



BYLAWS
OF
ARIZONA GRANTMAKERS FORUM
(Revised 04/12/2011)

ARTICLE I

Name and Offices

1. Name. The name of this Corporation is "Arizona Grantmakers Forum."
2. Offices. The principal office of the Corporation shall be in Phoenix, Arizona. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

ARTICLE II

Purpose

1. Purpose. The Corporation is an Arizona nonprofit corporation. The specific purposes of the Corporation are to encourage, assist and promote private philanthropy and to increase the awareness, appreciation and effectiveness of private philanthropy by providing information, networking opportunities, technical assistance and related services to private foundations, trusts, corporations, endowed community foundations, government and individuals with organized charitable gift programs or other philanthropic interests in Arizona.
2. Limitations. The Corporation is organized and shall be operated exclusively for charitable purposes. No part of net earnings of the Corporation shall inure to the benefit of any private person, and the Corporation shall not attempt to participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE III

Members and Membership

1. Initial Members. The names and addresses of the initial members of the Corporation are listed on Exhibit A attached hereto.
2. Additional Members. The following are eligible to become members of the Corporation: (a) charitable foundations, trusts, corporations with foundations or charitable contributions programs in the state of Arizona; (b) other organizations, including government entities and individuals that annually make grants or charitable gifts of at least \$25,000 per year. (c) Individual Associate Members (AGF Alumni). An individual grantmaker who has been an officer, director, or employee of an Active Member [or other grantmaking organization] but who has retired or voluntarily resigned his or her position shall be eligible for membership in the corporation, provided that he or she is not currently a compensated employee of, or compensated consultant to, a nonprofit organization or other organization with respect to which, in the opinion of the Board of Directors of the corporation, a conflict of interest may arise. Eligible individuals may be invited to become Individual Associate members by the AGF President and CEO, in consultation with the Membership Committee and Chair of the Board. An Individual Associate Member shall have no voting privileges, may not hold office in the corporation, may not be counted in determination of a quorum, and may attend only those meetings of the corporation which are open to the general membership of the corporation. Individual Associate Members may not represent or speak for Arizona Grantmakers Forum in any context and may not solicit Active Members in any context.
3. Membership Term. The term of membership is one calendar year.

4. Dues. All members of the Corporation shall be required to pay membership dues established from time to time by the Board of Directors, as a condition of membership. The Board, at its discretion, may establish a sliding scale of dues and different membership categories.

5. Rights of Members/Voting. The members shall have the right to elect the members of the Board of Directors. Each member shall be entitled to one vote per vacant position at membership meetings. Votes may not be cumulated or cast by proxy. Unless specifically stated otherwise in the Articles of Incorporation or these Bylaws, all matters shall be determined by a majority of the votes cast.

6. Meetings. The annual membership meeting shall be held some time during the last two months of the year at a place, time and date to be designated by a majority of the Board of Directors. At the annual meeting, the members shall transact such business as may be properly brought before the meeting, including election of new directors to succeed those directors whose terms are expiring. If for any reason an annual meeting is not held during the time period set for such meeting, a deferred annual meeting may thereafter be called and held in lieu thereof, at which the same proceedings may be conducted. Special membership meetings may be called at any time by a majority of the Executive Committee.

7. Notice. Written notice of annual or special membership meetings shall be delivered to all members in the same manner as provided for notice of Board meetings. Notice of annual membership meetings shall state the number of directors proposed for election and the names of the persons nominated for such positions by the Nominating Committee. Notices of special membership meetings shall specify in reasonable detail the matters to be considered. No other business shall come before a special meeting.

8. Quorum. A quorum for the conduct of business at membership meetings shall be a number equal to one-half plus one of the number of the members of the Board of Directors then serving.

ARTICLE IV

Board of Directors

1. Number. The number of directors shall be no less than five (5) and no more than fifteen (15). The number of directors may be increased or decreased by a majority vote of the full board of directors at any annual or special meeting called for that purpose. If the number of directors is decreased by the Board of Directors, each director in office shall serve until such director's term expires or until resignation or removal as herein provided. If the number of directors is increased by the board of directors, each new position on the board shall be treated as a vacancy.

2. Term. Directors shall be divided into two groups, as nearly equal in size as possible. Directors of only one group shall be elected in any one year. All such directors shall serve for two year terms and until their successors are elected and qualified for office, or until their earlier death, resignation or removal. Such directors may not serve for more than three consecutive, two-year terms without at least a one-year absence from the Board.

3. Resignation. Any director may resign at any time by delivering written notice of such resignation to the Board of Directors.

4. Removal. Any director may be removed from office, with or without cause, by a majority vote of the full Board of Directors at any annual or special meeting called for that purpose.

5. Vacancies. If at any time a vacancy exists on the Board of Directors, the remaining directors, though less than a quorum, or the sole remaining director, shall elect a director to fill such vacancy. The term of any director elected pursuant to this paragraph shall commence immediately upon such election, and shall continue until the next annual meeting of the Board of Directors or until the election and qualification of such director's successor. In the event of the simultaneous death or resignation of all of the directors or in the event of the death or resignation of the sole remaining director, directors to fill all the vacancies shall be appointed by the Corporation's statutory agent for the State of Arizona.

