

ANNEX A  
TO THE MINUTES OF THE SPECIAL BOARD OF DIRECTORS MEETING  
OF JANUARY 28, 2022

**BYLAWS**

**Kozolchyk National Law Center**

**(Amended and Restated January 28, 2022)**

**ARTICLE I**

**NAME**

The name of this Non-Profit Corporation shall be the *Kozolchyk National Law Center*.

**ARTICLE II**

**OFFICES**

**2.1 Principal Office.** The principal office for the transaction of the business of the corporation (“principal executive office”) is located at 440 North Bonita Avenue, Tucson, Arizona, 85745. The directors may change the principal office from one location to another. Any change of the principal office shall be reflected by an amendment to these bylaws.

**2.2 Other Offices.** The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

**ARTICLE III**

**NONPROFIT CORPORATION: NONPARTISAN ACTIVITIES**

**3.1 Nonprofit.** This corporation has been formed pursuant to Title 10, Arizona Revised Statutes, as amended (the “Arizona Nonprofit Corporation Law”) for the purposes described in the corporation's Articles of Incorporation, and it shall be nonprofit. No part of the net earnings of the corporation shall inure to the benefit of any officer, director or any private person.

**3.2 Nonpartisan.** This corporation shall be nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation (except as may be permitted pursuant to Paragraph 501 (h) of the Internal Revenue Code of 1986, as amended), and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Articles of Incorporation.

## ARTICLE IV

### DIRECTORS

**4.1 General Corporate Powers.** Subject to the provisions of the Arizona Nonprofit Corporation Law, the business and affairs of the corporation shall be managed, and all corporate powers shall be vested in and exercised by or under the direction of the Board of Directors, with the exception of those functions delegated by these Bylaws to the Executive Committee in Paragraph 5.1 of these Bylaws; or to the exclusive control of the Executive Director in Article VIII. Included within such powers shall be the power to enter into affiliation arrangements with such other organizations as the Board in its discretion may determine, to select and remove, at its absolute discretion, all officers, agents, and employees, and to determine the functions of all officers, agents and employees of the corporation, with the exception of those functions delegated by these Bylaws to the Executive Committee or to the Executive Director.

**4.2 Number and Qualification of Directors.** The authorized number of directors shall be not less than three (3) and not more than fifteen (15) with the exact number of directors to be fixed by a resolution duly adopted by the Board of Directors. The number of directors may be increased beyond fifteen (15) by the affirmative majority vote of directors then serving in the board. Directors need not be residents of the State of Arizona.

The Board Chair, Chairman Emeritus, Vice Chair, Treasurer and the Chief Executive Officer shall be members of the Board of Directors. The Secretary may, but need not, be a member of the Board of Directors.

**4.3 Terms of Elected Directors.** The normal term of office of directors shall be three years. Directors may be elected to terms shorter than three years, at the discretion of the Board of Directors, so that the terms of approximately one-third of the directors elected for a term will expire each year. Directors' terms shall begin on the date of the election and expire on December 31 of the year designated by the Board, not to exceed three years from the date of election. Board members may be elected for additional terms in accordance with these procedures.

**4.4 Manner of Election of Directors.** Directors shall be elected or renewed by a majority of the existing Board, which shall have the responsibility of choosing the directors to replace those whose terms are expiring and to fill interim vacancies.

The Board may specify the procedure for election of Board members, including creation of a Nominating Committee. Board members may also nominate candidates for the Board. Board members may be elected by written ballot or at any regular or special meeting of the Board. At least fifteen days written notice shall be given to current Board members prior to the vote for the election of any new Board member, unless waived in writing by two-thirds of the Board.

**4.5 Vacancies.** Vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or who has been convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the Arizona Nonprofit

Corporation Law; (iii) at the discretion of the Executive Committee, the absence by a director from four (4) consecutive meetings of the Board of Directors; (iv) the majority vote of the directors to remove a director; (v) the increase of the authorized number of directors or; (vi) at any meeting at which a director or directors are to be elected, the failure to elect the number of directors to be elected at such meeting.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term expires.

