

BYLAWS
OF
CHANDLER CULTURAL FOUNDATION

ARTICLE I

NAME AND PURPOSE

1.1 **Name.** The name of the corporation is Chandler Cultural Foundation.

1.2 **Purpose.** The character of the business that the corporation initially intends to conduct in the State of Arizona and the purposes for which the corporation is organized are exclusively to receive grants, gifts, contributions, bequests, membership fees and other public support in the form of money and other property and to expend and use such funds and property to promote and carry on the following educational, literary and charitable purposes which are authorized for the organizations qualified as exempt organizations under Section 501 (c) (3) of the International Revenue Code of 1986 (hereinafter referred to as the "Code") and the regulations promulgated thereunder as they now exist or as they may hereafter be amended:

- (1) To establish an endowment fund for the benefit of the Chandler Center for the Arts;
- (2) To focus public attention on the Center;
- (3) To help fund the continuing administrative and operational costs of the Chandler Center for the Arts;
- (4) To stimulate use of Center resources and services;
- (5) To support and cooperate with the Center in developing Center services and facilities for the community; and
- (6) To perform tasks and raise funds which further the above purposes.

ARTICLE 2

CITY OF CHANDLER

2.1 Rights of the City. The Chandler City Council shall be vested with the sole authority to elect the directors of the corporation, amend the articles of incorporation and the bylaws, approve the annual operating and capital budgets of the corporation, and approve any debt obligation not included in the approved annual operating and capital budget of the corporation.

2.2 Appointments and Business. An annual meeting for the transaction of such business as may properly come before such meeting shall be held at a location to be posted, at 5:30 p.m., on the second Thursday in August of each year.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Number, Qualifications, Tenure.

(a) **Number.** Except as otherwise provided in these bylaws, the direction and management of the affairs of the corporation and the control and disposition of its assets shall be vested in a board of directors (the "Board of Directors") which shall consist of fifteen (15) persons. Until changed by amendment to these bylaws, the number of directors constituting the Board of Directors will remain at this number.

(b) **Qualifications.** It is expected that there will be broad-based community representation on the Board of Directors, and that such representation shall include members with familiarity in the performing and visual arts.

(c) **Tenure.** Each director shall serve for his or her term of office and until his or her successor shall have been duly elected and qualified. The terms of office for directors shall be three (3) years except that when the board goes from thirteen members to fifteen members, one new member shall serve a term of one year and one new member shall serve a term of two years. Thereafter their successors shall serve a full term.

3.2 Election. Members of the Board of Directors of the corporation may be appointed at regular or special meetings of the Chandler City Council, upon the expiration of a director's term or vacancy in any seat.

3.3 Annual Meeting. The annual meeting of the Board of Directors shall be on the second Thursday in August, or as close to thereto as may be advisable, unless changed by an affirmative vote of the Board of Directors at any meeting thereof, at such time and place as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before the meeting. It shall be the duty of the secretary of the corporation to give seven days' notice of the time, place and date of the annual meeting to each director and to the Chandler City Council.

3.4 Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come

before each meeting. It shall be the duty of the secretary of the corporation to give seven days' notice of the time, place and date of each regular meeting to each director and to the member.

Each director shall agree to use his best efforts to attend during each calendar year at least seventy-five percent (75%) of the total number of regular meetings held during each year.

3.5 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the secretary of the corporation upon the direction of the president or member of the corporation or upon request of any four directors. It shall be the duty of the secretary to give sufficient notice of the date, time and place of each such special meeting to each director to enable such director to attend such special meeting, and to provide such notice as is sufficient with A.R.S. Section 38-431 to the extent that Section applies.

3.6 Quorum for Meetings. The presence of a majority of the number of directors fixed by these bylaws as constituting the Board of Directors shall be a quorum for the transaction of business at all meetings convened according to these bylaws.

3.7 Voting. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or these bylaws.

3.8 Authority. The officers and directors of the Chandler Cultural Foundation will limit its authority in all areas to guidelines provided by the Chandler City Council. The guidelines, in the form of written operating policies, will be both updated and expanded as deemed necessary.

ARTICLE 4

NOTICES

4.1 **Form of Notice.** Whenever under the provisions of these bylaws, notice is required to be given to any officer, director or committee member, and no provision is made as to how such notice shall be given, such notice shall be considered given if in writing, by mail, postage prepaid, address to such director or committee member at such address as is listed on the books of the corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail as aforesaid. To the extent that A.R.S. Section 38-431 applies, the provisions of that article regarding notice shall govern.

ARTICLE 5

GENERAL OFFICERS

5.1 **Election and Term.**

(a) The officers of this corporation shall be a chairman and vice chairman of the Board of Directors, and a president, a vice president, a secretary, a treasurer and such other officers as may be determined and selected, and assigned duties and given authority, by a majority of the board.

