

BYLAWS
of
THE ARIZONA HUMANITIES COUNCIL, Inc.
(as adopted March 31, 1975 and amended through October 16, 2009)

ARTICLE I
NAME AND OFFICES

Section 1. Name. The name of the Corporation originally known as the Arizona Council on the Humanities and Public Policy, shall be the Arizona Humanities Council, Inc.

Section 2. Principal Office. The principal office of the Corporation shall be in Phoenix, Maricopa County, Arizona.

Section 3. Other Offices. The Corporation may also maintain offices at such other place or places, as may be designated from time to time by the Executive Committee of the Corporation, where the business of the Corporation may be transacted with the same effect as though done at the principal office.

ARTICLE II
PURPOSE

The purpose of the Corporation, as set forth in the Articles of Incorporation, and in furtherance of the intent of the Congress in establishing the National Endowment for the Humanities, shall be carried out by a program of grant awards to nonprofit groups and individuals, to finance projects which bring together the general public and scholars in the humanities to exchange ideas and concerns about public issues, as well as other activities which broaden public understanding of and appreciation for the humanities disciplines.

ARTICLE III
COUNCIL MEMBERSHIP

Section 1. Management of the Corporation. The affairs of the Corporation shall be conducted and managed by its Board of Directors, which is its governing body. It shall have no membership apart from its Board.

Section 2. Number and Election. The Board shall consist of no fewer than twelve (12) and no more than twenty-five (25), except as provided in Section 5.C. of this Article. Each member shall serve for three (3) years and shall be elected at the annual meeting of the Corporation, or at any time designated by the Board for the purpose of filling a vacancy. No member may serve more than two (2) consecutive three-year terms, except as provided in Section 5 of this Article.

Section 3. Qualifications. Members shall be residents of Arizona. The membership shall be developed so that an appropriate number of the members shall be individuals who are recognized for their achievement in the humanities, and the remaining members shall be from the general public, selected in a manner to assure broad public representation and support for the purposes of the Board.

Section 4. Governor's Appointments. The governor of Arizona shall appoint twenty-five percent (25%) of the membership of the Board, not to exceed six (6) members.

Section 5. Supplemental Terms.

A. A member of the Board who, prior to expiration of his or her term, is elected to the board of directors of the Federation of State Humanities Councils (the "Federation"), shall remain a member of the Board until his or her term as a member of the board of directors of the Federation ends.

B. A member of the Board who serves as chair during the last year of his or her second three-year term shall remain on the Board and its Executive Committee for one (1) year following the completion of his or her term as chair.

C. Should a governor decline to appoint a sitting gubernatorial appointee or a person recommended for gubernatorial appointment, the Board may elect that person, and in such event the Board membership may exceed twenty-five (25) members, but not exceed thirty (30), and then a member may serve more than six (6) consecutive years, but no more than nine (9) consecutive years.

D. Should a gubernatorial appointee's term expire before the member's reappointment is acted upon, the term shall extend pending action by the governor.

E. Under special circumstances, members may petition the Executive Committee for a leave of absence from the AHC Board of no less or more than one year. The year will be added on to the member's normal term.

Section 6. Vacancies.

A. Vacancies on the Board shall be filled by the vote of a majority of the remaining members present at the meeting to which nominations are presented for that purpose. Each member so selected shall serve a full three-year term.

B. Vacancies caused by the resignation or removal from the Board of a member appointed by the governor shall be filled only by appointment of the governor.

Section 7. Removal of a Member. Absence from two (2) consecutive regularly scheduled full Board meetings shall be construed as an apparent resignation. Within thirty (30) days of written notice of removal, the former member may petition the Executive Committee for reinstatement.

Section 8. Meetings. A meeting may be held at any time and any place within the State of Arizona upon written notice from the chair or executive director sent at least seven (7) days prior to the meeting. Special or emergency meetings may be held upon reasonable notice, which need not be in writing.

A. The Board shall meet at least three (3) times a year to review grant requests and to conduct other business of the Corporation.

B. The Annual Meeting of the Board shall be the meeting held closest to the date of November 1.

C. A meeting for purposes of planning and evaluation shall be held once a year.

Section 9. Quorum. The presence of a majority of the board directors then in office constitutes a quorum for the transaction of business. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. The passage of a motion requires a simple majority of the members present.