Vacancies on the Board of Directors may be filled on an interim basis by a majority vote of the Board at any regular meeting or at any special meeting called for that purpose; the term of such members so elected shall be fixed by the Board for a duration not to exceed one (1) year.

**4.6 Resignation.** Each director shall have the right to resign at any time upon written notice to the Chair or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and it shall be considered accepted upon receipt of the notice.

**4.7 Place of Meetings.** Annual meetings of the Board of Directors shall be held on a date to be fixed by the Board each year. Meetings of the Board may be held at any place within or outside the State of Arizona that has been designated by resolution of the Board. In the absence of such designation, annual meetings shall be held at the principal executive office of the corporation.

Special meetings of the Board shall be held at any place within or outside the State of Arizona that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Paragraph, an annual or special meeting of the Board of Directors may be held at any place consented to in writing by email or other form by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Any meeting, annual or special, may be held by video or telephone conference, or other similar communication software or equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

**4.8 Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the Executive Director, or the Chair of the Board, or the Chief Executive Officer, or the Secretary, or any two (2) board members.

**4.9 Notice of Meetings.** Notice of the time and place of any Board of Directors' meeting shall be given to each Board member by email with standard notice of receipt required. Alternatively, notice may be given by telephone or first-class mail with paid postage. Notice shall be given either directly to the Board member or to the person at the Board member's office who would reasonably be expected to communicate such notice promptly to the Board member. All such notices shall be given or sent to the Board member's email address or contact information as shown on the records of the corporation.

Notices shall be served upon delivery receipt confirmation of the email with at least three (3) days before the date and time set for the meeting. If other means of communication are used, notice shall be served by the reasonable confirmation of delivery of the notice including but not limited to, a message left with an assistant at the Board member's office, and mail postmarked ten (10) days before the date and time set for the meeting.

The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting unless the meeting is a special meeting, or the place of the meeting unless it is to be held at a location other than the principal executive office of the corporation.

**4.10 Quorum.** A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Board members then actively serving, except as to motions to adjourn as provided in Paragraph 4.12, which may be passed as therein expressed by a majority of board members present.

If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. Every act or decision done or made by a majority of the board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the Arizona Nonprofit Corporation Law, except those provisions relating to (a) approval of contracts or transactions in which a Board Member has a direct or indirect material financial interest; (b) appointment of committees; and (c) indemnification of Board Members. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board Members, if any action taken is approved by at least a majority of the required quorum for that meeting.

**4.11 Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the board members not present signed a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Board Member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**4.12 Adjournment.** A majority of the board members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

**4.13 Notice of Adjournment.** Notice of the time and place for holding an adjourned meeting need not be given, unless the meeting is adjourned for more than forty-eight (48) hours, in which case regular notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

**4.14 Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same

force and effect as a unanimous vote of the Board of Directors. Such written consents shall be filed with the minutes of the proceedings of the Board.

**4.15 Fees and Compensation of Board Members.** The Board of Directors shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with the corporation's conflict of interest policy as well as the applicable Arizona Revised Statutes provisions, nothing in this Bylaws shall be construed to preclude any Board member from serving the corporation in any other capacity and receiving reasonable compensation for services rendered. Reimbursement of reasonable expenses requires prior approval in email by the Board Chair. The Chair's approval shall be shared with the Treasurer and the Controller of the corporation as supporting documentation for the reimbursement.

**4.16 Duties, Responsibilities and Standard of Care of Board Members.** A director shall discharge its duties as a member of the Board of Director, including but not limited to duties as a member of a committee, in such a manner as the director deems to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinary, prudent and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the corporation whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence.

