AZBHF BYLAWS

BY-LAWS OF THE SOUTHERN ARIZONA BLUES HERITAGE FOUNDATION

(An Arizona Nonprofit Corporation)

I. ARTICLES OF INCORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 set forth in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170 of the Internal revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United states Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

The corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, sexual preference, or physical handicap or disability.

1.01. Certain References. Any reference herein made to law will be deemed to refer to the law of the State of Arizona, including any applicable provision of Chapters 1 through 17 and Chapter 22.1 of Title 10 of the Arizona Revised Statutes, or any successor statute, as from time to time amended and in effect (sometimes referred to herein as the "Arizona Business Corporation Act"). Any reference herein made to the corporation's Articles will be deemed to refer to its Articles of Incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission. References to specific sections of law herein made shall be deemed to refer to such sections, or any comparable successor provisions, as from time to time amended and in effect.

1.02. Seniority. The law and the Articles (in that order of precedence) will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the law and such Articles (in that order of precedence), and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

1.03. Computation of Time. The time during which an act is required to be done, including the time for the giving of any required notice herein, shall be computed by excluding the first day or hour, as the case may be, and including the last day or hour.

II. CORPORATE OFFICES

2.01. Known Place

of Business. The known place of business of the corporation in the State of Arizona shall be the address of its statutory agent unless otherwise designated in the articles or in a written statement or document duly executed and filed with the Arizona Corporation Commission. The corporation may have such other offices as the Board of Directors may designate or as the business of the corporation may require from time to time.

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2.02. Change Thereof. The Board of Directors may change the corporation's known place of business or its statutory agent from time to time by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

III. MEMBERS

3.01. Membership and Dues. There shall be one (1) class of members. Each member shall have one vote. The Board of Directors may determine, from time to time, the initiation fee, if any, and annual dues payable to the corporation by members and the dates such fees and dues shall be due and payable.

3.02. Annual Member Meeting. The annual meeting of the members shall be held in the month of December, at such time and place, within the State of Arizona, as shall be fixed by the Board of Directors or, in the absence of action by the Board of Directors, as set forth in the notice given or waiver signed with respect to such meeting pursuant to Section 3.05 below, for the purpose of announcing the results of the election of directors and for the transaction of such other business as may properly come before the meeting. If any annual meeting is for any reason not held on the date determined as aforesaid, a deferred annual meeting shall thereafter be called and held in lieu thereof, at which the same proceedings may be conducted. If the day fixed for the annual meeting shall be a legal holiday in the State of Arizona such meeting shall be held on the next succeeding business day.

3.03. Special Member Meetings. Special meetings of the members may be held whenever and wherever, within the State of Arizona, called for by a majority vote of the board of directors, or 10% of the membership. Business to be transacted at any such meeting shall be confined to the purposes stated in the notice thereof and to such additional matters as the chairman of the meeting may rule to be germane to such purposes.

3.04. Notice of Members Meetings.

(a) Required Notice. Notice stating the place, day and hour of any annual or special members meeting shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting by or at the direction of the secretary, to each member entitled to receive notice of the meeting by law, the Articles, or these Bylaws. Notices to members shall be given in accordance with, and shall be deemed to be effective at the time and in the manner described in, Arizona Revised Statutes Section 10-3705.

(b) Adjourned Meeting. If any member meeting is adjourned to a different date, time, or place, notice need be given of the new date, time, and place, if the new date, time, and place are announced at the meeting before adjournment.

(c) Waiver of Notice. Any member may waive notice of a meeting (or any notice of any other action required to be given by the Arizona Business Corporation Act, the corporation's Articles, or these Bylaws), at any time before, during, or after the meeting or other action, by a writing signed by the member entitled to the notice. Each such waiver shall be delivered to the corporation for inclusion in the minutes or filing with the corporate records. Under certain circumstances, a member's attendance at a meeting may constitute a waiver of notice, unless the member takes certain actions to preserve his/her objections as described in the Arizona Business Corporation Act.

(d) Contents of Notice. The notice of each special members meeting shall include a description of the purpose or purposes for which the meeting is called. Except as required by law or the corporation's Articles, the notice of an annual members meeting need not include a description of the purpose or purposes for which the meeting is called.

3.05. Member Quorum. There is no quorum requirement for annual or special member meetings.

3.06. Organization and Conduct of Meetings. Each meeting of the members will be called to order and thereafter chaired by the President, or if the President is unavailable, then by such other officer of the corporation or such member as may be appointed by the Board of Directors. The corporation's Secretary will act as secretary of each meeting of the members. If the Secretary is not in attendance, then such other officer of the corporation or such member as may be appointed by the Board of Directors shall act as secretary for the meeting.

