

## **ARTICLE I: PRINCIPAL OFFICE**

The principal office of AniZona Anime Convention, Inc. (also known as AniZona, Inc.) is in the City of Phoenix, Arizona. The mailing address is AniZona Anime Convention, Inc. P.O. Box 67641, Phoenix, AZ, 85082. The Board of Directors may change the principal office from one location to another in the County of Maricopa. Any such change shall be noted by the Secretary opposite the Secretary's copy of this article, but shall not be considered an amendment to these Bylaws.

## **ARTICLE II: MEMBERSHIP**

### ***SECTION 1: Classification of Members***

The membership of AniZona, Inc. is classified as follows:

#### **A. GENERAL MEMBER**

A General Member is a member whose application for membership has been approved by the Board of Directors and who has paid dues for the current period.

#### **B. HONORARY MEMBER**

An Honorary Member is one who has been elected to this status upon petition by three or more General Members and an affirmative vote of three-quarters or more of the General Members voting at any meeting of the Corporation. Honorary Members have the same rights and obligations as General Members, except for the obligation to pay dues and fees. Honorary Membership is intended to reward outstanding services to AniZona, Inc. or to the media of anime or manga.

Membership status may be additionally classified as follows:

#### **C. DORMANT MEMBER**

A Dormant Member is a member who is either not current on dues or whose address is unknown to the Treasurer of AniZona, Inc.

#### **D. ACTIVE MEMBER**

An Active Member is a member who has physically attended four (4) of the six (6) most recent regular meetings (either as a member or as a guest) and is not a Dormant Member.

### ***SECTION 2: Notifiable Member***

A Notifiable Member is one who AniZona, Inc. is required to notify as set forth in these Bylaws. This shall include all Active Members and any members whose attendance at the meeting in question would qualify them as Active Members.

### ***SECTION 3: Application for Membership***

Application for membership shall be open to all persons sharing the organization's common interests. There are two ways to join the organization:

- 1) Anyone interested in joining AniZona, Inc. may attend up to two (2) meetings per year as a guest. Each prospective member shall pay the application fee to the Treasurer. The application for membership shall include a \$3.00 non-refundable application fee along with \$ 0.50 for each

monthly meeting remaining before our next annual convention, including the monthly meeting at which an application for membership is made.

- 2) Alternatively, anyone having a membership to any of our conventions costing at least \$15.00 shall be considered as thereby having paid Annual Dues for the subsequent year and made application to the Board.

If the Board, by a vote of two-thirds of the Board members present, rejects the application, the applicant is rejected and may not apply again for four (4) regular meetings. If the Board approves the application, the applicant becomes a General Member.

#### ***SECTION 4: Termination of Membership***

##### **A. REMOVAL**

A petition to terminate a membership must be signed by five or more Active Members and presented to the Board of Directors, who must act on it by the next regular Board meeting. If two-thirds of the Board voting approves the petition, it shall be presented to the membership at the next AniZona, Inc. meeting, and if four-fifths of the Active Members voting approve, the membership is terminated.

##### **B. RESIGNATION**

A member may resign by tendering his or her written resignation to the Chairman of the Board of Directors, who shall accept it, effective immediately.

#### ***SECTION 5: Dues***

Each non-Honorary Member shall pay Lifetime Dues or Annual Dues as the member may elect. No dues paid shall be refunded. As discussed in Article II, Section 3, anyone who has a membership to any of our conventions costing at least \$15.00 shall be considered as having paid Annual Dues for the subsequent year and shall not have to pay any additional dues for that year.

##### **A. ANNUAL DUES**

Annual dues are \$6.00 payable at the first regular meeting in May. Dormant members who paid dues in the prior year shall pay the full current year's dues.

##### **B. LIFETIME DUES**

Lifetime dues are \$60.00, payable either in a lump sum or in annual installments. Minimum annual installment is \$15.00, and paying such an installment shall also cover annual dues for that year. No additional dues shall be assessed members who have fully paid Lifetime dues.

### **ARTICLE III: MEETINGS**

#### ***SECTION 1: Types of Meetings***

##### **A. REGULAR MEETINGS**

Regular meetings shall be held at least once a month, and shall be held on a Sunday unless the membership approves a cancellation or change. Except as defined elsewhere in these Bylaws, required notice of meetings shall be limited to announcing the time and date of any meetings to be held in a given month at all regular meetings held during the previous month.

