

**AMENDED AND RESTATED
BYLAWS
OF THE
ANTHEM WAY FOUNDATION
An Arizona Nonprofit Corporation**

**ARTICLE ONE.
OFFICES**

The principal office of the corporation shall be located at 3701 West Anthem Way, Ste. 102, Anthem, Maricopa County, Arizona 85086. The corporation may have such other offices, either within or without Arizona, as the board of directors may determine from time to time.

**ARTICLE TWO.
MEMBERS**

The corporation shall have no members.

**ARTICLE THREE.
BOARD OF DIRECTORS**

- A. General Powers. The affairs of the corporation shall be managed by its board of directors.
- B. Number, Tenure, and Qualifications. The number of directors shall be seven. The Board of Directors for the Anthem Community Council, Inc., an Arizona nonprofit corporation, ("ACC") shall annually appoint the Directors. The qualifications for serving as a Director shall be synonymous with the qualifications for serving as a Director of the ACC as established by the ACC's Bylaws. In the event that the Board of Directors for the ACC does not appoint the Directors, the Members of the Board of Directors for the ACC shall be automatically appointed to serve as the Directors.
- C. Regular Meetings. The Board of Directors shall provide, by resolution, the time and place for holding the Annual Meeting of the Directors and such other additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.
- D. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.
- E. Notice. Notice of any special meeting of the board of directors shall be given at least two days prior to the meeting by written notice delivered personally or sent by mail or telegram to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

- F. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- G. Board Decision. The act 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, unless the act of a greater number is required by law or by these bylaws.
- H. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.
- I. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing in these bylaws contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such service.

ARTICLE FOUR. OFFICERS

- A. Officers. The officers of the corporation shall be a Chair, one or more Chairs (the number of which to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary. Unless otherwise determined by the Board of Directors, the Directors shall automatically be elected to the same office as they are elected to hold from time to time on the Board of Directors for the ACC.
- B. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor has been duly elected and qualifies.
- C. Removal. Any officer elected or appointed by the Board of Directors may be removed by the board of directors whenever in its judgment the best interests of the

corporation would be served by such removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

- D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- E. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE FIVE. COMMITTEES

- A. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation to them of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law.
- B. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The president of the corporation shall appoint the members of the committee. Any member of the committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE SIX. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

- A. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.
- B. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

- C. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.
- D. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation. The Board of Directors may not receive gifts for their own benefit from anyone.

**ARTICLE SEVEN.
BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the board of directors.

**ARTICLE EIGHT.
FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.

**ARTICLE NINE.
SEAL**

The Board of Directors may provide a corporate seal at such time as it deems necessary.

**ARTICLE TEN.
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Subject to the further provisions hereof, the Corporation shall indemnify any and all of its directors, officers, former directors, and former officers, to the full extent permitted under applicable law against all amounts incurred by them and each of them, including but not limited to expenses, legal fees, costs, judgments, fines and amounts paid in settlement which may be actually and reasonably incurred, rendered or levied in any threatened, pending or completed action, suit or proceeding brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of his duties as a director or officer of the Corporation. Whenever any such director or officer shall report to the President of the Corporation or the Board of Directors that he has incurred or may incur such amounts, the Corporation shall, within a reasonable time thereafter, determine in a manner consistent with applicable law whether, in regard to the matter involved, such person acted or failed to act in good faith and in a manner 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 no reasonable cause to believe his conduct was unlawful. If the Corporation so determines that such person acted or failed to act in such a manner with regard to the matter involved, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall not offer the Corporation the opportunity, at its own expense and through counsel of its own choosing, to defend him in

the action, suit or proceeding. Nothing contained herein is intended to limit any right of indemnification or other rights provided by Arizona Revised Statutes Sections 10-3851, or other applicable law.

**ARTICLE ELEVEN.
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act, A.R.S. §10-3101 et.seq. or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the same, shall be deemed equivalent to the giving of such notice.

**ARTICLE TWELVE.
AMENDMENT OF BYLAWS**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by two-thirds (2/3) of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting or vote of the members at any regular or special meeting or as the case may be.

ADOPTED by the unanimous approval of the Board of Directors on 17th day of April, 2023

Signature 

Date May 26, 2023

Printed Name CAROLYNN HIRON

Title CHAIR