All of the above provided that in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Board members shall adhere to the corporation's Conflict of Interest Policy, as adopted by the Board of Directors, and shall, barring extenuating circumstances, attend, either personally or by video or telephone conferencing, at least three of the last four meetings of the Board. If the Board determines that a Board member has failed to comply with the duties and responsibilities set forth in this section, the Board may, by a two-thirds vote of members present at a duly noticed meeting of the Board, and after an opportunity for the allegedly delinquent Board member to be heard on the subject, remove such member from the Board of Directors.

**4.17 Honorary Lifetime Board Members.** The Board at any regular or special meeting may elect a former Board member to be an honorary lifetime member of the Board. Such member shall have all the rights of regular Board members to participate in Board meetings but will not be entitled to vote. The Board may create the criteria for such membership. Any member of the

Board may propose a candidate for an honorary lifetime appointment, ten days prior to a Board meeting. Election shall require the affirmative vote of two thirds of the Board members present at the meeting.

**4.18 Chairman Emeritus.** The Board may from time to time create the position of Chairman Emeritus and may fill such position for such time as the Board of Directors deems proper. The Chairman Emeritus shall have all the rights of regular Board members to participate in Board meetings and will be entitled to vote. The Chairman Emeritus shall perform such duties as may be assigned by the Board of Directors from time to time. The occurrence of any event which in the case of a director would create a vacancy on the Board of Directors shall be deemed to create a vacancy in the position of Chairman Emeritus.

## ARTICLE V

### COMMITTEES

**5.1 Executive Committee.** The Board may appoint an Executive Committee of the corporation, composed of at least 3 directors, one of whom shall be the Chair of the Board. The Executive Committee shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation, so long as its decisions are in accordance with directions of the Board of Directors, and in compliance with the Bylaws, Arizona Nonprofit Corporation Law, and Internal Revenue Code Section 501(c)(3). The Chair of the Board in the Executive Committee shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

Appointment of Board members to the Executive Committee shall be by a majority of the directors present at the regular or special meeting of the Board at which the appointment is made. Appointments to the Executive Committee can be modified at any point the Board considers necessary. Such changes shall require a majority vote of the Board members present at the regular or special meeting at which appointments are reviewed.

**5.2 Committees of Directors.** The Board of Directors may, by resolution adopted by a majority of the Board present at the time of the meeting, designate one or more committees, consisting of two (2) or more Directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee, to exercise all or a portion of the authority of the Board.

Regardless of Board resolution, no committee including the Executive Committee may:

- a) Take any final action on matters which, under the Arizona Nonprofit Corporation Law, requires Board approval;
- b) Fill vacancies on the Board of Directors or in any committee;
- c) Fix compensation of Board Members and/or committee members;
- d) Amend or repeal Bylaws or adopt new Bylaws;

- e) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- f) Appoint any committees of the Board of Directors or the members of such committees;
- g) Expend corporate funds to support a nominee for director; or,
- h) Approve any transaction to which the corporation is a party and in which one or more directors have a material financial interest.

Committees exercising any authority of the Board of Directors may not have any non-director members.

**5.3 Meetings and Action of Committees.** Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of these Bylaws relating to meetings of the Board of Directors, with such changes in the context of the Bylaws as are necessary. The committee may determine through resolution all necessary changes pertaining to how it will operate included but not limited to providing notice of meetings, place and method of meeting, among any other necessary for the effective performance of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

**5.4 Dissolution of Committees.** The Board of Directors, with or without cause, may dissolve any Committee or remove any director or non-director member from a committee at any time.

## ARTICLE VI

### BOARD OF ADVISORS

The Board of Directors may appoint qualified persons to act as advisors to the corporation on matters involving policy, direction of the corporation, and fundraising activities, among other as identified by the Executive Committee, or the Chief Executive Officer. The Chief Executive Officer or the Executive Committee, may remove any person so appointed if deemed in the best interest of the corporation. Upon removal, the Chief Executive Officer or the Executive Committee shall inform the Board of Directors of the reasons for the removal.

Advisors may be invited to attend and participate in board meetings but do not have voting rights on any matter before the Board.

