

MARICOPA FRIENDS OF THE ARTS, INC. (MFOTA) BYLAWS

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MARICOPA FRIENDS OF THE ARTS, INC. BYLAWS

ARTICLE 1. NAME AND PURPOSE

1.1 Name

The name of the organization shall be Maricopa Friends of the Arts, Inc., also known as MFOTA, Inc., incorporated as a 501(c)(3) nonprofit organization.

1.2 Purpose

The purpose of the organization shall be to be patrons of the arts by fostering, promoting, and financially supporting art forms in the City of Maricopa and surrounding areas. MFOTA recognizes the quality-of-life benefits that art can provide and will facilitate artistic experiences at public meetings to further promote the arts of Maricopa and the surrounding areas.

ARTICLE 2. PLACE OF BUSINESS

Business of the organization shall be conducted within the City of Maricopa, Pinal County, Arizona.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the organization shall be managed and controlled by an elected Board of Directors. Members of the Board may also be designated as original incorporators.

3.2 Standard of Care

3.2.a General – A director shall perform all the duties of a Director, including, but not limited to, duties as a member of any committee on which the Director may serve, in such a manner as the Director deems to be in the best interest of the organization and with such case, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

3.2.b Reliance on Resources – 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 one or more officers of the organization whom the Director deems to be reliable and competent in the matters presented or counsel, independent accountants, or other persons as to the matters as the Director deems to be within such person's professional or expert competence.

3.3 Number, Tenure, and Qualifications

The number of directors shall be an odd number, consisting of no less than five (5) and no more than nine (9). The number shall be determined by the Board and adopted by Resolution at any duly called meeting. A director shall hold office until the next duly held election or until a successor is elected or appointed.

3.3.a. Tenure – Board terms shall be three years and shall be staggered, with the initial Board members serving either a one-year, two-year, or three-year term. Thereafter, Board members shall be elected to three-year terms. There are no term limits for serving as a Director of the Board.

3.3.b. Qualifications – Directors must be residents of Arizona, at least 18 years of age, and a member of MFOTA.

3.4 Election of Directors

The Board shall be elected by the members at a duly called meeting with the express purpose of holding an election, but no later than December of the current year. Board members elected shall take office at the next regularly scheduled Board meeting.

3.5 Voting Rights

All directors shall have equal voting rights in matters that come before the Board. In order to take action on behalf of the organization at a duly called meeting, a quorum of 51% of the current total of directors shall be required.

3.6 Resignation or Removal of Directors

Any director may resign from the Board at any time by notifying the President or Secretary in writing of their intention to resign and the effective date thereof. A director may be removed from office by an affirmative vote of the majority of directors then in office and specifically excluding the individual under consideration for removal. Such vote shall take place at a duly called Board meeting. The director removed shall be notified in writing of his or her removal.

3.6.a. Excessive Absences – Any director who misses two (2) unexcused consecutive Board meetings shall be automatically removed from the Board. Any director who has four (4) unexcused absences from meetings of any type over a six-month period shall be presumed to have resigned from the board. A director must notify the President or Secretary of any absence prior to the meeting. Failure to provide such advance notice shall be deemed an unexcused absence.

3.6.b. Excused Absences – Excused absences include prior notice to, or any action taken by, the Board and entered into the meeting minutes whereby an absence is deemed excused for good cause. Action may be taken after the absence occurs.

3.7 Vacancies

Any vacancy occurring on the Board, for any reason, may be filled by appointment with a majority vote of the remaining directors, though less than a quorum of the Board may exist. Persons appointed to a vacant portion shall serve for the remainder of the unexpired term.

3.8 Compensation

Directors shall not receive any compensation or salary for their service but are not precluded from serving MFOTA in another capacity entitling them to compensation. Directors may be reimbursed for any reasonable expense performed in accordance with the duties and responsibilities of MFOTA as directed or otherwise approved by the Board.

ARTICLE 4. OFFICERS OF THE BOARD

4.1 Officers

The officers shall be active MFOTA members in good standing and residents of the state of Arizona. The officers are President, Vice-President, Treasurer, and Secretary. Officers shall be elected at the first meeting of each fiscal year, or the next scheduled meeting following the annual election meeting, whichever comes first. Directors may serve in more than one office simultaneously, except for

President and Secretary. In order to distribute tasks equitably, Directors not serving as an officer will serve as chair of a committee.

4.1.a President - The President shall preside at all meetings of the Board or Members and shall execute such other duties as the Board may periodically prescribe. The President shall be a signatory on all bank accounts.

4.1.b Vice-President – The Vice-President shall preside at any meeting of the Board or Members in the absence of or at the request of the President. The Vice-President shall perform such other duties as the President or Board may periodically prescribe.

