

**inanBYLAWS  
OF  
INDIVISIBLE TUCSON ACTION ALLIANCE**

ARTICLE I

NAME AND OFFICES

1. NAME. The name of the corporation is Indivisible Tucson Action Alliance (“ITAA” or “the Corporation”).
2. NONPROFIT. ITAA is a nonprofit nonmember organization organized under the Arizona Nonprofit Corporation Act, Arizona Revised Statutes, Article 10, Chapters 24-40.
3. OFFICES. ITAA may maintain offices at such places within the State of Arizona as may be designated from time to time by the Board of Directors
4. STATUTORY AGENT. ITAA shall maintain a statutory agent in the State of Arizona as required by law. The statutory agent will be designated by the Board of Directors and may be changed by the Board of Directors from time to time.

ARTICLE II

PURPOSE AND ASSOCIATION OF VOLUNTEERS

1. PURPOSE. ITAA is a grass roots volunteer organization based in Northern Pima County Arizona that is allied with the national Indivisible movement. ITAA may also choose to be associated with other Indivisible or progressive organizations whose goals are similar to those of ITAA.
2. MEMBERS. ITAA will have no members within the meaning of Section 10-3401(37) of the Arizona Revised Statutes.
3. ASSOCIATES.
  1. Associates. In conjunction with the mission of the Corporation, individuals who have signed up for the Corporation’s mailing list or registered with the Corporation’s web site or who have been admitted to the Corporation’s private Facebook page are Associates (Associates) of the Corporation. Associates do not have any right to vote for the election of a director or directors of the Corporation.

2. Associates Code of Conduct. Associates are subject to a Code of Conduct as set forth in any Corporation policies and procedures as may be created or amended from time to time by the Board of Directors.
3. Termination of Associate Status. Associates may have their Associate status terminated by a vote of two-thirds (2/3) of the Board of Directors present.
4. Associates Advisory Votes
  - A. Majority Advisory Vote. The Board of Directors, to the greatest extent possible, sets policy based on consensus reached with the Associates at monthly or special meetings. If it becomes clear to the Chair, as defined in Article V, that no consensus can be reached on a particular issue, the Chair may call for an advisory vote by the Associates (Advisory Vote). Except as described in the next Section, when an Advisory Vote is called for, the vote of a simple majority of Associates present will be deemed to reflect the advice of the Associates. (Associates' Advice).
  - B. Two-Thirds Majority Advisory Vote. The vote of a two-thirds (2/3) majority of Associates present at a meeting will be required to be deemed the Associates' Advice if an Advisory Vote is held regarding:
    - (1) the amendment of these Bylaws; or
    - (2) to endorse a candidate.
  - C. Advisory Vote Procedures
    - (1) Advisory votes may be taken at a scheduled meeting of the Corporation, by email, by mail ballot, or by teleconference or other electronic means as adopted by the Board of Directors.
    - (2) If the subject of the Advisory Vote requires a 2/3 majority of the Associates to be deemed Associates' Advice, the Board of Directors must provide advance notice of the Advisory Vote at least 5 calendar days before the date of the vote.
  - D. Effect of an Advisory Vote. The Board of Directors will endeavor to follow the Associates' Advice.

### ARTICLE III

#### MEETINGS OF ASSOCIATES

1. MEETINGS. The Associates of ITAA may meet at such time and place as may be fixed by the Board of Directors, or in the absence of direction by the Board, by the Chair of ITAA as shall be stated in the notice of meeting. At the discretion of the Chair, meetings may be by teleconference or other electronic means by which all persons participating may communicate with each other simultaneously. Any person participating in a meeting by such method shall be considered present in person at the meeting.
2. MINUTES. Minutes will be maintained of each meeting and sent to Associates before the next meeting.
3. NOTICE FOR MEETINGS. Notice of a meeting will be given to Associates stating the place, day, and hour of the meeting at least five (5) calendar days before the date of the meeting and may be given by electronic mail, by posting on the Corporation's website, or such other means as are appropriate. The meeting may be virtual at the discretion of the Board of Directors.
4. QUORUM. Associates present at a meeting shall constitute a quorum.
5. ANNUAL MEETINGS. Annual meetings shall be held on the first Monday in January, if not a legal holiday, and if a legal holiday, then on the next Monday following, or at such other date and time as shall be designated by the Board of Directors and stated in the notice of the meeting. At the annual meeting, the Board of Directors will present objectives for the following year, proposed Officers of the Corporation as described in Article V, and such other business as Board of Directors deems appropriate. Associates may suggest potential nominee for Officers at the meeting. However, whether or not any Associates' Advice is given regarding officer appointments, the Board will elect the Officers of the Corporation as provided in Article V, Section 2.
6. ELECTRONIC NOTICE. Any notice or writing which is required or permitted by these Bylaws may be provided by personal delivery, by mail, or by electronic communications, records, and signatures. The Corporation and its officers and directors may use and rely on electronic communications, records, and signatures for all notices, waivers, consents, undertakings, and other documents, communications, or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document, including an email or text message, will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "written," "in writing," or the like, and an

electronic transmittal or communication (but not oral) of a document will constitute delivery of such document.