3.07. Member Approval or Ratification. The Board of Directors may submit any contract or act for approval or ratification of the members at a duly constituted meeting of the members. Except as otherwise required by law, if any contract or act so submitted is approved or ratified by a majority of the votes cast thereon at such meeting, the same will be valid and as binding upon the corporation and all of its members as it would be if it were the act of its members.

3.08. Informalities and Irregularities. All informalities or irregularities in any call or notice of a meeting of the members or in the areas of credentials, proxies, quorums, voting, and similar matters, will be deemed waived if no objection is made at the meeting.

3.09 Document Disclosure: All minutes and corporate documents shall be made available to members upon request.

IV. BOARD OF DIRECTORS

4.01. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

4.02. Number, Tenure, and Qualification of Directors. Unless otherwise provided in the Articles of Incorporation, the authorized number of directors shall be no less than nine (9), nor more than eleven (11). The number of directors in office from time to time shall be within the limits specified above, as prescribed from time to time by resolution adopted by either the members or the Board of Directors, except the initial board which shall serve until the annual membership meeting /election.

The Board of Directors shall be elected by the members and shall serve for one (1) year. However, if a director's term expires, the director shall continue to serve until the director's successor shall have been elected and qualified, until the director's resignation or removal, or until there is a decrease in the number of directors. Unless required by the Articles or elsewhere in these Bylaws, directors do not need to be residents of the State of Arizona.

Nominations for the Board of Directors shall be solicited and accepted by the current Board of Directors anytime within thirty (30) days of the annual members meeting. The Board of Directors shall be elected by secret, written ballots mailed or otherwise sent to members by the current board of directors. Members shall cast their vote by completing the ballot and returning it to the current board of directors or some other person as instructed on the ballot. The current board of directors shall be responsible for gathering and tabulating the votes. The current board of directors shall announce the election results at the annual members meeting that shall be held in Tucson, without charge to any member. Those candidates receiving the greatest number of votes shall be elected in descending order until all seats on the Board of Directors have been filled, and the next three (3) receiving the greatest number in descending order shall be elected as alternate board members.

4.03. Annual and Regular Meetings of the Board of Directors. The annual meeting of the Board of Directors shall be held immediately following the annual members meeting. A regular meeting of the Board of Directors shall be held, at least, once a month. Additional regular meetings may be held in Tucson at regular intervals at such places and at such times as the Board of Directors may determine. All meetings shall be held in Tucson, without charge to any member.

4.04. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be held whenever and wherever called for by the President or the number of directors that would be required to constitute a quorum.

4.05. Notice of, and Waiver of Notice for, Directors Meetings. No notice need be given of regular meetings of the Board of Directors. Notice of the time and place of any special directors meeting shall be given at least 48 hours prior thereto. Notice shall be given in accordance with and shall be deemed to be effective at the time and in the manner described in Arizona Revised Statutes Section 10-3822. Any director may waive notice of any meeting and any adjournment thereof at any time before, during, or after it is held. Except as provided in the next sentence below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. The attendance of a director at or participation of a director in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon his/her arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

4.06. Director Quorum. A majority of the number of directors prescribed according to Section 4.02 above, or if no number is so prescribed, the number in office immediately before the meeting begins, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless the Articles require a greater number.

4.07. Directors, Manner of Acting.

(a) If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors unless the Articles require a greater percentage.

(b) Unless the Articles provide otherwise, any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting, in which case, any required notice of the meeting may generally describe the arrangements (rather than or in addition to the place) for the holding thereof. A director participating in a meeting by this means is deemed to be present in person at the meeting.

(c) A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (1) the director objects at the beginning of the meeting (or promptly upon his/her arrival) to holding it or transacting business at the meeting; or (2) his/her dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he/she delivers written notice of his/her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation before 5:00 p.m. on the next business day after the meeting.

The right of dissent or abstention is not available to a director who votes in favor of the action taken.

4.08. Director Action without a Meeting. Unless the Articles provide otherwise, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if the action is taken by unanimous written consent of the Board of Directors as evidenced by one (1) or more written consents describing the action taken, signed by each director and filed with the minutes or corporate records. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

4.09. Removal of Directors.

The members may remove one (1) or more directors at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be only with cause, including but not limited to malfeasance, fraud, etc.

4.10. Board of Director Vacancies.

(a) Unless the Articles provide otherwise, if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the Board of Directors shall fill the vacancy with the alternates in descending order of the votes received.

(b) A vacancy that will occur at a specific later date (by reason of resignation effective at a later date) may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

(c) The term of a director elected to fill a vacancy expires at the next members meeting at which directors are elected.

4.11. Director Compensation. No director shall be entitled to compensation for their service on the Board of Directors. This provision does not preclude any director from serving the corporation in some other capacity and receiving compensation therefore.

4.12. Committees.

(a) Creation of Committees. Unless the Articles provide otherwise, the Board of Directors may create one (1) or more committees and appoint members of the Board of Directors to serve on them. Each committee shall have one (1) or more members, who serve at the pleasure of the Board of Directors.