## B. SPECIAL MEETINGS

Special meetings at other times may be held as approved by the membership. Notice of each special meeting shall be given to each Notifiable Member not less than seven (7) days before the special meeting, by mailing (postal or email) a notice to the address of the member as it appears in the records of the organization.

### 1. NOTICE OF SPECIAL MEETINGS

Notice of special meetings is required to be given any Notifiable Member. Attendance at the business portion of any meeting where such notice is given, shall be equivalent to giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of that meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of the business being acted upon because the meeting is not lawfully called or convened. Conspicuous inclusion of such notice in an edition of the newsletter mailed not less than seven days before said meeting shall constitute adequate notice.

## ***SECTION 2: Order of Business***

The preferred order of business for the organization meeting is:

01. Call to Order
02. Introduction of Guests
03. Reading of Minutes
04. Treasurer's Report
05. Committee Reports
06. Old Business
07. New Business
08. Announcements
09. Adjournment

The Chairman may require new business be submitted in writing to the Secretary before the meeting. The Chairman may alter the order of business at his discretion.

## ***SECTION 3: Voting***

### A. ELECTION OF DIRECTORS

#### 1. NOMINATIONS

Nominations shall occur both at the meeting prior to the elections and at the elections meeting itself. Nominees must be Active Members who have attended at least nine of the last 12 regular meetings of the Corporation. Members need not be present to be nominated, but all nominees must communicate their acceptance of the nomination to the Secretary before balloting begins in order to appear on the ballot. As used in this section, a "properly nominated candidate" is one who meets the eligibility requirements listed above, has been nominated, and has properly communicated his or her acceptance to the Secretary.

#### 2. ELECTION MEETING PROCEDURES

Properly nominated candidates may distribute handouts explaining why they should be voted for. All properly nominated candidates shall have the opportunity to give a speech lasting no more than one minute. The Chairman may choose to designate a Member to keep the time.

#### 3. VOTING PROCEDURE

Voting shall take place by secret ballot, except that the eligible voters may, by two-thirds majority of those voting on the question, elect to have a roll-call ballot or a vote by

acclamation. A valid vote is a vote for a properly nominated candidate who is still on the ballot or for None Of The Above. Illegible, unreadable, ambiguous, and otherwise uncountable votes shall not be considered valid. The presence of an invalid vote on a member's ballot shall not invalidate the other votes on that ballot. Absentee ballots bearing the member's dated signature shall be counted provided that the candidate being voted for is still on the ballot.

4. DETERMINING A WINNER

A candidate must be named on a majority of the ballots to win. In the event that, after a round, no one shall have achieved a majority, the candidate, or candidates tied, with the lowest number of votes shall be dropped, as shall any candidates not named on more than 1/5 of the ballots. If all remaining candidates are tied equally, none shall be dropped. None Of The Above shall never be dropped. After all applicable candidates have been dropped, there shall be another round of voting with the remaining candidates. This shall continue until the position is filled.

5. NONE OF THE ABOVE

In the event that None Of The Above shall receive a majority of the votes cast, the candidates still on the ballot shall be Removed From Consideration. The three most recently dropped candidates shall be returned to the ballot and voting shall continue. If the entire pool of eligible candidates shall be Removed From Consideration by None Of The Above, then nominations shall be reopened. No one who was Removed From Consideration shall be eligible to be renominated, except that the eligible voters may, by three-quarters majority, re-confer eligibility on all candidates for the office.

6. VOTE COUNTING

The President shall designate three active members to collect and count the votes. No one who is a candidate for any office is eligible to be a vote counter. At least one shall be a current or former officer. The vote counters shall count the votes in secret. After completing the count, the counters shall announce the names of winning candidates and of candidates dropped from the ballot. At the end of each round, the ballots shall be sealed into an envelope. All vote counters shall sign or initial the envelope across the flap. Vote tallies shall be noted in the minutes of the meeting.

B. PROCEDURAL VOTING

1. ELIGIBILITY TO VOTE

Active Members may vote in Elections and on Special Business of the Corporation. A vote of abstention on a matter of Special Business shall be counted towards the majority of votes received on that matter, but recorded as an abstention.