## ARTICLE VII

### OFFICERS

**7.1 Officers.** The officers of the corporation shall be a Chair of the Board, a Vice Chair of the Board, an Executive Director, a Treasurer, a Secretary, and a Chief Executive Officer. The corporation may also have, at the discretion of the Board of Directors, additional vicechairs, one or more assistant officers as may be deemed necessary. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the Chief Executive Officer, Chair or Vice Chair of the Board.

The Board Chair, Vice Chair, the Treasurer and the Chief Executive Officer shall be members of the Board of Directors. The Executive Director and Secretary may, but need not, be members of the Board of Directors.

**7.2 Election of Officers.** The officers of the corporation shall be nominated by the Executive Committee and elected by the Board of Directors at any regular or special meeting, and each shall serve at the pleasure of the Board, subject to the rights and duties, of an officer under any contract of employment with the corporation.

**7.3 Removal of Officers.** Subject to the rights and duties, of an officer under any contract of employment with the corporation, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or by an officer on whom such power of removal may be conferred by the Board of Directors.

**7.4 Resignation of Officers.** Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation by a representative of the corporation shall not be necessary to make it effective.

**7.5 Vacancies in Offices.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

**7.6 Responsibilities of Officers.**

- (a) **Chair.** The Board of Directors shall elect one of its members to serve as Chair of the Board. The Chair, who shall serve at the pleasure of the Board, shall preside in person at Board meetings. The powers and duties of the Chair shall include scheduling Board meetings for each calendar year, appointing chairs for such committees as may be established by the Board, chairing the Executive Committee, structuring the Board agenda, and such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
- (b) **Vice Chair.** The Board of Directors shall elect one of its members to serve as Vice Chair of the Board. In the absence or disability of the Chair of the Board, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- (c) **Chief Executive Officer.** The Board of Directors shall appoint the Chief Executive Officer of the corporation. The Chief Executive Officer, who shall serve at the pleasure of the Board, shall have the powers and duties set forth in Article VIII of these ByLaws.
- (d) **Executive Director.** The Board of Directors shall appoint the Executive Director of the corporation. The Executive Director shall report to the Chief Executive Officer of the corporation and shall oversee the research activities, projects, and academic relations of



the corporation under the direction and supervision of the Chief Executive Officer. In addition, the Executive Director shall have such other powers and duties as may be prescribed by the Board of Directors or this Bylaws.

- (e) **Secretary.** The secretary shall keep or cause to be kept, at the principal executive office of the corporation's server or such other place as the Board of Directors may direct, minutes of all meetings and actions of directors and committees, with the time and place of such meetings and actions, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings; give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- (f) **Treasurer.** The treasurer shall oversee that adequate and correct books and records of accounts of the properties and business transactions of the corporation are kept by the Controller of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall participate in the annual audit of the corporation and answer any questions from auditors; review and approve the final annual audit of the corporation. Oversee that financial statements are completed in a timely manner and transactions are current and up to date. Review and approve tax returns. Review fiscal year budgets prepared by the Controller of the corporation that will be presented to the directors at the annual meeting for approval, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

If required by the Board of Directors, shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

## **ARTICLE VIII**

### **CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer shall be the chief executive officer of the corporation, shall have general control and supervision of the policies and operations of the corporation and shall see that all orders and resolutions of the Board are carried into effect. Unless otherwise provided by the Board, he or she shall manage and administer the corporation's business and affairs and shall also perform all duties and exercise all powers usually pertaining to the office of a chief executive officer of a corporation. As such, the he or she is authorized to contract, receive, deposit, disburse and account for all funds of the corporation, to execute in the name of the corporation all contracts and other documents and to negotiate any and all material business transactions of the corporation. He or she shall have the authority to cause the employment or appointment of such employees or agents of the corporation as the conduct of the business of the corporation may require, to fix their compensation, and to remove or suspend any employee or any agent employed or appointed by any officer or to suspend any agent appointed by the

Board. In addition, the Chief Executive Officer shall also have such other powers and duties as may be prescribed by the Board of Directors or this Bylaws.