(b) Required Procedures. Sections 4.03 through 4.08 of this Article IV, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members.

(c) Authority. Unless limited by the Articles, each committee may exercise those aspects of the authority of the Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee, provided, however, that a committee may not: (1) submit to the members any matter that requires an act of the members; (2) fill vacancies on the board of directors or on any committee of the board of directors; (3) adopt, amend or repeal these Bylaws; or (4) fix the compensation of directors for serving on the Board of Directors or any committee of the Board of Directors.

4.13. Director Resignations. Any director or committee member may resign from his or her office at any time by written notice delivered to the Board of Directors, the President, or the corporation at its known place of business. Any such resignation will be effective upon its receipt unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

V. OFFICERS

5.01. Number of Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors. If specifically authorized by the Board of Directors, an officer may appoint one (1) or more other officers or assistant officers. The same individual may not simultaneously hold more than one (1) office in the corporation.

5.02. Election and Term of Office. The officers of the corporation shall be appointed by the Board of Directors for a term of one (1) year, unless and until an officer resigns, dies, or is removed in the manner provided by law or in Section 5.03 of this Article V. The regular election of officers will take place at each annual meeting of the Board of Directors immediately following the annual members meeting, but elections of officers may be held at any other meeting of the Board of Directors.

5.03. Resignation and Removal of Officers. An officer may resign at any time by delivering written notice to the corporation at its known place of business. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. Any officer may be removed by the Board of Directors at any time, with cause.

5.04. Duties of Officers. Officers of the corporation shall have authority to perform such duties as may be prescribed from time to time by law, in these Bylaws or by the Board of Directors. Each officer of the corporation (in the order designated herein or by the Board) will be vested with all of the powers and charged with all of the duties of his or her superior officer in the event of such superior officer's absence, death, or disability.

5.05. President. Unless otherwise specified by resolution of the Board of Directors, the President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise all of the business and affairs of the corporation and the performance by all of its other officers of their respective duties and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President will be a proper officer to sign on behalf of the corporation any deed, bill of sale, assignment, option, mortgage, pledge, note, bond, evidence of indebtedness, application, consent (to service of process or otherwise), agreement, indenture, contract, or other instrument, except in each such case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

5.06. The Vice-President. In the absence of the President or in the event of the President's resignation, death or disability, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President will be a proper officer to sign on behalf of the corporation any deed, bill of sale, assignment, option, mortgage, pledge, note, bond, evidence of indebtedness, application, consent (to service of process or otherwise), agreement, indenture, contract, or other instrument, except in each such case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The Vice-President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

5.07. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors and any committee of the Board of Directors and all unanimous written consents of the members, Board of Directors, and any committee of the Board of Directors in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of any seal of the corporation; (d) when requested or required, authenticate any records of the corporation; (e) keep a register of the address of each member which shall be furnished to the Secretary by such member; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. Except as may otherwise be specifically provided in a resolution of the Board of Directors, the Secretary will be a proper officer to compile the voting record pursuant to Article III above, and to impress the corporation's seal, if any, on any instrument signed by the President, the Vice President, or any other duly authorized person, and to attest to the same. In the absence of the Secretary, a secretary pro tempore may be chosen by the directors as appropriate to perform the duties of the Secretary.

5.08. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such bank, trust companies, or other depositories as shall be selected by the Board of Directors or any proper officer; (c) keep full and accurate accounts of receipts and disbursements in books and records of the corporation; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer will render to the President and the directors at proper times and account of all his or her transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall be responsible for preparing and filing such financial reports, financial statements, and returns as may be required by law.

5.09. Officer Compensation. No officer shall be entitled to compensation for their service on the Board of Directors. This provision does not preclude any officer from serving the corporation in some other capacity and receiving compensation therefore.

5.10. Additional Appointments. In addition to the officers contemplated in this Article V, the Board of Directors may appoint other agents of the corporation with such authority to perform such duties as may be prescribed from time to time by the Board of Directors.

VI. CORPORATE SEAL

6.01. Corporate Seal. The Board of Directors may provide for a corporate seal of the corporation that will have inscribed thereon any designation including the name of the corporation, Arizona as the state of incorporation, the year of incorporation, and the words "Corporate Seal."

VII. AMENDMENTS

7.01. Amendments. The corporation's Board of Directors may amend or repeal the corporation's Bylaws unless:

(a) The Articles or the Arizona Business Corporation Act reserve this power exclusively to the members in whole or part; or

(b) The members in adopting, amending, or repealing a particular Bylaw provides expressly that the Board of Directors may not amend or repeal that Bylaw. The corporation's members may amend or repeal the corporation's Bylaws even though the Bylaws may also be amended or repealed by its Board of Directors.

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