The Chairman and Vice Chairman may only be chosen from the members of the Board of Directors. Other officers may be selected from outside of the Board of Directors with approval of the Chandler City Council. Except for the office of president, one person may hold any two offices.

(b) At the organizational meeting of the board, and as necessary at future meetings, the Chandler City Council shall appoint the directors. Each

director so elected shall take office on the date of his or her appointment and shall hold such position either until his or her successor shall have been duly elected and qualified or until such director resigns or is removed.

(c) Any director may resign at any time by giving written notice thereof to the Mayor of the City of Chandler, Arizona. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and acceptance of the resignation shall not be necessary to make it effective.

(d) Any director appointed by the Chandler City Council may be removed at any time by a majority vote of the City Council with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officer.

5.2 Attendance of Meetings. The chairman, and in his absence the vice chairman, shall call meetings of the Board of Directors to order, and shall act as chairman of such meetings and the secretary of the corporation shall act as secretary of all such meetings, but in the absence of the secretary the chairman may appoint any person present to act as secretary of the meeting.

5.3 Duties. The principal duties of the several officers are as follows:

(a) **Chairman.** The chairman shall preside at all meetings of the Board of Directors, shall be the principal officer of the Board of Directors and shall perform such other duties as may be assigned to him or her by the Board of Directors.

(b) **Vice Chairman.** The vice chairman shall discharge the duties of the chairman in the event of the chairman's absence or disability for any

cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board of Directors.

(c) **President.** The president, subject to the control of the Board of Directors, shall have general charge and supervision of the administration of the activities and affairs of the corporation. The president shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall sign and execute all legal documents and instruments in the name of the corporation when authorized so to do by the Board of Directors, shall prepare an annual budget showing expected receipts and expenditures for consideration by the Board of Directors, and shall perform such other duties prescribed from time to time by the Board of Directors. All contractual and budgetary duties of the president are subject to review by the City Manager, or his designated representative(s), in addition to the Board of Directors. The president shall also have the power to appoint and remove subordinate employees within the personnel guidelines established by the City of Chandler. All such personnel are employees of the City of Chandler, and the president is responsible to the Chandler City Manager in this area. The president shall submit to the Board of Directors plans and suggestions for the activities of the corporation, shall direct its general correspondence and shall present recommendations in each case to the Board of Directors for decision. The president shall also submit a report of the activities and affairs of the corporation at each annual meeting of the Board of Directors and at other times when called upon so to do by the Board of Directors.

(d) **Vice President.** The vice president shall discharge the duties of the

president in the event of the president's absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board of Directors.

(e) **Secretary.** The secretary shall have charge of the records and correspondence of the corporation under the direction of the president and shall be custodian of the seal of the corporation, if any. The secretary shall give notice of and attend all meetings of the Board of Directors. The secretary shall take and keep true minutes of all meetings of the Board of Directors. The secretary shall discharge such other duties as shall be prescribed from time to time by the Board of Directors. The Board of Directors may appoint one or more assistant secretaries to perform the duties of the secretary during his absence or disability or at his direction.

(f) **Treasurer.** The treasurer shall keep account of all moneys, credits and property of the corporation which shall come into the treasurer's hands and keep an accurate account of all moneys received and discharged. Except as otherwise directed by the Board of Directors, the treasurer shall have the custody of all the funds and securities of the corporation and shall insure the deposit of the same in such banks or depositories as the Board of Directors shall designate. The treasurer shall insure that proper books of account and other books showing at all times the amount of the funds and other property belonging to the corporation, all of which books shall be open at all times to the inspection of the Board of Directors. The treasurer shall also submit a report of the accounts and financial condition of the corporation at the annual meeting of the Board of Directors. In general, the treasurer shall

perform all the duties which are incident to the officer of treasurer, subject to the Board of Directors, and shall perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE 6

CONTRIBUTIONS AND GIFTS

6.1 Contributions. The Board of Directors will be encouraged to acquire gifts, endowments and bequests for the benefit of the Chandler Cultural foundation. The directors both individually and collectively will be responsible for the accurate reporting of contributions as stated:

(a) **Endowment.** Contributions given with the intent of supporting and expanding the endowment fund of the Chandler Cultural Foundation will be duly recorded. Such funds will not be utilized for offsetting operational expenses, although the interest earned from said funds may be utilized for these purposes.

(b) **Equipment.** Contributed funds provided with the intent of purchasing capital items will be utilized only for the donors' stated purposes.

(c) **Operations.** Contributions provided for support of ongoing operations by the Chandler Cultural Foundation will be utilized for programs and projects as designated by the donors.

The Board of Directors of the Chandler Cultural Foundation may not solicit funds for other organizations in the name of the Chandler Center for the Arts or the Chandler Cultural Foundation. The Chandler Cultural Foundation will not provide grants to organizations or individuals, except in relation to contractual performances and exhibitions to be sponsored at the Chandler Center for the Arts.

