

BYLAWS

OF

The Buckeye Main Street Coalition Program

An Arizona Non-Profit Organization

ARTICLE 1

Name and Principal Office of Corporation

Section 1: The name of this corporation shall be the Buckeye Main Street Coalition Program, herein referred to as “the Program”. The principal offices shall be determined from time to time by the Board of Directors of the Program.

ARTICLE 2

Purpose

Section 1: The purposes for which this corporation is organized are to stimulate downtown economic development in Buckeye through organization (encouraging cooperation and building leadership in the business community); promotion (creating a positive image for the downtown as an exciting place to live, shop and invest); design (improving the appearance of the downtown); and economic restructuring (strengthening and expanding the economic base of the downtown); and to receive, administer, and distribute funds in connection with any activities related to the above purposes; provided, however, that the Program shall only engage in activities that are in the purview of Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. No part of the net earnings of the program shall inure to the benefit of any of its members or other individual; and the

Program shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 2: It is the intent of the Program to qualify as a non-profit, tax-exempt entity pursuant of Section 501 (c) (3) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the program shall inure to the benefit of any of its members or any other individuals.

ARTICLE 3

Membership

Section 1: Any person, firm, organization or corporation shall be eligible for membership in the Program. Firms and corporations may change their representatives upon notice in writing to the Secretary of the Program and such change shall be effective upon receipt of such notice by the Program.

Section 2: Any person, firm, organization, or corporation may apply to become a member of the Program by signing a written application for membership with the Secretary of the Program in such form as the Board of Directors shall from time to time prescribe and by agreeing to pay the prescribed for such membership. Applications for Membership are subject to approval of a majority vote of the Board of Directors.

Section 3: Any member may resign his/her membership by filing a written – resignation with the Secretary of the Program, but such resignation shall not relieve any member of liability for dues accrued and unpaid at the time the resignation was filed.

Section 4: Any member whose dues remain unpaid three (3) months after the date on which the membership is due shall be dropped from membership, provided at least thirty (30) days prior notice of the delinquency shall be given to such delinquent member.

ARTICLE 4

Fiscal Year: Dues and Assessments

Section 1: The Board of Directors at its discretion, fix and change from time to time the fiscal year for the general purposes of the Program, and may also fix and change from time to time any fiscal year for the purpose of duration of membership and the payment of dues. Until changed by the Board of Directors, the fiscal year for general purposes and for the membership and payment of dues shall be from January 1, to December 31.

Section 2: Election of officers and directors shall be held in December. Executive officers shall serve a one year term with the exception of the President-Elect which will assume the role of president January 1st. Terms of the directors will be staggered with 3 members serving two year terms that expire in odd years and 2 members serving two year terms expiring in even years. Recommendation of a slate of officers and directors shall be presented by the nomination committee at the November meeting. Nominations will also be accepted from the floor.

Section 3: The fee structure for dues shall be applied to all members, individuals, firms, organizations, and corporations at the same rate and each membership shall be entitled to one vote at the general membership meetings, or per person in attendance.

Section 4: The members of the Program shall meet at least ten times per year on a schedule to be determined by the Board of Directors and place of such meetings shall be determined by the Board of Directors. Notice of the time and place of such monthly meetings shall be sent by mail, fax or email at least five (5) days prior to the meetings.

ARTICLE 5

Membership Meeting

Section 1: An annual meeting of the membership shall be held in each calendar year such time and place as may be determined by the Board of Directors for the purpose of electing officers and directors, and transacting such business as may be properly brought before the meeting.

Section 2: Special meetings for the membership shall be held at any time and place as may be designated in the notice of said meeting, upon call of the President or the Board of Directors either at their own request or upon written petition by at least ten active members.

Section 3: Written notices of every meeting of the membership, stating the place, date, and hour of the meeting shall be mailed, emailed or faxed to each member not less than five nor more than fifteen days before the date of the meeting. Such notice shall be deemed delivered when deposited in the United States Mail with postage thereon prepaid, emailed or faxed to the members at their addresses, email addresses or fax numbers as they appear on the Program's record of the membership. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of business. Other interested parties shall be given such notice of meetings as the Board of Directors shall deem appropriate.

