

**AMENDED AND RESTATED  
BYLAWS  
OF  
MARICOPA COUNTY BAR FOUNDATION  
(11/16/01)**

**ARTICLE I  
NAME AND PURPOSE**

**Section 1.** The name of this non-profit corporation shall be MARICOPA COUNTY BAR FOUNDATION (the "Foundation").

**Section 2.** The purposes of this non-profit corporation shall be those set out in its Articles of Incorporation.

**ARTICLE II  
MEMBERSHIP**

**Section 1.** There shall be two classes of Members, the Bar Association Member and the Contributing Members. The rights and obligations of the classes of Members shall be as provided in these Bylaws.

**Section 2.** The Maricopa County Bar Association, an Arizona not-for-profit corporation, shall be the sole Bar Association Member. The Bar Association Member shall be the sole voting Member of the Foundation.

**Section 3.** The Contributing Members of the Foundation shall be those individuals who pay annual dues or make annual contributions to the Foundation in such amount as are from time-to-time determined by the Foundation's Board of Trustees. One hundred percent of all receipts from the Contributing Members will be utilized for Foundation general fund purposes as determined by the Board of Trustees.

**Section 4.** Charter Benefactors will be only those who contributed \$1,000 (payable either in full or in payments of \$200 annually over five (5) years) prior to March 1, 1987. Charter Benefactors have been recognized by having their names prominently inscribed in bronze at the Maricopa County Bar Association headquarters and by receiving a certificate announcing their contribution and designation.

**ARTICLE III  
MEETINGS OF MEMBERS**

So long as there is a single voting Member, there shall be no obligation of the Foundation to hold an annual meeting of the Members of the Foundation.

## **ARTICLE IV TRUSTEES**

**Section 1.** The affairs of the Foundation shall be managed by a Board of Trustees consisting of no less than nine (9) and no more than twenty-one (21) members. The Trustees shall be initially divided into 3 classes. The Class A Trustees shall initially serve a term of one (1) year; the Class B Trustees shall initially serve a term of two (2) years; and the Class C Trustees shall initially serve a term of three years. Upon the end of the initial term of office of each Trustee, a successor Trustee may be elected who shall have a term of three (3) years. The term shall begin on January 1 and end on December 31 of the succeeding year. A Trustee need not be a lawyer or a Member of the Foundation.

**Section 2.** The Executive Committee of the Foundation or its designee shall, between September 1 and November 1 of each year, submit a slate of recommended candidates to the Bar Association Member for consideration to succeed the Trustees whose terms are expiring on December 31 of such year. The Bar Association Member shall appoint Trustees to succeed the Trustees whose terms are expiring on December 31 of such year. In such appointment, the Bar Association Member shall consider, but shall not be bound to, the recommendation of the Executive Committee of the Foundation. Any vacancies caused by the death, incapacity, resignation or removal of any Trustee may be filled by the Bar Association Member.

**Section 3.** A Trustee shall be permitted three (3) absences during any calendar year from meetings of the Board of Trustees. Upon a fourth absence, regardless of the reason, the Trustee shall be removed from office without further action.

**Section 4.** Regular meetings of the Board of Trustees shall be held at such times and places as determined by the Chairman of the Board or by three (3) members of the Board of Trustees upon ten (10) days notice in writing to all members of the Board of Trustees. Special meetings may be held at any time upon the call of the Chairman of the Board or any three (3) of the Trustees, who shall give at least three (3) days notice of any special meeting stating the purpose thereof. At any meeting of the Board of Trustees, a quorum shall require one-third of the Trustees plus one (1). The act of a majority of the members of the Board of Trustees present at a meeting at which a quorum is present shall be the act of the Board.

## **ARTICLE V OFFICERS**

**Section 1.** Each year, the Board of Trustees shall elect a Chairman, Vice Chairman, Treasurer, and Secretary of the Foundation. Each officer's term of office shall be one (1) year or until his or her successor has been elected and qualified.

**Section 2.** The Chairman of the Board shall preside at all meetings of the Board of Trustees, shall serve as Chairman of the Executive Committee, and shall perform such other duties as are normally performed by the President of a corporation.

**Section 3.** The Vice Chairman shall succeed to the office of Chairman in the event of a vacancy and shall perform all other duties normally required to be performed by the Vice President of a corporation.

**Section 4.** The Treasurer shall collect all dues and other receipts of the Foundation and shall disburse the same at the direction of the Board of Trustees. He or she shall keep a record of all receipts and disbursements and shall make an accounting thereof when requested by the Board of Trustees. The Treasurer shall perform such other duties as may be delegated by the Board of Trustees.