2. VOTING PROCEDURES

Absentee ballots, specifying the matter to be voted upon, the date of the vote, the vote itself, and bearing the dated signature of the Member shall be accepted if received by the Secretary before the vote is called. Voting rights may also be assigned by written proxy to another active member. Such a proxy must specify the date of the meeting at which the proxy is valid, the name of the person who will vote said proxy, must bear the dated signature of the active member assigning voting rights, and must be presented to the secretary before the vote is called. Unless otherwise specified by the Bylaws or the Standing Rules, a simple majority of those voting shall be sufficient to decide a vote.

## C. SPECIAL BUSINESS

Special business shall be Bylaw changes, impeachments, termination of a membership, or any matter so declared by the Board of Directors or a majority vote of the Active Members present and voting. Special business also includes starting or adopting an existing convention or any other new activity allowed by these bylaws. Except as provided elsewhere in these Bylaws, voting on Special Business shall be by simple majority of the votes cast “for” and “against.”

### **SECTION 4: Quorum**

One-half or more of the Active Members of the Corporation must be present for the transaction of any business at any meeting of the Corporation.

## ARTICLE IV: BOARD OF DIRECTORS

The business and affairs of the organization shall be managed by the Board of Directors. Except as provided elsewhere in these Bylaws, the Board is the final authority on all decisions.

### **SECTION 1: Number and Qualifications**

#### A. NUMBER OF DIRECTORS

The authorized number of Directors shall be five.

#### B. QUALIFICATIONS

At the time of their election, and continuously during their term of office, each Director shall meet the following qualifications:

1. Be 18 years of age or over, and otherwise legally competent;
2. Be an Active Member of the Corporation who has attended nine of the previous twelve meetings;
3. Meet such additional activity requirements as the Board may establish pertaining to activities of the Board itself.

#### C. REMAINING ON THE BOARD

A Director who fails to meet the above requirements, as attested by a vote of two-thirds or more of those Board Members at a regular Board meeting, shall be notified, in writing, of the fact, and shall be deemed to have resigned.

#### D. PERMANENT DIRECTORS

Three of the five Directors shall be Permanent Directors. The three Permanent Director positions shall initially be held by Jason Bustard, Anthony Grutta, and David M. Hungerford III. Notwithstanding any provision elsewhere in these Bylaws, Permanent Directors shall serve until such time as they either die, resign, or are removed from the Board by unanimous vote of the other Directors. The remaining Permanent Directors shall appoint a replacement Permanent Director.

### **SECTION 2: Election and Term of Office**

Directors shall be elected at the first regular meeting in December and the first regular meeting in June. If no such regular meeting is held, or Directors are not elected at it, the Directors shall be elected at the next meeting, with Notifiable Members notified as for a special meeting. The term of

office for Directors shall be one (1) year, with one Board member being elected each six months. Directors shall take office on the first day of the month following their election and shall hold office for twelve months or until their elected replacements take office.

**SECTION 3: Vacancies**

Any vacancy in the Board of Directors caused by the death, resignation, or removal of an elected Director or Directors shall be filled by a special election at the next regular meeting of the organization. If no Directors remain, a new Board shall be elected by the membership. A Director elected to fill a Board vacancy shall serve until the normal end of the term of the vacancy. A Director who is filling a vacant Board position shall take office immediately upon election.

**SECTION 4: Meetings**

Meetings of the Board of Directors shall be called and held as may be ordered by the Board of Directors. Regular Board meetings are those for which the time and place are:

- a) Determined at a previous regular Board meeting; or,
- b) Provided to all Directors at least seven days before the meeting. Special Board meetings are those not meeting either of the above conditions. Special meetings of the Board of Directors may be held by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person. There shall be a meeting of the Board of Directors at least once per month. Meetings of the Board of Directors shall be open to any organization member in good standing, unless closed by a vote of two-thirds or more of the Directors present.

**SECTION 5: Quorum**

Four Directors must be present for the transaction of any business at any regular Board meeting, unless fewer than this number of Directors remain. In that case, all remaining Directors must be present for the transaction of any business at any Board meeting. Should two or fewer Board members remain;

- a) A special election shall be called immediately;
- b) No action, other than (a) above, shall be taken unless both required by law and necessary before the special election can be held. Every act done by a majority of the Directors voting at a regular Board meeting at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number is required by law, by the Articles of Incorporation, or by these Bylaws. The acts of any special Board meeting shall be as valid as though they had been done at a regular Board meeting if ratified by a majority of the authorized number of Directors either at the next regular Board meeting or by dated signature. All such signatures shall be filed with the records of the Corporation and made a part of the minutes of the special Board meeting.