Section 4: Thirty-five (35) percent of all active members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all

meetings of the membership, except as otherwise provided by statute, by Article of Incorporation, or by these Bylaws. If a quorum is not present or represented at any membership meeting, a majority of the members entitled to vote thereat, present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member.

Section 5: When a quorum is present or represented by proxy at any meeting the vote of a majority of the active members present in person or represented by proxy shall decide any questions brought before such meetings, unless the Articles of Incorporation require a different vote, in which case such express supervision shall govern and control the decision.

Section 6: Roberts Rules of Order Newly Revised shall govern the parliamentary procedures of the Program when not in conflict with these bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

ARTICLE 6

Board of Directors

Section 1: The Program shall be governed by a board of Directors made up of all duly elected officers of the Program; Immediate Past President and Five Directors who shall be elected from the active membership. Five members of the board shall always be members, who are either business owners or property owners within the Main Street downtown focus area which is defined as First Street on the West, Apache Road on the

East and 2 blocks North and South of Monroe Ave. Directors in office may be reelected for consecutive terms, the Immediate Past President's term as a member of the Board of Directors shall commence at the normal termination date of his or her term as President and shall continue to the next annual election of the membership thereafter.

Section 2: Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two thirds of the Directors in office. Any member of the Board of directors who is absent from two consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors.

Section 3: The Project Manager of the Program shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors, unless otherwise directed by the Board of Directors.

Section 4: The Board of Directors of the Program may hold regular and special meetings. Regular meeting shall be held not less than seven times each year. Special meetings of the Board may be called by the President, or by four or more Directors. Written notice of the time, place, and agenda for both regular and special meetings shall be given to each director either by personal delivery or by mail, phone, or fax or email at least five (5) days before the meeting.

Section 5: At all meetings of the Board, a majority of the voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

ARTICLE 7

Committees

Section 1: This Program shall have at least four (4) standing committees, which shall be entitled Promotion, Design, Economic Restructuring, and Organization. The Promotion Design and Economic Restructuring committees shall consist of not less than five (5) members, and shall have as chairperson a member of the Board of Directors of the Program who shall be responsible for directing and coordinating the affairs of the committee. The Organization Committee shall consist of not less than three (3) members. The Organization Committee shall be chaired by a member of the Board of Directors and shall include the Immediate Past President, who shall be responsible for directing and coordinating the affairs of the committee. The terms of the committees shall be for one year commencing at the time of the annual membership meeting.

Section 2: The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the above named standing committees, each of which shall consist of one or more Directors, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the Program. Other committees not having and exercising the authority of the Board of Directors in the management of the Program designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

ARTICLE 8

Officers

Section 1: The officers of the Program shall be elected annually by the membership and shall consist of a President, a President-Elect, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary.

Section 2: Officers shall be elected at the annual meeting of the membership. The person then serving as President shall automatically become Immediate Past President. The person serving as President-Elect shall automatically become President. All officers shall be elected by a majority of the eligible voting members.

Section 3: Except as hereinafter provided, the officers of the Program shall each have such powers and duties as generally pertains to their respective offices.

- A. President. The President shall preside at all business meetings, but may at his or her discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that officer and such as may be directed by resolution of the Board of Directors.
- B. President-Elect. The President-Elect shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.
- C. Secretary. The Secretary shall record and maintain, in good order, minutes of all meetings and all records and correspondence of the Program, and shall mail copies of the minutes of each membership meeting to members. The Secretary shall also have such other duties as may be assigned by the membership of the Board of Directors.
- D. Treasurer. The Treasurer shall maintain, in good order, all financial records of the Program. The Treasurer shall also have such other duties as may be assigned by the membership of the Board of Directors.
- E. Immediate Past President. The Immediate Past President shall serve as an ex-officio member of the Board of Directors and shall act in an advisory capacity to the President and to the Board of Directors and shall chair the Nominations Committee.
- F. Temporary Officers. In case of the absence or disability of any officer of the Program and of any person authorized to act in his or her place during such periods of absence or disability, the President may from time to time

delegate the powers and duties of such officer to any other officer member.

