

NONPROFIT CORPORATE BYLAWS (6/3/2018)

ARTICLE I: NAME OF ORGANIZATION

1.1 Name

The name of the nonprofit corporation is CHAMPIONS FOR YOUTH FOUNDATION.

ARTICLE II: NONPROFIT PURPOSE

2.1 Nonprofit Purpose

This corporation is an Arizona nonprofit corporation. The general nature of the business to be transacted by the corporation is to provide sustained funding support and increased opportunities for youth with emphasis toward education and charitable opportunities relevant to agriculture and 4-H Youth Development, FFA, and similar public education youth programs. This corporation is dedicated to connecting people to agriculture through community projects, special events, and educational programs.

ARTICLE III: BOARD OF DIRECTORS

3.1 Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation, except as otherwise provided by law.

3.2 Number of Directors

The authorized number of Directors of the corporation shall not be less than six (6) and will have a maximum of twelve (12), until changed by amendment of these bylaws. The Board of Directors shall fix the exact number of Directors from time to time, within these limits. Until changed by the Board, the authorized number of Directors shall be twelve (12) with three (3) from each county (Cochise, Graham, and Santa Cruz Counties). In addition, each county will have one ex-officio Director for the person serving in the role of treasurer for the county group. This number of Directors includes the following officers: President, Vice-President, Secretary, and Treasurer.

3.3 Terms

Initial Board of Directors. At the first meeting, the Directors shall be divided into three (3) approximately equal groups to establish staggered terms. One-third (1/3) of the initial Directors will serve [2 years], one-third (1/3) will serve [3 years], and the remaining one-third (1/3) will serve [4 years].

Thereafter, the term of office of each director shall be three (3) years. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified at the annual meeting.

Directors may only serve two (2) consecutive three-year terms.

3.4 Qualifications of Directors

The corporation intends that the Board of Directors shall collectively represent a diversity of relevant backgrounds and skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of corporate activities.

An individual must be 18 years of age to be eligible to serve as a director on the Board of Directors.

3.5 Election of Directors

At the annual meeting during the last quarter of each fiscal year of the corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. New Directors shall be elected by a majority of the Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

3.6 Vacancies

Vacancies occurring on the Board of Directors may be filled at any time by appointment of the President with approval of two-thirds vote of the Board of Directors. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed Directors may serve additional full terms subject to term limitations addressed in Section 3.3.

3.7 Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the organization will be served, any Director/Officer may be removed by the affirmative vote of two-thirds of the Board of Directors. Any officer may resign at any time by delivering a written resignation to the President or the Secretary.

3.8 Meetings

Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Notice of these meetings shall be sent by first-class mail or electronic mail to all members of the Board of Directors, no less than ten (10) days, prior to the meeting date.

Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone

3.9 Manner of Acting

Quorum. The presence of at least one (1) Director from each of the three counties shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

Majority Vote. Except as otherwise required by law, by the articles of incorporation, or these bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Electronic Meetings/Voting.

- a. The board of directors, executive committee, standing committees, and special committees are authorized to meet by telephone or Web conference, or through other

electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

- b. Action without Meeting. Any [board, executive committee, standing committee, special committee] may take action without a meeting if the action is taken by a majority of the members of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by a majority of the committee members.
- c. Attendance by telephone. Members of a committee may participate in any meeting through the use of telephone conference communication equipment by means of which all persons participating in the meeting can simultaneously hear each other. Such participation shall be at the discretion of the president and shall constitute presence at the meeting.
- d. Voting. Voting in elections and amending bylaws may be by mail-in ballot, voting in person at a time and place designated, or by electronic means, including but not limited to, voting machines, scanned ballots, hand held voting devices, or on a secure website voting program. The board of directors shall designate the voting method.

