

**BYLAWS OF SOUTHERN ARIZONA AIDS FOUNDATION
(Restated January 4, 2011)**

ARTICLE 1. OFFICE

Southern Arizona AIDS Foundation ("SAAF") is located at 375 S. Euclid, Tucson, Arizona. The Board may determine a different or additional location from time to time.

ARTICLE II. PURPOSE

The Corporation shall only engage in activities permitted under §501(c) (3) of the Internal Revenue Code, as amended ("Code"). SAAF's mission is to create and sustain a healthier community through a compassionate, comprehensive response to HIV/AIDS, including decent, affordable housing for low and moderate-income individuals. SAAF will provide services in Pima County, and outside Pima County as resources permit.

The Corporation shall not conduct activities prohibited under Code §501(c) (3). No part of net earnings shall benefit directors, officers, or other private persons, except payment of reasonable compensation and payments in furtherance of permitted purposes.

ARTICLE III. MEMBERS

The Board may create non-voting memberships, as it deems advisable.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number and Composition. The Board shall number at least 9 and not more than 21, as determined by the Board. Directors shall represent, to the extent feasible: (1) a demographic representation of the community; (2) professional and consumer interests; (3) people living with HIV/AIDS; and (4) people with experience working with or caring for people with HIV/AIDS. Directors shall receive no compensation.

Section 2. Duties. Board members shall:

- A. Attend Board meetings
- B. Monitor and audit the finances of the corporation
- C. Serve on at least one standing committee
- D. Adopt policies and procedures necessary to accomplish the mission of the Corporation, including an annual budget.
- E. Make an annual financial contribution to the corporation.
- F. Promote agency events.

Section 3. Term. A director's term is three years. To promote continuity, 1/3 of the total Board takes office each July 1. Vacancies may be filled for the unexpired term at any regular or special meeting called for that purpose.

Section 4. Annual Meeting. The annual meeting shall be held in May in place of the regular meeting, to elect directors and officers and for other business properly brought before the meeting. Except as otherwise provided herein, action shall be taken by majority vote of directors present at an annual or other meeting.

Section 5. Regular Meeting. Regular meetings shall be held at the time and place designated by the board.

Section 6. Special Meeting. The President, the Executive Director, or 40% of the Board may call special meetings.

Section 7. Telephonic Meeting. A meeting may be held telephonically whereby all persons participating in the meeting can hear each other.

Section 8. Electronic Voting. Electronic voting may occur on issues before the Board when a face to face meeting is not possible.

Section 9. Notice. Notice of any meeting shall be given by email or facsimile at least two business days prior to the meeting. Notice given after 4:00 p.m. shall be deemed given on the next business day.

Section 10. Waiver of Notice. Notice may be waived in writing, and is deemed waived by attendance at a meeting unless a director appears only to object to the meeting.

Section 11. Quorum. A majority of directors constitutes a quorum for transacting business. Those attending a duly convened meeting without a quorum may adjourn the meeting without notice and may conduct business at such rescheduled meeting if a quorum is then present. If the rescheduled date will be more than 30 days after the original meeting date, notice shall be given of such rescheduled meeting.

Section 12. Resignations, Removal. A director may resign by written notice to the President, effective on the date specified in such notice.

The Board may remove a director for failure to perform duties, as determined in the sole discretion of the Board, or failure to attend three consecutive Board meetings. The Executive Committee shall give the director 10 days prior written notice of the opportunity to address the Board prior to vote. A director may be removed without cause and without notice, by a 3/4 vote of the remaining Board Members.

Section 13. Honorary Directors. Honorary directors may be appointed or removed by a 3/4 vote of Directors present at meeting, following recommendation by the Nominating Committee or Executive Director. The nominee must be prominent in the community; have a personal interest in the successful fulfillment of SAAF's mission; and shall not be a regular Board Member. Honorary directors need not attend meetings or serve on committees, do not vote, and are not considered in determining the presence of a quorum. In the case of selecting a person as a posthumous Honorary Director, following a recommendation/nomination from the Nominating Committee or Executive Director, the Board will admit the nominee by means of a unanimous vote.

ARTICLE V. OFFICERS AND EXECUTIVE DIRECTOR

Section 1. President. The President presides at meetings of the Board and serves as a voting member on all committees. The President shall communicate regularly with the Executive Director, and with Committee Chairs to ensure committees are working effectively. The President has authority to contract business for the Corporation, and may delegate specific acts to the Executive Director.

Section 2. First Vice-President. The First Vice-President acts in the absence of the President.

Section 3. Second Vice-President. The Second Vice-President acts in the absence of the President and First Vice-President.

Section 4. Secretary/Treasurer. The Secretary/Treasurer supervises the books and records of the Corporation, including monthly and year-end financial statements. The Secretary/Treasurer ensures

that correct and complete books and records, as well as written minutes of Board meetings, are maintained at the corporate office.

