote for the election of directors as of the most recent date for which the list has

been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

(C) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or of the committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have other such rights to inspect the books, records and properties of this corporation as may be required under the ARTICLES OF INCORPORATION, other provisions of these Bylaws, and provisions of the law.

#### SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### SECTION 6. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

### ARTICLE 10. INTERNAL REVENUE CODE 501(c)(3) TAX EXEMPTION PROVISIONS

#### SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

#### SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, 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 of this corporation.

#### SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of

Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation shall 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the INTERNAL REVENUE CODE; shall not retain any excess business holdings as defined in Section 4943(c) of the INTERNAL REVENUE CODE; 4) shall not make any investments in such a manner as to be subject the corporation to tax under section 4944 of the INTERNAL REVENUE CODE; and 5) shall not make any taxable expenditures as defined in section 4945(d) of the INTERNAL REVENUE CODE.

#### ARTICLE 11. AMENDMENT OF THE BYLAWS

##### SECTION 1. AMENDMENT

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of the law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

#### ARTICLE 12. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions of portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation, Articles of organization, Certificates of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time or to corresponding provisions of any future federal tax code.

#### ARTICLE 13. MEMBERS

##### SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this

corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

#### SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows: membership is open to anyone with an interest in lathe-woodturning without regard to race, creed, color, religion, gender, age, sexual orientation, or national origin.

#### SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership at the time they pay their annual dues for the remainder of the calendar year.

#### SECTION 4. FEES AND DUES

Fees and Dues shall be determined by The Board and voted upon by the membership.

#### SECTION 5. NUMBER OF MEMBERS

There shall be no limit to the number of members the corporation may admit.

#### SECTION 6. MEMBERSHIP BOOK

The corporation shall keep a membership book, or electronic data base containing the name, address, email address, phone number, and other contact information of each member. Termination of the membership of any member shall be recorded in the book, or electronic data base together with the date of termination of such membership. Such book or electronic data base shall be kept by the secretary of the corporation.

#### SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership of any right arising therefrom. All rights of membership cease upon the member's death.

#### SECTION 9. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the delivery of the notice or the date of deposit in the mail.
- (2) Upon failure to pay dues for one calendar year.
- (3) After providing the member with a reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

#### ARTICLE 13. MEETINGS OF MEMBERS

##### SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

##### SECTION 2. REGULAR MEETINGS

Unless designated otherwise a regular meeting of members shall be held during the month of November, at Noon, for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting held by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

Other regular meetings of the members shall be held on the third Saturday of each month, at the Pyle Center, Tempe, AZ or as otherwise posted.

##### SECTION 3. SEPCIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors, the Chairman of the Board, or the President of the corporation, or, if different, but the person specifically authorized under the laws of this state to call special meetings of the members.

##### SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided in the Articles of Incorporation, these Bylaws, or other provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than fifty (50) days before the date of the meeting. Personal notification includes notification by telephone or by electronic means. If possible, the notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates to the election to the board at the time the notice is given. Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

##### SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of ten percent (10%) or more of the voting members of the corporation.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

#### SECTION 6. MAJORITY ACTION AS A MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

#### SECTION 7. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

#### SECTION 8. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter.

The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. Indicate the number of responses needed to meet the quorum requirements and, except for ballots soliciting votes for the election of the directors, state the percentage of approvals necessary to pass the measure submitted; and
4. Shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Ballots shall not be tallied by any current officer or any individual whose name appears on the ballot.

Directors shall be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

#### SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President, or, if there is no President or, in his or her absence, by the Vice President of the corporation or, in the absence of all these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or

in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

**ARTICLE 15.** *Conflicts of Interest*

Section A, Purpose: The purpose of the conflict of interest policy is to protect AWA interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of AWA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section B, Definitions:

1.) Interested Persons: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (a) an ownership or investment interest in any entity with which AWA has a transaction or arrangement, (b) a compensation arrangement with AWA or with any entity or individual with which (Club's Initials) has a transaction or arrangement, or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which AWA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section C, Paragraph 2 of this Article, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists. The AWA will only enter agreements with an Interested Person if the agreement is at cost or within industry average profit.

Section C, Procedures:

1.) Duty to Disclose, In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2.) Determining Whether a Conflict of Interest Exists, After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) Procedures for addressing the conflict of Interest,

a.) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b.) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c.) After exercising due diligence, the governing board or committee shall determine whether AWA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d.) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in AWA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4.) Violations of the Conflict of Interest Policy, If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D, Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings,

Section E, Compensation: A voting member of the governing board who receives compensation, directly or indirectly, from AWA for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly

or indirectly, from AWA for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AWA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section F, Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that AWA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section G, Periodic Reviews: To ensure AWA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to AWA written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section H, Use of outside Experts: When conducting the periodic reviews provided for in Section G, AWA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted

#### ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding 14 Articles, as the Bylaws of this corporation.

Dated 8-24-04

Sean Troy, Mike Lucckino

Revised 1-12-2012

Jason Clark, Dale Gillaspay, Ana Lappegard, Michael Costa, Pete Beschenbossel, Rob Carleton, Chip Hidinger, Ed Pabst

Revised 5-28-2016

Dale Gillaspay, Ana Lappegard, Gerrard Merchant, Kendall Northern