6. Meetings. In addition to the annual meeting, the Board of Directors shall meet as prudently necessary to conduct the business of the Corporation. At such meetings, the directors shall transact such business as may be properly brought before the meeting

7. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or a majority of the Executive Committee.
8. Notice of Meetings. Not less than five (5) nor more than fifty (50) days (inclusive of the date of meeting) before the date of any annual or special meeting of the Board of Directors and at the direction of the person(s) calling the meeting, the Secretary of the Corporation, or any other officer of the Corporation, shall cause a written notice setting forth the time and place of the meeting to be delivered to each director of record at the director's last address, email or facsimile number as it appears on the Corporation's records. Such notice need not specify the purposes of the meeting and may be given by any reasonable means.
9. Waiver of Notice. Any director may waive call or notice of any meeting (and any adjournment thereof) at any time before, during which, or after it is held. Attendance of a director at any such meeting in person shall automatically evidence such director's waiver of call and notice of such meeting (and any adjournment thereof) unless such director is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed. No call or notice of a meeting of the Board of Directors shall be necessary if each director waives the same in writing or by attendance.
10. Conduct of Meetings. Unless otherwise prohibited by statute or by resolution of the Board of Directors, meetings of the Board of Directors may be held by means of conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at such meeting.
11. Chair. At all meetings of the Board of Directors, the Chair, or in the Chair's absence, a chair chosen by a majority of the directors present, shall preside.
12. Quorum. At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.
13. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all directors or committee members. Such consent may be executed in counterparts and shall have the same effect as a unanimous vote of the directors or committee members of the Corporation at a duly convened meeting.
14. Compensation. Directors shall not receive any stated salary for their services.
15. Powers. The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. All corporate powers, except such as are otherwise provided for in these Bylaws and by statute, shall be and are hereby vested in and shall be exercised by the Board of Directors, including without limitation, the power to ratify grants, establish standing committees of the Board, employ an executive director, elect officers of the Board, fix the number of directors on the Board and prepare a slate of candidates for directors for election by the members. The Board of Directors may by general resolution delegate to officers of the Corporation such powers as they may see fit.
16. Committees. The Board of Directors may, from time to time, create committees as provided in these Bylaws. Each such committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board, provided that any third party shall not be adversely affected by relying on any act by any such committee acting within the authority delegated to it.
17. Voting. Each director shall have one vote per matter. Except as otherwise required by law or by the Articles of Incorporation, all matters shall be determined by a majority of the votes cast. Votes may not be cumulated or cast by proxy.

ARTICLE V

Officers

1. Number. The officers of the Corporation shall be the Chair, Vice Chair, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be elected and determined by the Board of Directors. Any two offices, except those of Chair and Secretary, may be held by the same person.
2. Election, Term, and Qualifications. The officers of the Corporation shall be elected annually by the Board of Directors from among their number, and shall serve until their resignation or removal, or, if earlier, until their successors are duly qualified and elected.
3. Removal. Any officer may be removed from office by a majority vote of the Board of Directors at any annual or special meeting called for that purpose, when, in the judgment of the directors, the best interests of the Corporation will be served by the removal.
4. Vacancies. If any office of the Corporation becomes vacant for any reason, the vacancy may be filled by a majority vote of the directors then in office, although less than a quorum or by the sole remaining director. Any officer so elected shall hold office until the next annual meeting of the Board of Directors when such officer's successor is elected and qualifies.
5. Chair. The Chair shall preside at all meetings of the Board of Directors. The Chair shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned by the Board of Directors.
6. Vice-Chair. The Vice-Chair will serve in the absence of the Chair and have all the responsibilities of the Chair.
7. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors of the Corporation. The Secretary may sign with the President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, may affix the seal of the Corporation. The Secretary shall, in general, perform all of the duties of the office of the secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.
8. Treasurer. The Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to such direction and regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or other depositories as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer shall keep the books of the Corporation and shall maintain a full and accurate account of all moneys and obligations received and paid or incurred for or on account of the Corporation, and shall exhibit such books at all reasonable times to any director on request at the offices of the Corporation. The Treasurer shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors. The duties of treasurer may be delegated by the Board.
9. Compensation. The officers of the Corporation shall not receive any stated salary for their services.

ARTICLE VI

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VII

Contracts

The Board of Directors may authorize any officer, employee, or agent 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 confined to a specific instance, provided that, unless authorized by the Board of Directors, no officer, employee, or agent shall have any power or authority to bind the Corporation by any contract.