**SECTION 6: Fees and Compensation**

Directors shall receive no compensation for their services, but may receive such reimbursement for expenses as may be determined by the Board.

**SECTION 7: Removal from Office**

Any Director except a Permanent Director may be removed from office, for cause, upon petition in writing specifying such cause by one-fifth or more of the Active members to a meeting of the organization, and affirmative vote of three-quarters or more of the Active members voting at each of the next two organization meetings. Notifiable members shall be notified of the first such voting

meeting as for a special meeting. This notification shall include the text of the petition and the names of its signers.

### **SECTION 8: Corporate Officers**

The Board of Directors shall elect a Chairman of the Board, a Vice-Chairman of the Board, a Corporate Secretary, and a Corporate Treasurer. They shall be elected from the current Directors on the first regular Board meeting following the seating of newly elected Directors, and shall serve until the next such meeting unless they first die, resign or are removed from office by a vote. In the event of a vacancy in a Corporate office, a special election shall be held at the next regular meeting of the Board to fill the vacancy for the rest of the term. A single Director may hold any two of these positions, except for Chairman of the Board.

#### **A. CHAIRMAN OF THE BOARD**

The Chairman of the Board shall conduct the meetings of the Board and of the organization. The Chairman shall speak for the Board to the organization and to other organizations unless a representative is appointed to do so.

#### **B. VICE-CHAIRMAN OF THE BOARD**

The Vice-Chairman of the Board shall, in the absence of the Chairman, assume the rights, duties, and limitations of the latter.

#### **C. CORPORATE SECRETARY**

The Corporate Secretary shall be responsible for the recording of the minutes of the meetings of the Board of Directors and of the organization. The Secretary shall make the minutes of each regular Board meeting available to all of the Directors at least one week before the next regular Board meeting if so requested by any Board member, and shall similarly make the minutes of each regular meeting of the organization available to the membership at least one week before the next regular meeting of the organization. The Secretary shall make available a precis of the minutes of each Board meeting for publication in the Corporation newsletter; shall maintain the non-financial records of the Corporation and shall be responsible for providing official copies of those records; shall initiate correspondence authorized by the Board. In the Secretary's absence, the Chairman may appoint another Board member to act as Corporate Secretary pro tem.

#### **D. CORPORATE TREASURER**

The Corporate Treasurer shall maintain the financial records of the Corporation; shall receive, disburse, and account for all funds of the Corporation; shall present a statement of the financial status of the Corporation at each regular meeting of the Corporation and to each records of any donations to the Corporation; maintain records on attendance of each member, listing the meetings that the member has attended, and at which meetings the member has paid dues; and shall certify the standings of members and qualifications for voting. The Corporate Treasurer shall also open and be a signer on any bank accounts of the corporation or its subordinate activities. All such bank accounts shall be in the name of the Corporation. The financial and attendance records of the Corporation shall be accessible to any member upon reasonable demand (within one week of presentation of such demand and at all meetings of the Corporation).

### **SECTION 9: Presumption of Assent**

A Director of the Corporation who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be voted, entered in the minutes of the meeting, or filed with the Corporate Secretary before the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action. A vote of abstention shall be counted towards the majority of votes received on a matter, but recorded as an abstention.

## **ARTICLE V: BOARD-APPOINTED OFFICERS**

Board-appointed officers serve under the direction and at the pleasure of the Board. Unless otherwise stated, any Active Member may hold any one of these positions. These positions do not confer Board membership. It is recommended but not required that the following positions be filled.

### **A. INTERNAL AUDITOR**

The Internal Auditor shall be responsible for verifying that proper documentation exists for all checks; that Corporate and Convention assets are being conserved; that bank deposits and reconciliations are accurate and timely; that financial reporting is accurate and timely; and that proper budgetary control is being maintained over the Corporation accounts. The Corporate Treasurer and all corporate account holders are required to allow access to all financial records on request of the Auditor within one week of receipt of request. Any Active Member may request an investigation by the Internal Auditor. All results will be reported to the Board. The Auditor may not be a member of the Board nor be a signer on any Corporation account.