ARTICLE 9

Project Manager

Section 1: The Project Manager of the Program shall manage the daily operations of the Program. The Project Manager shall be responsible for coordinating the implementation of the Program's policies and projects and such other duties as the Board of Directors may require. The Project Manager shall receive for his or her services such compensation as may be determined by the Board of Directors. Project Manager's action shall be subject to the approval of board of Directors. Said actions shall be detailed in Project Manager's report presented under old business at the monthly Board of Directors meeting.

ARTICLE 10

Finances

Section 1: Except as the Board of Directors may generally or in particular cases authorize the executive thereof in some other matter, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Program by the Project Manager and Treasurer, or designated officer.

Section 2: All funds of the Program shall be deposited from time to time to the credit of the Program in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3: The Board of Directors may accept, on behalf of the Program, any contributions, gifts, bequest, or device for the general purpose or for any special purpose of the Program.

Section 4: Within thirty (30) days of the election of the Board of Directors each year, the Board shall approve a Program budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Section 5: No agreement, contract, or obligation involving the payment of money or the credit of the Program for an amount for more than \$50 shall be made without the order of the Board of Directors; and for \$1,000.00 approved by the vote of the membership evidenced by a resolution duly passed and entered in the minutes.

ARTICLE 11

General Provisions

Section 1: The corporate seal shall have inscribed thereon, the name of the Program and the words “Corporate Seal”, and, “Arizona”. The seal may be used by causing it or a facsimile thereof, to be impressed or affixed or reproduced or otherwise shown. In the event it is inconvenient to use such a seal at any time, the signature of the Program followed by the work “Seal” enclosed in parenthesis shall be deemed the seal of the Program.

Section 2: Not later than forty-five (45) days after the close of each fiscal year, the Program shall prepare:

- A. A balance sheet showing, in reasonable detail, the financial condition of the Program at the close of fiscal year.

- B. A statement of the source and application of funds showing the results of the operation of the Program during the fiscal year.

ARTICLE 12

Amendments

Section 1: The Board of Directors shall have the power to alter, amend, or repeal the Bylaws by a two thirds vote of the Directors present, at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the Programs qualifications under Section 501 (c) (3) of the Internal Revenue Code of 1954 or Corresponding sections of any prior or future law.

ADDENDUMS TO BY-LAWS

June 23, 1992

ARTICLE 2. PURPOSE

Replace Section 501 (c) (3) IRS Code with 501 (c) (6) where stated.

ARTICLE 4. FISCAL YEAR

Change fiscal year to 12 months calendar year. Election of officers to be held prior to start of calendar year.

ARTICLE 10. BOARD POLICY

No Payment for amounts for \$1,000 shall be made without membership approval changed to majority of Board members' approval.

Amendments to the Bylaws may be made by a two-thirds vote of the Directors present with due written notice of changes to be made.

ADDEDUMS TO BY-LAWS

November 17, 2004

ARTICLE 1, NAME

Remove word Bravo from name

ARTICLE 4, ELECTION OF OFFICERS

Term of officers amend to staggered

ARTICLE 4, SCHEDULE OF MEETINGS

The members shall meet at least 10 times per year

ARTICLE 5, MEMBERSHIP MEETING

Notices may be emailed or faxed

ARTICLE 6, BOARD OF DIRECTORS

Five directors will be elected. Not less than seven meetings will be held per year. Notices may also be faxed or emailed.

ARTICLE 7, COMMITTEES

Four standing committees, organization committee defined

ARTICLE 8, OFFICERS

Provides for office of president-elect, president-elect shall become president upon election of officers

ADDEDUMS TO BY-LAWS

September 22, 2006

ARTICLE 6, BOARD OF DIRECTORS

Majority of directors shall be business owners or property owners

ADDEDUMS TO BY-LAWS

December 20, 2006

Terms of directors amended to 2 year staggered to expire in odd years for three directors and 2 year staggered to expire in even years for two directors.