ARTICLE IV

AUTHORITIES AND DUTIES OF THE COUNCIL

Section 1. Powers and Duties. It shall be the power and the duty of the Board to conduct, control, and manage the affairs of the Corporation. Generally, and without limitation, the Board shall have the power and shall operate the business of the Corporation in a prudent manner.

Section 2. Officers. The Council shall elect a chair, vice chair, secretary, and treasurer, who shall serve for a term of one (1) year, except the chair, who shall serve for two (2) years.

A. The chair shall preside over meetings of the Board and Executive Committee. The chair shall provide leadership for the Board and, unless another person is designated, shall be the principal representative of the Board to the public. The chair shall appoint the membership of all standing and *ad hoc* committees of the Board, except the Executive Committee. In general, the chair shall perform all duties incident to the office of chair and such other duties as may be prescribed from time to time by the Board.

B. The vice chair shall assist the chair in such ways as the chair shall direct; in the absence of the chair, shall preside at meetings of the Board and Executive Committee and perform the other duties of the chair.

C. The treasurer, in cooperation with the executive director, shall prepare a budget for consideration and approval by the Executive Committee.

D. The secretary shall keep the minutes of the Board and Executive Committee and shall see that all notices are given in accordance with the provisions of these Bylaws.

Section 3. Standing Committees. Standing committees of the Board shall consist of the Executive Committee and other committees the Board authorizes to conduct the business of the Corporation. In addition, the Board chair may establish and appoint members to *ad hoc* committees as deemed necessary and appropriate.

A. Executive Committee. The elected officers of the Board, chairs of all standing committees, one optional at-large member appointed by the chair and, for one year, the immediate past chair of the Board shall constitute the Executive Committee. The chair of the Former Chairs Advisory Committee will sit on the Executive Committee only while serving the immediate past chair's one-year term. The Executive Committee shall:

1. Do all future planning for Board activities.
2. Review the work of standing and *ad hoc* committees, and, when necessary, coordinate their efforts.
3. Make recommendations to the Board regarding personnel policies, staff salaries, and related matters.
4. Act on behalf of the Board on any matter that requires attention between the scheduled meetings of the Board.
5. Report to the members of the Board at their next regular meeting all actions taken on the Board's behalf, and send minutes of each meeting as well.
6. Through the treasurer of the Board, recommend to the Board budgets and policies relating to fiscal matters.
7. Through the treasurer, review flow of expenditures and income, bookkeeping procedures, and audits.
8. Exercise powers of the Board in the management of the business and affairs of the Corporation when the Board is not in session; provided, however, that the Executive Committee shall not have the authority of the Board in reference to the following matters:
 - a) The filling of vacancies on the Board.
 - b) The amendment or repeal of the Bylaws or the adoption of Bylaws.
 - c) The employment or discharge of the executive director.

Section 4. Employees. The Board may authorize the employment of salaried staff deemed necessary. This authority may be delegated, in whole or in part, to the executive director of the Corporation.

ARTICLE V

INDEMNITY

All members of the Board and such other persons as the Board may designate shall be indemnified and held harmless from all claims made by third persons by reason of acts or omissions of the members or other designated persons done in the scope of the business of the Board.

ARTICLE VI
CONFLICT OF INTEREST

Section 1. Conflict of Interest. When a conflict of interest exists, members shall declare their conflict to the board prior to discussion of the proposal. Members declaring a conflict of interest shall then leave the room during the discussion of the proposal, and they must abstain from ranking and voting on the proposal in question. A conflict of interest arises when proposals are submitted by members of the Board member's family, when Board members have had direct involvement with preparing the proposal, when members will realize a direct personal or financial gain, or in any other circumstance when the objectivity of the member might be compromised or impaired.

Section 2. Members' Participation. Members may promote interest in public humanities programs, provide information about the purposes and programs of the Board, and assist in identifying individuals, agencies, and groups for sponsorship and planning of proposals. Members shall not serve as project directors nor as fiscal agents; they may serve as speakers, panelists, discussion leaders; provided that (a) they do not vote on proposals in which they are to serve as speakers, etc., and (b) they receive no fees, honoraria, or gratuities. They may be reimbursed for food, lodging, and travel expenses by the grantee.

ARTICLE VII

REPEAL, ALTERATION, OR AMENDMENT

These Bylaws may be repealed, altered, or substituted by laws which may be adopted by two-thirds (2/3) of the Board's membership, except that proposed changes to these Bylaws shall be submitted in writing to the members at least fifteen (15) days before a regular meeting and the proposed changes may be further amended at the meeting.

Chair

Date

Secretary

Date