3.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

3.11 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

3.12 Indemnification

- a. Any officer, director, employee, or agent of the association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, shall be indemnified for reasonable expenses and liabilities actually and reasonably incurred in connection with serving at the request of the association to the extent permitted by law.
- b. Each person who at any time shall serve, or shall have served, as a director, officer, employee, or agent of the association and such other persons as specified from time to time by the board of directors, shall be entitled to indemnification as and to the fullest extent permitted by [relevant state statute] or any successor statutory provision, as from time to time amended. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which those indemnified may be entitled.
- c. Defense and Indemnification of Officers and Directors
In the event of suits or claims in which one or more current or past officers, directors, or employees of the association are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority or employment during their term as such, the association shall, directly or through insurance secured for the benefit of such officer, directors, or employees, secure counsel to act on behalf of and provide a defense for such officers, directors, or employees; pay reasonable defense expenses incurred in advance of final disposition of

such case; and indemnify such officers, directors, or employees with respect to any liability assessed or incurred as a result of any such claim, suit, or action. The above stated defense and indemnification of officers, directors, or employees shall extend to those individuals when serving at the request of the association as an officer, director, or employee of another entity, but only after indemnification and insurance coverage from such other entity has been exhausted.

d. Protection and Indemnity of Directors and Officers

Each officer, director, or employee holds office with protection from the association. The association indemnifies each officer, director, or employee against reasonable costs or charges that result from any act done in her/his role for the association. The association does not protect any officers, directors or employees for acts of fraud, dishonesty, or bad faith.

No officer, director or employee is liable for the acts of any other officer, director, or employee. No officer, director, or employee is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the association. No officer, director, or employee is liable for any loss due to an oversight or error in judgment, or by an act in her/his role for the association, unless the act is fraud, dishonesty, or bad faith.

Officers, directors, and employees can rely on the accuracy of any statement or report prepared by the association's auditor or legal counsel. Officers, directors, and employees are not held liable for any loss or damage as a result of acting on the auditor or legal counsel's statements or reports.

ARTICLE IV: OFFICERS

4.1 Board Officers

The officers of the corporation shall be a Board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers.

At the annual meeting the Nominating Committee shall submit the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting.

4.2 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the Board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

4.3 Board President

The Board president shall be the chief volunteer officer of the corporation. The Board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

4.4 Vice President

In the absence or disability of the Board president, the ranking vice-president or vice-president designated by the Board of Directors shall perform the duties of the Board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the Board president.

The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board president. The vice-president shall normally accede to the office of Board president upon the completion of the Board president's term of office.

4.5 Secretary

The secretary shall record all votes and minutes of all proceedings. In concert with the President shall make the arrangements for all meetings, including the annual meeting of the organization. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board president.

4.6 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors.

The treasurer shall perform all duties properly required by the Board of Directors or the Board president. The treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff if available, to assist in performance of all or part of the duties of the treasurer.

ARTICLE V: COMMITTEES

5.1 Committees

The Board may create committees as needed. The President appoints all committee chairs from the membership of the Board. Limited term task forces may be appointed by the President at any time with approval by the Executive Committee; standing and longer-term committees shall be created with the affirmation of majority vote of the Board.

5.2 Executive Committee

Board officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

5.3 Finance Committee

The treasurer is the chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee.

Audit Task Force: The Finance Committee on an annual basis shall appoint an audit task force who shall monitor the audit process. The task force shall be chaired by a member of the Board that does not serve on the Finance Committee and shall have at minimum two members from the Finance Committee represented.

5.4 Nominating Committee

The nominating committee chair shall be appointed by the president and consist of one director from each county. Members of the nominating committee are not eligible for officer positions. The Vice President shall serve as an ex officio member of this committee. The committee shall be responsible for selecting a slate of Directors and officers for consideration by the full Board on an annual basis.

ARTICLE VI: FISCAL YEAR

6.1 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE VII: PARLIAMENTARY AUTHORITY

7.1 Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised shall govern this organization in all parliamentary situations that are not provided for in the law or in its Articles of Incorporation, Bylaws or adopted rules.

ARTICLE VIII: AMENDMENT OF BYLAWS

8.1 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a two-thirds (2/3) vote of the Board of Directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a three-quarters vote of a quorum of Directors at a Board meeting.

These Bylaws adopted by the Board of Directors on January 14, 2018.



Dean Fish, President, Board of Directors



Susan Pater, Secretary, Board of Directors