

**Bylaws  
of  
Arizona Citizens Defense League  
(as amended May 4, 2009)**

**Article 1  
General Provisions**

**Section 1. Name**

The name of the corporation is *Arizona Citizens Defense League*.

The corporation may at its pleasure, by a vote of the board of directors, change its name.

**Section 2. Principal Office**

The location of the principal office of the corporation shall be within the state of Arizona at an address fixed by the board of directors or at such other place as the board of directors may designate from time to time in accordance with the Arizona statutes governing nonprofit corporations, but meetings of members and directors may be held at such other place within the State of Arizona as may be designated by the board of directors.

**Section 3. Other Offices**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**Section 4. Designation of Fiscal Year**

The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> of December of every year, except that the first fiscal year shall begin on the date of incorporation of the corporation.

**Section 5. Dissolution and Distribution of Assets**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue Code of the United States (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

**Bylaws**  
**of**  
**Arizona Citizens Defense League**  
**(as amended May 4, 2009)**

**Article 2**  
**Purpose**

**Section 1. Objectives and Purposes**

The purpose of the Arizona Citizens Defense League is to protect individual freedom and laws that attend to it through lobbying, petitioning, fund raising and all lawful means to enforce Article 2, Section 2 of the Constitution of the State of Arizona.

The corporation may take all actions necessary and proper in the furtherance of these purposes and objectives and to have and exercise all rights and powers now or hereafter granted to a non-profit corporation by law.

**Article 3**  
**Board of Directors**

**Section 1. Number**

The affairs of the corporation shall be managed by a board of directors consisting of a minimum of three (3) directors.

The Board may increase or decrease the number of directors on the Board but the number of directors shall not be less than three (3).

**Section 2. Qualifications**

Directors shall be of the age of majority in Arizona and current Life members of the corporation.

**Section 3. Powers**

Subject to the provisions of the laws of Arizona and any limitations in the articles of incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

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## **Section 4. Duties**

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed, electronically mailed (email), facsimiled or telegraphed to them at such addresses shall be valid notices thereof.

## **Section 5. Term of Office**

Each director shall hold office for a term designated by the Board, not to exceed three (3) years, and until his or her successor is elected and qualifies.

Upon the expiration of the terms of the original Board members, the Board shall stagger directors' terms to allow for the election of at least 1/3 of the directors annually.

## **Section 6. Compensation**

Directors may, by a vote of the Board, receive compensation for any service they may render to the corporation. Directors may, by a vote of the Board, also be reimbursed for expenses incurred in the performance of their duties. Travel expenses may be reimbursed in the form of mileage, Per Diem, and Meals and Incidental Expenses (M&IE).

## **Section 7. Place Of Meetings**

Meetings shall be held at a place designated by the board of directors.

## **Section 8. Regular Meetings**

Unless otherwise required by state law, regular meetings of directors are not required, but the Board may establish, by a majority vote, a schedule of regular meetings.

If the date and approximate time of two or more consecutive meetings of the Board is fixed by the Board, each meeting is a regular meeting. All other meetings of the Board are special meetings.

Regular meetings of the directors may be open to observation by the membership.

A director having three (3) or more consecutive absences from the regular meetings of the Board shall be deemed to have resigned as a director.

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If the total membership of this corporation is less than fifteen (15) members and does not exceed the number of directors by a multiple of two (2) or more, then, within 30 days after the yearly anniversary month of incorporation, directors shall be elected by the board of directors. Voting for the election of directors shall be by a manner determined by the Board and recorded in the meeting minutes, if an election is held, and quarterly summary. Each director may nominate as many candidates as there are vacant positions. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of vacancies on the board. The candidates receiving the highest number of votes up to the number of vacancies shall be elected to serve on the board.

If the total membership of this corporation is fifteen (15) or more members and exceeds the number of directors by a multiple of two (2) or more, then directors shall be elected by the members in a manner and method prescribed by these bylaws or in their absence by the Board.

## **Section 9. Special Meetings**

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of Arizona to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

## **Section 10. Notice of Meetings**

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly on the director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Regular Meetings.** No notice need be given of any regular meeting of the board of directors.
- b. Special Meetings.** At least 7 calendar days prior notice shall be given by the secretary to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic mail (email) or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification or email, the director to be contacted shall acknowledge personal receipt of the facsimile notice or email by a return message or telephone call within twenty-four hours of the first facsimile transmission or email.
- c. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the laws of Arizona, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

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## **Section 11. Quorum and Voting**

A majority of the prescribed number of directors shall constitute a quorum for the transaction of business. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board unless the Articles of Incorporation or Bylaws require the vote of a greater number of directors.