#### ARTICLE IV

##### BOARD OF DIRECTORS

1. DIRECTORS. Directors shall be Officers and leaders of any committees or teams that the Corporation may have created pursuant to any Corporation policies and procedures. The Board of Directors shall elect Directors, to serve for such term or terms as the Board deems appropriate.
2. GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors. Directors may exercise all such powers of the Corporation and do all such lawful acts as are not directed or required to be exercised otherwise by statute, the Articles of Incorporation, any Corporation policies and procedures, or these Bylaws. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these Bylaws, the Articles of Incorporation of this Corporation, any Corporation policies and procedures, and the laws of this State.
3. NUMBER. The number of Directors which shall constitute a whole Board shall be not fewer than three (3) and not more than twelve (12). The number of Directors shall be set by the Board. Each Director shall hold office until his or her successor is selected and qualified.
4. VACANCIES. Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by the affirmative vote of a majority of the remaining Directors then in office, or by a sole remaining Director, and the Directors so chosen shall hold office until the next annual meeting, or as the Board otherwise determines.
5. REGULAR AND SPECIAL BOARD MEETINGS. The Directors may provide the time and place for the holding of regular or special Board meetings with notice by mail, electronic communication or in person, at the Board's discretion. A Director may waive notice of any meeting of Directors by appearing at the meeting, or by executing a written or electronic notice of waiver before or after the time of the meeting.
6. EMERGENCY BOARD MEETINGS. Emergency Board meetings may be held as needed if there is no time to provide proper notice to the Board of Directors.

7. PLACE OF MEETINGS. Board of Directors meetings shall be held at such place as may be fixed from time to time by the Board of Directors, or in the absence of direction by the Board of Directors, by the Chair or Vice Chair, as shall be stated in the notice of the meeting. Meetings may be by teleconference or other electronic means by which all Directors participating may communicate with each other simultaneously. Any Director participating in a meeting by such method shall be considered present in person at the meeting.

8. QUORUM. A majority of the membership of the Board of Directors shall constitute a quorum. When a quorum is present, a simple majority is sufficient to conduct business unless the matter requires a 2/3 majority as provided for in these Bylaws or the Corporation's policies and procedures. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

9. ACTION WITHOUT MEETING. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent.

10. BOARD AND OTHER COMMITTEES. The Board of Directors consists of the Officers as described in Article V, committee or team leaders as described above at Article IV, Section 1, and such other Directors as the Board selects. Other committees or teams may be formed by resolution of the Board of Directors. Each such committee or team shall serve at the pleasure of the Board. No committee may exercise the authority of the Board of Directors in reference to (a) filling vacancies on, or increasing or decreasing the members of, the Board of Directors or any committee of the Board of Directors, (b) adoption, amendment, or repeal of these Bylaws, and (c) fixing compensation of Directors, officers, or employees.

11. REMOVAL OF DIRECTORS. A director may be removed as determined by a majority vote of the Board of Directors, with or without cause.

12. RESIGNATION. A Director may resign at any time by giving written or electronic notice to the Board, the Chair, or the Vice Chair of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

13. COMPENSATION. No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular or

special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees or teams may be allowed like compensation for attending committee or team meetings. If an officer or Director is to receive compensation other than reimbursement of expenses, then (a) the individuals on the Board of Directors that approve compensation arrangements shall follow the conflicting interest provisions of these Bylaws; (b) any compensation arrangement must be approved by the Board of Directors in advance of paying compensation; (c) the Board of Directors shall document in writing the date and terms of each approved compensation arrangement; (d) the Board of Directors shall record in writing the decision made by each individual who decided or voted on each compensation arrangement; (e) the Board of Directors will approve compensation arrangements based on information on compensation paid by similarly-situated taxable or tax-exempt organizations, current compensation surveys compiled by independent firms, or actual written offers from similarly-situated organizations; and (f) the Board of Directors will record in writing both the information on which the Directors relied to base the compensation decision as well as its source.. Notwithstanding anything else in this paragraph, Directors or Associates may receive reimbursement for out-of-pocket expenses approved by the Board of Directors.

14. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the Chair or Vice Chair before the adjournment thereof or shall forward such dissent by written or electronic mail to the Chair or Vice Chair immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

15. ROSTER OF DIRECTORS. A Director shall furnish to the Chair his or her post office and electronic address and telephone number(s) and shall be responsible to update this information if it changes. Communication to such registered information shall be presumed to have been received.

## ARTICLE V

### OFFICERS

1. NUMBER. The Officers of the Corporation shall be a Chair, a Vice-Chair, and a Treasurer. Officers of the Corporation must be Directors. Any number of offices, except Chair and Vice-

Chair, may be held by the same person unless the Articles of Incorporation or these Bylaws otherwise provide.

2. ELECTION. Officers shall be elected by the Directors, whether or not any Associates' Advice has been determined. Each officer will be elected by a majority vote of the Board. Those voting on each office shall not include the officer-elect. The Board may at any time elect such other Officers and agents as it shall deem necessary. Each Officer shall hold office until his or her successor shall have been duly elected pursuant to these Bylaws and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner provided.

3. REMOVAL. An officer may be removed as described for Directors, in Article IV, Section 11 above.

4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors by election for the unexpired portion of the term.

5. CHAIR. The Chair shall be the principal executive Officer of the Corporation and, subject to the control of the Directors, shall in general supervise and control all the business and affairs of the Corporation. The chair shall preside at all meetings of the Board of Directors and of volunteer Associates and shall provide notes of such meetings or delegate the note taking function to another Director. The chair in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Directors from time to time.

6. VICE-CHAIR. In the absence of the Chair or in the event of the Chair's death, inability, or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Directors.

7. TREASURER. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation: receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws. The Treasurer shall render statements to the chair, Board, and Associates at proper times. The Treasurer shall have charge of the preparation and filing of such reports, statements, and returns as may be required by law. He or she shall in general perform

all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the Chair or the Directors.

#### ARTICLE VI

##### CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS. In addition to the authority granted under Article V, Section 5 and Section 6, the Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.
2. LOANS. No loans shall be contracted on behalf of ITAA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instance.
3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors.
4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Directors may select.

#### ARTICLE VII

##### INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law, provide for indemnification of, and advancement of expenses to, and limitation of the personal liability of, the Directors or such other person or persons, if any, who, pursuant to a provision of such Certificate of Incorporation, exercise or perform any of the powers or duties otherwise conferred or imposed upon such Directors, which provisions shall not be amended, repealed or otherwise modified in any manner adverse to the Directors until at least six years following the date that the parties are no longer entitled to designate Directors pursuant to these Bylaws and, with respect to any Director, until at least six years following the date such person ceases to serve as a Director (including following the discontinuance of this entity).

#### ARTICLE VIII

## CONFLICTING INTEREST TRANSACTIONS

1, CONFLICTING INTERESTS TRANSACTIONS. Any proposed or effected transaction involving the Corporation or any subsidiary or substantial affiliate, in which a Director, officer, or committee member, or a person related to such person (an "Interested Person") has a beneficial financial interest or any other link to the transaction that would reasonably be expected to exert an influence on an Interested Person's judgment, is a "Conflicting Interest" transaction. "Conflicting Interest" transactions also include transactions involving (a) entities with which an Interested Person is affiliated, (b) persons who control entities with which an Interested Person is affiliated, and (c) persons who are general partners, principals, or employers of an Interested Person. Interested Persons must disclose Conflicting Interests to the Board where the conflicting interest transaction is brought before the Board or of a significance normally brought before the Board, unless the Interested Person is not a party to the contract creating the Conflicting Interest and has a duty of confidentiality regarding the information (such as an attorney). If the Interested Person cannot make full disclosure, then he or she must disclose the existence and nature of the conflicting interest, inform the Board of the confidential relationship, and cannot play any direct or indirect role in the deliberations or vote on the matter.

2. PROCEDURES. A "Qualified Director" is a Director or committee member who does not have a conflicting interest nor any familial, financial, professional, or employment relationship with an Interested Person if that relationship, under the circumstances, would reasonably be expected to exert an influence when voting on the Conflicting Interest transaction. A majority of the Qualified Directors, but in no event less than two, must approve any Conflicting Interest transaction. A majority of the Qualified Directors, provided at least two, is a quorum for consideration of the transaction; Interested Persons need not be included for purposes of determining a quorum. Approval of a Conflicting Interest transaction may occur in advance or after the transaction has occurred.

## ARTICLE IX

### FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE X

### REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered, or amended, or substitute Bylaws may be adopted, at any time only by a majority of the Board of Directors. Before amending, repealing, or replacing the Bylaws, the Board of Directors shall call for an Advisory Vote on the proposal.

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Dana Offerman, Chair

ATTEST:

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