### **B. ARCHIVIST**

The Archivist shall be responsible for maintaining items of historical interest. This shall include a full set of AniZona publications, whether convention-related or not, and the master copies of any official audio, video, or photographic records from any AniZona event. An official record is one recorded by a Convention Historian or other person operating on behalf of AniZona. All such records are irrevocably the property of AniZona and may not be copied, lent, distributed, or disposed of without the permission of the Board. The Archivist shall maintain an inventory of all such items and keep the Treasurer supplied with a current copy thereof.

### **C. DATABASE MANAGER**

The Database Manager shall be responsible for maintaining updated databases of convention attendees, volunteers, and genre professionals. The Database Manager shall have the authority to mandate the format of data being submitted to the databases. The Database Manager shall not copy, loan, distribute, or dispose of any database or portion thereof without the permission of the Board.

### **D. WEBMASTER**

The Webmaster shall be responsible for maintaining the corporate web site. The Webmaster shall have the authority to mandate the format of data being submitted to the web site.

## **ARTICLE VI: CONVENTIONS**

### ***SECTION 1: Committee Composition***

The Committee to run any convention shall be composed of two Board-appointed officers, to be known as Chair and Banker. Other committee members are appointed as necessary or desired by the convention Chair. The affairs of any one convention shall be managed by that convention Chair. The convention Banker shall manage all records of that convention. The legal responsibility for any convention shall remain vested in the Corporation Board of Directors as defined in Article VII Sections 1 and 2.

### ***SECTION 2: Qualification and Tenure of Committee Officers***

The convention Chair and Banker shall hold office for not more than three years from the date of election, or for such a time as specified by the Board of Directors. In no event shall these offices be held beyond the time that all convention business is terminated. The Chair and Banker must both be of legal age in the State of Arizona and otherwise legally competent. Both must be Active Members of the organization at the time of their election and continuously throughout their term of office. The convention offices of Chair and Banker may not be held simultaneously by any one person.

### ***SECTION 3: Election of Committee Officers***

The convention Chair and Banker shall be appointed by the Board of Directors. This shall take place at the first regular meeting in October, at least one year prior to the convention; or at whatever time has been determined by the Board of Directors.

### ***SECTION 4: Meetings of the Convention Committee***

Meetings of the convention Chair, Banker, and any other appointed members of the committee may be held at any place in and time convenient to the committee members.

### ***SECTION 5: Chair***

The convention Chair shall be the principal executive officer of the convention committee. He shall supervise and control all business and affairs of the convention and shall be responsible to the Board of Directors of the organization for the legal operation of the convention. The Chair shall perform all duties incident to the office, to the proper management and control of a convention, and other such duties as may be required by law, these Bylaws, or the Board of Directors. The convention Chair shall have the power to define, appoint, and remove any non-Board-appointed committee positions. The Chair shall make regular reports to the Corporation on the committee activities.

### ***SECTION 6: Banker***

The Banker shall have responsibility for the management and accounting of all funds taken in or disbursed by or in the name of the convention committee. This includes handling all money, paying all bills, and providing any necessary receipts. The Banker shall perform all duties, incident and regular, that would normally be expected of a convention treasurer, and shall perform any other duties required for proper convention management by law, these Bylaws, or the Board of Directors. The Banker shall also be responsible for seeing that all committee records, including membership and donor names and addresses are maintained, and for providing correct and current copies of these records upon reasonable advance notice.

### ***SECTION 7: Convention Books and Records***

- A. The convention committee shall keep correct, current, and complete books and records of all financial transactions. Standards for these records shall be established by the Board of Directors. The Banker shall be a signer on any Corporation bank accounts that are relevant to the convention he or she is Banker of.
- B. The Banker shall be responsible for producing reports on the financial state of the convention. Interim reports shall be produced as follows: as of every June and December that the committee is in existence both prior to and after the convention; thirty days prior to the convention; within thirty days after the convention; and as called for by the Board of Directors. A final financial report shall be provided within six months of the date of the convention.
- C. All convention records may be inspected by any Corporation member at any regular convention meeting, or at any other reasonable time provided one week's advance notice is given.

### ***SECTION 8: Removal or Resignation of Elected Committee Members***

Should the Chair or Banker resign, die, be removed from office, or for some other reason be unable to continue his duties, the Board of Directors shall appoint a replacement.

### ***SECTION 9: Relationship Between Corporation and Convention***

- A. Membership in the convention committee shall not constitute membership in the Corporation.
- B. Membership in the Corporation shall not constitute membership in any convention run by the Corporation. Membership in any such convention shall be available as defined by the convention Chair.