Section 5. Executive Director. The Executive Director shall attend to the day-to-day administration and operation of the Corporation, including hiring and termination of employees. The Executive Director shall be hired or terminated by a 3/4 vote of the entire Board. The Executive Director shall serve under the terms of an employment contract. The Executive Director shall be a nonvoting member of all committees, and shall attend directors' meetings as a nonvoting member.

The Executive Director shall recommend policies for both paid and volunteer staff, for consideration and approval by the Board.

Section 6. Term. Officers serve for one year, except as otherwise provided in the Executive Director's contract. Officers elected to fill vacancies or newly created positions, shall hold office until the next annual meeting.

Section 7. Resignations, Removal. An officer may resign by written notice to the President. In the case of the President, written notice shall be given to the First Vice-President. An officer may be removed by a 3/4 vote of the entire Board.

ARTICLE VI. COMMITTEES

The Corporation shall have five standing committees, as described below. The Board may establish additional ad hoc committees as needed. Committee members are not required to be directors or members. Appointments are made at the annual meeting for a one-year term. Each committee shall be comprised of at least two directors.

Section 1. Executive Committee. This Committee, chaired by the President, is comprised of the officers, the Executive Director, and two other directors, one of whom will be the immediate past President in years when a new President is elected. This Committee shall attend to matters, which are not within the purview of a standing committee. The Committee evaluates the performance and compensation of the Executive Director.

Section 2. Finance Committee. The Secretary/Treasurer shall serve as Chair. This Committee reviews financial matters, makes recommendations concerning accounting policies and practices, supervises development of an annual budget and monitors compliance with the budget and with accepted accounting practices. The Committee makes recommendations concerning employee compensation. The Committee ensures that an annual audit is conducted, and that required reports and tax returns are filed. The Finance Committee serves as the Audit Committee of the corporation.

Section 3. Programs Committee. This Committee is chaired by a Director appointed by the Board. This committee shall, at least biennially, review and make recommendations to the Board concerning agency service programs. The Committee shall encourage applications for funding the mission of the Corporation.

Section 4. Development Committee. This Committee is chaired by a Director appointed by the Board. This Committee shall work with the Executive Director and staff to, identify activities and events, and to provide support and ensure the success of the annual development plan. The Committee shall promote full Board participation in the development endeavors of the organization. The Committee reviews proposals, makes recommendations to the Board, and tracks financial contributions of directors and members.

Section 5. Nominating Committee. This Committee is chaired by a Director appointed by the Board. The Committee identifies, recruits, and screens potential directors and officers, and shall establish

a written process that takes into account Board composition and needs of the Corporation. The Committee will submit a single slate of directors and of officers to the Board no later than 10 days prior to the annual meeting, or prior to any meeting at which a vacancy or new position will be filled. Voting will be by secret ballot.

If the slate of directors is not elected, candidates shall be voted on individually. If one or more candidates do not receive a majority vote, then nominations will be accepted one at a time from the nominating committee, or if none, from the other directors present, until a minimum of 9 directors are serving. At any time after the minimum is secured a motion may be made to close the elections.

If the slate of officers is not elected, candidates shall be voted on individually. If a candidate does not receive a majority vote, then nominations will be accepted from the nominating committee, or if none, from the other directors present, until an individual receives a majority vote.

ARTICLE VII. CONFLICT OF INTEREST

A director shall not discuss or vote on any matter in which the director has a financial interest or professional conflict, and shall fully apprise the Board.

No transaction shall be entered into with a director, officer, or committee member, or with an entity in which the individual is a member, shareholder, director, officer, partner, agent, employee or holder of a financial interest, or with a family member of such individual. Any such transaction shall be null and void at the option of the Corporation, and no indemnification shall be made in the event of such a conflict or transaction.

Each Board member will annually sign a Conflict of Interest Statement which will serve to update the Board and SAAF on the member's status relevant to this statement. The statement will be maintained in their Board member file.

ARTICLE VIII. CONFIDENTIALITY AGREEMENT

A director may learn confidential information. During and after tenure on the Board, confidential information may not be shared with anyone not associated with the agency and may only be shared with someone associated with the agency on a need-to-know basis. Violation of this agreement can lead to immediate termination from the Board.

Each Board member will annually sign a Confidentiality Agreement, which will be maintained in their Board member file.

ARTICLE IX. INDEMNIFICATION

The Corporation will indemnify officers and directors to the extent allowed by law.

ARTICLE X. DISSOLUTION

Upon dissolution, after paying or making provisions for payment of all liabilities, assets shall be distributed to organizations that qualify under Code §501(c) (3) which have similar mission and purpose. In the absence of such disposition, then to such qualified organizations as the Pima County Superior Court shall determine.

ARTICLE XI. AMENDMENTS

The Board may at any time amend these bylaws by $\frac{3}{4}$ of the entire Board.

I hereby certify that these restated bylaws were approved by the Board of Directors
January 4, 2011.

John Braswell, Secretary/Treasurer

John Braswell 1/4/2011