**Section 5.** The Secretary shall keep the minutes and official records of the Foundation and its meetings, shall send out all notices as may be required, shall keep the minutes of the meetings of the general membership, if any, and perform any other duties delegated by the Board of Trustees.

**Section 6.** The powers and duties of the officers may from time-to-time be determined or changed by the Board of Trustees.

**Section 7.** All officers shall be elected for a one-year term, but may be removed from office at any time by the Board of Trustees. An officer may be elected to succeed himself.

## **ARTICLE VI COMMITTEES**

**Section 1.** There shall be an Executive Committee composed of the Chairman, Vice Chairman, Treasurer and Secretary of the Foundation. The Executive Committee shall have power and authority to exercise all of the powers of the Board of Trustees, except as limited by law.

**Section 2.** The Board of Trustees may create such other committees, as it from time-to-time deems appropriate. To the extent provided by any resolution so creating such a committee, it shall have and may exercise the authority of the Board of Trustees in the management of the Foundation; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Trustees, or any Trustee individually, of any responsibility imposed upon it, him or her by law, the Articles of Incorporation or these Bylaws. Any member of any such committee may be removed by the Board of Trustees whenever, in the judgment of the Board of Trustees, the interests of the Foundation would be served best by such removal.

**Section 3.** Advisory committees not having and exercising the managerial authority of the Board of Trustees may be established by resolution duly adopted by the Board of Trustees. Membership of such committees shall not be limited to Trustees of the Foundation. Except as otherwise may be provided by any resolution so creating any such advisory committee, members of such committees shall be selected by appointment of the chair of such committee and/or the Executive Committee. Any member of any such committee may be removed by the person or persons authorized to appoint such

member whenever, in the judgment of such appointing person or persons, the interests of the Foundation would be served best by such removal.

**Section 4.** Each member of a committee shall continue as such until his or her successor is appointed, unless such committee shall be abolished sooner or unless such committee member shall resign, be removed, or cease to qualify as a member thereof.

**Section 5.** One member of each committee shall be designated as chairperson by the person or persons authorized to appoint the members of the committee (subject to Section 6 hereof).

**Section 6.** Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so appointed shall be appointed for the unexpired term of his or her predecessor.

**Section 7.** Each member of each committee shall have the right to cast one (1) vote upon all matters voted upon by the committee. The presence of members of a committee having the power to cast a majority of the votes that can be cast by the whole committee shall constitute a quorum, and the act of the members of the committee having the power to cast a majority of the votes that can be cast by all of the members present at a meeting at which a quorum is present shall be an act of the committee.

**Section 8.** Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws.

## **ARTICLE VII EXECUTIVE SECRETARY**

**Section 1.** The Board of Trustees shall designate some suitable person to serve as Executive Secretary of the Foundation, which shall be, until otherwise decided by the Board of Trustees, the Executive Director of the Maricopa County Bar Association.

**Section 2.** The Executive Secretary shall perform all duties and responsibilities delegated to him or her by the Board of Trustees and Executive Committee.

## **ARTICLE VIII INDEMNIFICATION**

The Foundation shall indemnify and advance expenses on behalf of its Trustees and officers to the fullest extent permitted by law. Said indemnification shall extend to any and all liabilities of the Trustees and officers arising from their relationships with the Foundation in any and all capacities. By resolution duly adopted, the Board of Trustees may authorize the Foundation to indemnify any or all of its employees and agents who

are not Trustees or officers to any extent that the Board of Trustees may determine, up to and including the fullest extent permitted under law. The Foundation shall, to the extent reasonably available, provide insurance coverage to any or all of its Trustees and officers and to the extent subject to indemnification, employees and agents, against any or all risks or liabilities that such persons may incur by virtue of their relationships with the Foundation.

**ARTICLE IX  
DEPOSITS AND DISBURSEMENTS**

**Section 1.** The Board of Trustees, by proper resolution, shall designate one or more suitable banks or other financial institutions as the depositories of all funds received by the Foundation.

**Section 2.** No expenditures shall be made by the Foundation except by check to be signed by at least one (1) member of the Executive Committee. Should the Board of Trustees so elect by rule or policy adopted by the Board of Trustees, checks up to a designated amount may be signed by the Executive Secretary.

**ARTICLE X  
AMENDMENT**

These Bylaws may be amended in the manner provided for in the Articles of Incorporation.

Adopted by the Board of Trustees on the 16<sup>th</sup> day of November, 2001

\_\_\_\_\_  
Secretary

ATTEST:

\_\_\_\_\_  
Chairman

**Approved pursuant to Section 2 of Article XI of the Articles of the Foundation.**

MARICOPA COUNTY BAR ASSOCIATION

\_\_\_\_\_  
President