4.1.c Treasurer – The Treasurer shall have charge and custody of and be responsible for all funds of MFOTA, establish and maintain accounts with a financial institution as selected by the Board, oversee all accounts payable and receivable, report on all budgetary matters, and perform such other duties as the President or Board may periodically prescribe. The Treasurer shall be a signatory on all bank accounts.

4.1.d Secretary – The Secretary shall keep a roster of all current MFOTA members, keep and distribute minutes of all meetings, coordinate all notices as required or requested, and perform such other duties as the President or Board may periodically prescribe.

4.2 Election and Term of Office

Officers are elected at the first Board meeting following the annual membership meeting. Officers shall hold office for one year or until a successor is elected or appointed. There are no terms limits for any officer.

4.3 Removal of Officers & Vacancies

4.3.a Removal - Any officer may be removed with or without cause by a majority vote of the Board at a duly called meeting.

4.3.b Vacancy – Any officer vacancy, regardless of how created, may be filled by the Board at any duly called meeting. Any change in officers shall be duly noted in the minutes.

4.4 Conflict of Interest Policy

MFOTA Board of directors shall follow current Arizona Revised Statute provisions regarding any real, perceived, or potential conflict of interest.

(See A.R.S. Chapter 31 – Chapter 6, §10-3860)

ARTICLE 5. MEMBERS

5.1 Membership Qualifications, Levels, and Dues

The organization shall have members, establishing corresponding levels and dues. Members shall maintain the status of “member in good standing”.

5.1.a Qualifications and Levels – Qualifications for and levels of membership shall be established at the direction of the Board and may be updated or changed at the Board’s discretion. Any changes shall require notice to the Members and be effective thirty (30) days from the adoption date.

5.1.b Dues - Memberships dues shall renew each calendar year. Dues are not prorated and are due in-full regardless of the date of membership. Dues not paid after thirty (30) days or more are considered late or delinquent. Membership may be suspended or terminated for unpaid dues. Making payment in-full for the current year will restore a member in good standing status.

5.1.c “Member in Good Standing” – Member in good standing shall mean that annual membership dues are currently paid in-full.

5.2 Member Voting Rights

Members in good standing are entitled to one vote per member on any matter or purpose requiring a vote of the membership.

ARTICLE 6. MEETINGS

6.1 Quorum

A quorum shall be required at any meeting in order to take any action on behalf of the organization.

6.1.a – Board meetings – a quorum of 51% of Board members is required.

6.1.b – Member meetings – a quorum of 10% of members present is required.

6.2 Board Meetings (Regular)

Meetings of the Board of directors shall be held on a regular basis for the purpose of transacting the business of the organization. Meetings will be held at a time and place as directed by the Board, but no less than four (4) meetings are required. Board meetings are open to directors only, but members or other guests may be invited to attend and participate on specific agenda items only. Notice of Board meetings shall be provided to all directors no less than one week in advance of the meeting date.

6.3 Board Special Meetings (Special)

Special meetings of the Board may be called at the request of the President or any two (2) directors at least forty-eight (48) hours in advance of the meeting date. Notice shall be provided to all directors as appropriate.

6.4 Member Meetings

Member meetings are held at the Board’s discretion. Member meetings shall be open to all members and the general public and may feature one or more artistic experiences. Notice of Member meetings shall be provided at least two (2) weeks, but not less than three (3) business days, prior to the meeting date.

6.5 Annual & Election Meeting

MFOTA shall hold one annual meeting per year at which time the Board will hold open elections for the Board. The Board may also include any other action requiring member vote, approval, participation, or ratification on the agenda. Notice of the meeting shall provide the date, place, and time of the meeting as well as a list of qualified Board candidates.

6.6 Action Without a Meeting (AWOAM)

Any action requiring Board approval that would normally be taken at a duly called meeting may be taken by Action Without a Meeting provided the following occurs:

- 1) A Director makes a motion electronically to all Board members.
- 2) No second or debate on the motion occurs.
- 3) All directors respond “Reply All” and cast their vote on the stated motion.
- 4) The motion receives a majority decision from Board members.
- 5) The AWOAM motion and Board response outcome is included in the minutes of the next scheduled Board meeting.

ARTICLE 7. COMMITTEES

7.1 Committees of the Board

The Board may create one or more committees at any time. The Board shall have the ability to alter, cancel, or otherwise discontinue any committee at any time, including the ability to add or remove any member of any committee with or without cause. Committees may be standing or ad hoc and may be formed at any duly called meeting of the Board or members.

7.1.a Committee Structure – The Board will establish the number, structure, and purpose of each committee and provide specific direction regarding responsibilities and expectations. Unless expressly provided by the Board, no committee shall have authority to execute any Board action. The designation of any committee shall not relieve the Board of any responsibility.

7.1.b Authority – Unless otherwise stated by the Board, all committees shall serve in an advisory capacity, within decisions or actions limited to the express purpose for which the committee is created.