### ***SECTION 10: Convention Standing Funds***

The Corporation may establish a convention standing fund to be used as initial funding for running a convention.

### ***SECTION 11: Close of the Convention Accounting***

After all convention obligations have been completed, any remaining funds may be used to establish a standing fund for a subsequent convention as approved by the Board of Directors. Any excess funds shall be placed into the organization general fund. If the convention funds are not sufficient to meet the obligations, the difference shall be taken from the organization general fund.

### ***SECTION 12: Responsibility of the Convention Officers***

The convention Chair and Banker are responsible to the Corporation for seeing that sound and reasonable practices are utilized in the running of any convention. In the event of gross negligence, embezzlement, or other illegal activity by convention staff resulting in loss of organization funds, the organization reserves the right to attempt to recover said funds from the offending party or parties. Regardless, responsibility for reimbursing the organization shall rest on the Chair and Banker. In no other circumstances will any convention staff, elected or appointed, be held personally responsible for any financial loss or shortfall.

### ***SECTION 13: Resolution of Conflicts***

- A. Conflicts between the Board-appointed Convention Officers shall be resolved by the Board of Directors.

B. Conflicts between Chair-appointed Convention Committee members shall be resolved by the Chair.

## **ARTICLE VII: MISCELLANEOUS**

### ***SECTION 1: Use of Corporation Name or Property***

The organization's name or property shall be provided for at the discretion of the Board of Directors.

### ***SECTION 2: Execution of Documents***

The Board of Directors may authorize any officer(s) or agent(s) to enter into contract or execute any instrument in the name of and on behalf of the organization, and such authority may be general or confined to the specific instances. Unless so authorized by the Board of Directors, no officer or member of the organization may enter into any contract for the organization or any of its entities, pledge its credit, or render it liable for any purpose or to any amount.

### ***SECTION 3: Inspection of Bylaws***

The Corporate Secretary shall keep a copy of these bylaws, as amended or otherwise altered to date, certified by the Corporate Secretary, which shall be open to inspection, at all reasonable times, upon demand by any member. A current copy shall be available at all meetings of the Corporation.

### ***SECTION 4: Signers on Bank Accounts***

All Corporate bank accounts shall have two signers. Per Article IV, Section 8, Subsection D, the Corporate Treasurer shall be a signer on all accounts. Per Article VI, Section 7, Subsection A, the other signer on convention accounts shall be the Convention Banker, unless that person is the same person as the Corporate Treasurer. In that case, the other signer on the account shall be the Chairman of the Board, unless that person is also the Convention Chair. In that case, the other signer shall be determined by the Board of Directors. For non-convention accounts, the second signer shall be determined by the Board of Directors.

### ***SECTION 5: Noun and Pronoun Gender***

All nouns and pronouns in these Bylaws are used gender-inclusively. Other-gendered nouns and pronouns may be substituted for those used here (e.g. her for his, Chairwoman for Chairman) without affecting the meaning of the Bylaws.

## **ARTICLE VIII: GIFTS**

The Board of Directors may accept on behalf of the Corporation any gift, contribution bequest, or devise for the general purposes, or for any special purpose(s), of the organization. Property, real or otherwise, will be preserved and/or stored by the Board of Directors until such time as a disposition can be determined. The organization has the right to dispose of or to utilize any gift, contribution, bequest or devise as it sees fit within the bounds of the Articles of Incorporation and the Bylaws of the organization.

## **ARTICLE IX: AMENDMENTS**

### ***SECTION 1: Amendments to the Articles of Incorporation***

Amendments to the Articles of Incorporation must be proposed in writing by one-fifth or more of the Active Members and read to a regular organization meeting. This amendment must then be the first item of business at the next meeting. Notifiable members must be notified of this meeting as for a special meeting. Upon approval by three-quarters of those voting at this latter meeting, the amendments shall be considered adopted, and shall be submitted to the State of Arizona for approval.

### ***SECTION 2: Amendments to these Bylaws***

Amendments to these Bylaws must be proposed in writing by one-fifth or more of the Active Members or by resolution of the Board of Directors and read to a regular meeting of the Corporation. These amendments must then be the first item of business at the next meeting. Upon approval by two-thirds of those Active Members voting at this latter meeting, the amendments shall take effect immediately. Notifiable members must be notified of this latter meeting as for a special meeting.