The Chief Executive Officer shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.

The Chief Executive Officer shall be elected by the Board of Directors and shall serve as such until removed by the Board of Directors with or without cause through a majority vote of the Board of Directors then in office, or until the Chief Executive Officer's resignation. All other non-conflicting provisions applicable to officers shall be effective with regard to the Chief Executive Officer.

## ARTICLE IX

### INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

#### 9.1 Definitions. For the purposes of this Article:

(a) **“Agent”** shall mean any person who is or was a director, officer, employee, or other agent of this corporation including the Executive Director, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) **“Proceeding”** shall mean any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative; and

(c) **“Expenses”** shall include, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

9.2 **Defense by Agent.** To the extent that an agent of this corporation has defended any proceeding against this corporation, or any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Paragraphs 9.3 through 9.5 shall determine whether the agent is entitled to indemnification.

9.3 **Actions Brought by Persons Other than the Corporation.** Subject to the required findings to be made pursuant to Paragraph 9.5, this corporation shall indemnify any person who

was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

#### **9.4 Action Brought by or on Behalf of the Corporation.**

**(a) Claims Settled Out of Court.** If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceedings.

**(b) Claims and Suits Awarded Against Agent.** This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Paragraph 9.5 must be made in the manner provided for in that paragraph; and

(ii) No indemnification may be made in respect of any claim, issue or matter as to which such agent shall have been adjudged to be liable to this corporation, unless and only to the extent that the court in which such action was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such agent is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

#### **9.5 Determination of Agent's Good Faith Conduct.** The indemnification granted to an agent in Paragraphs 9.1 and 9.4 is conditioned on the following:

**(a) Required Standard of Conduct.** The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in or not opposed to the best interest of this corporation. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person acted or failed to act other than in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of this corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

**(b) Manner of Determination of Good Faith Conduct.** The determination that the agent did act in a manner complying with Paragraph 10.5(a) shall be made:

(i) By the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) If such quorum is not obtainable, in a written opinion of independent legal counsel appointed by a majority of the disinterested directors for that purpose; or

(iii) If there are no disinterested directors, by the court in which the proceeding is or was pending or any court of competent jurisdiction. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

**9.6 Limitations.** No indemnification or advance shall be made under this Article in any circumstances when it appears that the indemnification would violate any law, statute or regulation or, except as provided in Paragraphs 9.2 or 9.5(b)(iii), in any circumstances when it appears:

(a) that the indemnification or advance would be inconsistent with a provision of the corporation's Articles of Incorporation, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**9.7 Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance if it is determined ultimately that the agent is not entitled to be indemnified as authorized in this Article.

**9.8 Contractual Rights of Non-directors and Non-officers.** Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

**9.9 Insurance.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this paragraph except as otherwise provided by law.

**9.10 Fiduciaries of Corporate Employee Benefit Plan.** This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Paragraph 9.1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## ARTICLE X

### RECORDS AND REPORTS

**10.1 Maintenance and Inspection of Articles and Bylaws.** The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of Arizona, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of Arizona and the corporation has no principal business office in this state, the Secretary shall, on the written request of any director, furnish to that director a copy of the Articles and Bylaws as amended to date.

**10.2 Maintenance and Inspection of Other Corporate Records.** The accounting books, records, and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in electronic written or typed form and may be signed electronically when needed, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

**10.3 Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

**10.4 Annual Report.** The corporation shall provide to the directors within one hundred fifty (150) days after the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

**ARTICLE XII**

**CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Arizona Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term person includes both the corporation and a natural person.

**ARTICLE XII**

**AMENDMENTS**

New Bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors at a meeting specially called for that purpose, by a two-thirds vote of all Board members present in person or by electronic means.

These revised bylaws were adopted at the Annual Meeting of the Board of Directors on January 28, 2022.



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Horacio Gutierrez, Chair