ARTICLE VIII

Committees

1. Executive Committee. The Executive Committee shall consist of the officers of the Corporation and the chairmen of all standing committees. The Executive Committee shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation while the Board is not in session, subject to such limitations as may be included in the Board's resolution, provided that the Executive Committee shall not have the authority of the Board of Directors in reference to the following matters: (a) filling vacancies on the Board of Directors or on any committee of the Board or appointed by the Board; (b) adoption, amendment or repeal of Bylaws; (c) adoption of a plan of merger or consolidation with another corporation; or (d) authorizing the sale, lease, or exchange of all or substantially all of the assets of the Corporation. Any member of the Executive Committee may be removed, with or without cause, by the Board of Directors. If any vacancy occurs in the Executive Committee, it shall be filled by the Board of Directors.

2. Other Committees. The Board of Directors, from time to time, may create other standing or temporary committees with the chairperson(s) of any such committee(s) appointed from the membership of the Board. Members of such committees, other than the chairperson, are not required to be members of the Board and may serve at the pleasure of the Board. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time.

3. Meetings of Committees. Regular meetings of committees established under this Article may be held without notice on such days and at such times and places as the committees may fix from time to time. Special meetings of a committee may be called by the chairperson thereof upon notice to other members of the committee provided at least two (2) days in advance of such meeting.

4. Compensation. The members of any committee shall not receive any stated salary for their services.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

ARTICLE X

Funds

1. Contributions. Contributions may be made to this Corporation by organizations and individuals. An individual may contribute to this Corporation by a Last Will and Testament or by Trust. The Board of Directors may accept on behalf of the Corporation any contribution for the general purposes of the Corporation or for any specific purpose consistent with the purposes of the Corporation. A separate accounting may, by resolution of the Board of Directors, be kept of all funds received and designated by the donor for a specific purpose.

2. Records. The directors shall establish such permanent record of each contribution as may be necessary to make a memorial thereof and to substantiate tax deduction records of contributors. A permanent record shall be kept of all transactions of funds received and spent.

ARTICLE XI

Investments and Distributions

1. Investments. All investment or reinvestment of assets of the Corporation shall be consistent with the intent of the Board of Directors to invest the assets of the Corporation in non-speculative opportunities with the primary purpose of preservation of capital, except that if assets that are speculative in nature are received in the form of donation, these assets shall be sold or otherwise liquidated in a prudent manner in order to maximize the return there from, and in the meantime to be operated if necessary in a prudent manner determined by the Corporation's Board of Directors and its officers.

2. Determination of Distributions in General. The Board of Directors, not less frequently than yearly, shall (i) determine all distributions to be made from net income and principal of the Corporation (including funds held by agents or others for the Corporation) pursuant to provisions of the Articles of Incorporation and these Bylaws, and make (or authorize and direct the respective agents and others having custody of funds of the Corporation to make) payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable, educational or scientific purposes and in the manner intended; and (ii) determine all disbursements to be made for administrative expenses incurred by the Board of Directors and make (or direct the respective agents or trustees having custody of funds of the Corporation to make) payment thereof and funds to be charged. Recommendations for disbursements may be made to the Board by any committee(s) created for such purpose.

3. Distribution of Capital. Determinations may be made to distribute capital from funds given without restrictions on principal or income, as well as pursuant to provisions expressly permitting use of principal. With respect to funds of this Corporation in the custody of an agent or trustee, the Board of Directors shall inform the custodian as far in advance as the Board of Directors deems practicable so as to permit the custodian to adjust its investment policies accordingly to accomplish any necessary liquidation of investments required for distributions in the most economical manner possible.

4. Investigations and Research. The Board of Directors or a committee appointed for such purpose shall gather and analyze facts and conduct such investigation and research as from time to time is necessary in order to determine the most effective agencies and means for carrying out the purposes of the Corporation through distribution of funds given for charitable, educational or scientific purposes, and may direct disbursements for such fact-gathering, analysis, investigation and research from funds given for such purposes or from funds given without restriction or condition as to purpose. Disbursement for proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to be paid as far as possible first from any funds which are available for such purpose, and any balance out of other available funds of the Corporation.

ARTICLE XII

Prohibition Against Private Inurement

1. Net Earnings. No director, officer, employee of the Corporation, member of a committee of the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Corporation, except that the Corporation can pay reasonable compensation for services rendered.

2. Dissolution. No director, officer, employee of the Corporation, member of a committee of the Corporation, or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, all of the assets of the Corporation remaining after all debts have been satisfied shall be distributed exclusively for the tax-exempt purposes of the Corporation as provided in the Articles of Incorporation.

ARTICLE XIII

Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee, agent, or member of any committee of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization: (a) exempt from income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests, legacies, devises, and transfers to which are deductible for estate tax purposes under Section 2055(a)(2) of the Code; or (d) gifts to which are deductible for gift tax purposes under Section 2522(a)(2) of the Code.

ARTICLE XIII

Amendments

The Board of Directors shall have the power to adopt, alter, amend, and repeal the Bylaws of the Corporation by a majority vote of the full Board of Directors at any annual or special meeting called for that purpose.

Approved by: _____ Title: _____

Date: _____