ARTICLE 8. BOOKS AND RECORDS

8.1 Books and Records

MFOTA shall maintain records of actions of the organization, including but not limited to documents, financial reports or statements, meeting minutes, membership rosters, banking statements, annual reports, filings, organizational governing documents, and any other record pertaining to the transactions of the organization. Records and reports are created and maintained at the director of the Board or as specified above as a responsibility of an officer. The Board, at its sole and complete discretion, may deem any document confidential and limit inspection to directors only.

8.2 Right of Inspection

Any director, or member in good standing, has the right to inspect any non-confidential document at a reasonable time and place as established by the Board and upon written request to any officer. The Board may also post or otherwise publish any document on its website for member access as they deem appropriate.

8.3 Records Requests and Associated Fees

The Board may set time limits for inspection and costs for copies regarding MFOTA records and documents. Payment is due at the time copies are provided.

ARTICLE 9. CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FUNDS

9.1 Contracts

The Board may authorize any officer, director, or agent of MFOTA to enter into a contract for goods or services provided on behalf of the organization.

9.2 Loans

No loans shall be contracted on behalf of MFOTA and no evidence of indebtedness shall be issued in its name unless approved by Resolution of a two-thirds (2/3rds) majority of the Board.

9.3 Checks and Drafts

Checks, drafts, or orders for payment of funds on behalf of MFOTA shall require the signature of the Treasurer or President. Checks shall be in the name of MFOTA and

personal checks may only be used with prior approval from the Board. The Board may establish policies regarding any MFOTA account.

9.4 Deposits

All funds received by MFOTA shall be deposited in such banks or other depositories as the Board of Directors selects. The Board may establish policies regarding any MFOTA account.

9.5 Debit/Credit Cards

Credit or debit cards may be issued to MFOTA with prior Board approval. Use of a debit or credit card or access to the account shall require Board approval. The Board may establish policies regarding any MFOTA account, including but not limited to who has authority to use a card and set spending limits.

9.6 Gifts/Donations

MFOTA may accept, deposit, or otherwise use any donation, contribution, payment, sponsorship, or other gift for the express purposes of executing the mission of the organization. Charitable monetary contributions shall be acknowledged as deemed appropriate by the Board.

ARTICLE 10. INDEMNIFICATION

10.1 Indemnification - To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending contemplated action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, advisor, associate, committee member, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, committee member, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, and against judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted or failed to act, in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon 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 the manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

10.2 Insurance - The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, advisor, committee member, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, trustee, committee member, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under Article X of these bylaws.

ARTICLE 11. NON-DISCRIMINATION POLICY

It is the policy of MFOTA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran’s status, political service or affiliation, color, religion, or national origin.

ARTICLE 12. DISSOLUTION AND DEDICATION OF ASSETS

12.1 Dissolution – Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to a nonprofit organization as recognized by Section 501 (c) (3) of the Internal Revenue Code for a public purpose.

12.2 Dedication of Assets - The properties and assets of MFOTA are irrevocably dedicated to and for nonprofit purposes only. No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any person, or any member, director, or officer of the organization. On liquidation or dissolution, all remaining properties and assets of the organization shall be distributed and paid over to an organization dedicated to nonprofit purposes which has established its tax- exempt status pursuant to Section 501 (c) of the Code.

ARTICLE 13. FISCAL YEAR

The fiscal year of MFOTA, Inc. shall be the calendar year.

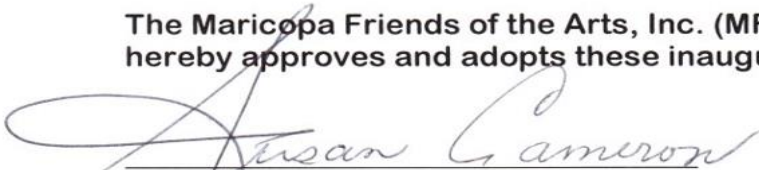
ARTICLE 14. PARLIMENTARY AUTHORITY

For procedures not covered by this document, Robert’s Rules of Order, latest edition, shall be the guiding authority.

ARTICLE 15. AMENDMENTS

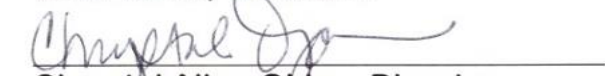
This document may be amended by the Board casting an affirmative vote of two-thirds (2/3rds) of all Directors. Amendments shall be effective immediately upon approval and shall be made available to Members within thirty (30) days of the approval date.

The Maricopa Friends of the Arts, Inc. (MFOTA) Board of Directors original incorporators hereby approves and adopts these inaugural Bylaws on the 25th day of November 2023.


Susan Cameron, President


Colin Brent, Treasurer


Peggy J. Chapados, Treasurer Secretary


Chrystal Allen-O'Jon, Director


Brenda Singleton, Director