A director must vote in person and no director can have more than one vote on any issue.

A director may appoint a proxy only for the purpose of attaining a quorum by signing an appointment form, either personally or by the director's attorney-in-fact. The appointment does not relieve the director of liability for acts or omissions imposed by law on directors. An appointment of a proxy is effective when received by the Secretary. An appointment is valid for one (1) month unless a different period is expressly provided in the appointment form. An appointment of a proxy shall not affect the right of the Corporation to accept the proxy's authority unless written notice of death or incapacity is received by the Secretary before the proxy exercises its authority under the appointment. Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy for attaining a quorum.

A director may participate in a regular or special meeting of the Board through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, and a director participating in a meeting by such means is deemed to be present at the meeting.

A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless either: (1) the director objects at the beginning of the meeting or promptly on the director's arrival to holding it or transacting business at the meeting; or (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting. Such right to dissent as to a specific action taken at a meeting of the Board shall not be available to a director who voted in favor of such action.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

## **Section 12. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

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The Board shall have the right to take any action in the absence of a meeting which it could take at a meeting by obtaining the written consent of all the directors. Any such written consent shall be filed with the minutes of the proceedings of the first regular or special Board meeting immediately following approval of the action. Facsimiles or electronic mail (email) messages from a director, consenting to an action and showing the director as the initiator is deemed to be the equivalent of written consent.

A record of all actions taken in absence of a meeting shall be kept.

In addition to the minutes of any regular or special Board meetings, a summary of all official Board actions and decisions during the prior three (3) calendar months, shall be produced by the tenth calendar day of January, April, July and October and made available to all directors and officers.

### **Section 13. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

### **Section 14. Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

A director having three (3) or more consecutive absences from the regular meetings of the Board shall be deemed to have resigned as a director.

Directors may be removed from office, with cause, by an affirmative vote of the majority of the prescribed number of directors, as permitted by and in accordance with the laws of Arizona.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by the affirmative vote of the majority of the remaining directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office only until the next election of the board of directors or until his or her death, resignation, or removal from office.

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## **Section 15. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **Section 16. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state and as may be authorized by the board of directors.

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person" or "Proper Person"), shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding if it is determined by the groups set forth in this Section of these bylaws that he conducted himself in good faith and that he: (1) reasonably believed, in the case of conduct in his official capacity with the corporation, that his conduct was in the corporation's best interest, or; (2) in all other cases (except criminal cases) believed that his conduct was at least not opposed to the corporation's best interests, or; (3) with respect to criminal proceedings had no reasonable cause to believe his conduct was unlawful. A person will be deemed to be acting in his official capacity while acting as a director, officer, employee or agent of this corporation and not when he is acting on this corporation's behalf for some other entity.

No indemnification shall be made under this Section to a director with respect to any claim, issue or matter in connection with a proceeding by or in the right of a corporation in which the director was adjudged liable to the corporation or in connection with any proceeding charging improper personal benefit to the director, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Further, indemnification under this Section in connection with a proceeding brought by or in the right of the corporation shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. These limitations shall apply to directors only and not to officers, employees, fiduciaries or agents of the corporation.

The corporation shall indemnify Any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in this Section of these bylaws, against expenses (including attorneys' fees) reasonably incurred by him in connection with the proceeding without the necessity of any action by the corporation other than the determination in good faith that the defense has been wholly successful.

The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in these bylaws. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

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In all cases, except where there is a right to indemnification as set forth in these bylaws or where indemnification is ordered by a court, any indemnification shall be made by the corporation only as authorized in the specific case upon a determination by a proper group that indemnification of the Proper Person is permissible under the circumstances because he has met the applicable standards of conduct set forth in this Section of these bylaws. This determination shall be made by the board of directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding. If a Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the board of directors designated by the board, which committee shall consist of two or more directors not parties to the proceeding, except that directors who are parties to the proceeding may participate in the designation of directors for the committee. If a Quorum of the board of directors cannot be obtained or the committee cannot be established, or even if a Quorum can be obtained or the committee can be established but such Quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a Quorum of the board of directors or a committee in the manner specified in this Section or, if a Quorum of the full board of directors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board (including directors who are parties to the action).

Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under this Section of these bylaws, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standards of conduct set forth in this Section of these bylaws or was adjudged liable in the proceeding, the court may order such indemnification as the court deems proper, except that if the individual has been adjudged liable, indemnification shall be limited to reasonable expenses incurred.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of: (1) a written affirmation of such Proper Person's good faith belief that he has met the standards of conduct prescribed in this Section of these bylaws; (2) a written undertaking, executed personally or on his behalf, to repay such advances if it is ultimately determined that he did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (3) a determination is made by the proper group (as described in this Section these bylaws), that the facts as then known to the group would not preclude indemnification.

## **Section 17. Insurance For Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

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**Article 4  
Officers**

**Section 1. Designation of Officers**

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The duties of the secretary and treasurer may be combined with any other officer except the president. The corporation may also have a chairperson of the board.

The corporation may also have one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

**Section 2. Qualifications**

Only members of this corporation may serve as officers of this corporation. Directors may be officers. The chairperson of the board may also be a director and may also serve as an officer of the corporation.

**Section 3. Election and Term of Office**

The election of the chairperson of the board and officers shall take place within thirty (30) calendar days following each annual election of Directors.

The chairperson of the board and officers of the corporation shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed or otherwise disqualified to serve or until their successor shall be elected and qualified, whichever occurs first.

**Section 4. Removal and Resignation**

The chairperson of the board may be removed, with cause, by the board of directors, at any time. The chairperson may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any officer may be removed, with cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Vacancies**

Any vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve only for the remainder of the term of the officer they replace.

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Any vacancy in the chairperson of the board may be filled by appointment by the Board. The chairperson appointed to such vacancy shall serve only for the remainder of the term of the chairperson they replace.

## **Section 6. Temporary Absence**

In the event any officer is temporarily unable or unavailable to perform their duties, the board may designate or appoint any officer, director or member to fulfill those duties for a period not to exceed 90 calendar days. The board may renew the appointment for an additional 90 days.

Any officer unable or unavailable to perform their duties, as determined by the board, for more than 180 consecutive calendar days shall be deemed to have resigned and the board will fill the vacancy according to these bylaws.

## **Section 7. Duties of President**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

## **Section 8. Duties of Vice President**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the board of directors.

## **Section 9. Duties of Secretary**

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date and converted to an electronic format in as expedient matter as the Secretary shall deem appropriate.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

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See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation or at such other place as the board may determine a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation in electronic format.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

**Section 10. Duties of Treasurer**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

The treasurer shall give to the corporation such fidelity bond as may be required by the board of directors and the premium therefore shall be paid by the corporation as an operating expense.

These duties shall have been considered duly discharged through electronic means.

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## **Section 11. Compensation**

No officer shall receive compensation for any service they may render to the corporation. However, any officer may, by a vote of the Board, be reimbursed for expenses incurred in the performance of their duties. Travel expenses may be reimbursed in the form of mileage, Per Diem, and Meals and Incidental Expenses (M&IE).

## **Article 5 Committees**

### **Section 1. Executive Committee**

The board of directors may, by a majority vote of its members, designate an executive committee consisting of three (3) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of the directors, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below three (3) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **Section 2. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. Each committee shall consist of one or more directors. The director(s) on each committee may appoint persons who are not members of the board or members of the corporation to serve on the respective committee. These committees shall act in an advisory capacity to the board.

### **Section 3. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

### **Section 4. Compensation of Committee Members**

No committee member shall receive compensation for any service they may render to the corporation. However, any committee member may, by a vote of the Board, be reimbursed for expenses incurred in the performance of their duties. Travel expenses may be reimbursed in the form of mileage, Per Diem, and Meals and Incidental Expenses (M&IE).

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**Article 6  
Execution of Instruments, Deposits, and Funds**

**Section 1. Execution of Instruments**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation 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 specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 2. Checks and Notes**

Except as otherwise specifically determined by these bylaws, or by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the president, or signed by the treasurer and approved by the president of the corporation. Record of approval by the president must be recorded.

**Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

**Section 4. Gifts**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for purposes of this corporation.

**Article 7  
Corporate Records, Reports, and Seal**

**Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office or at any other place designated by the Board:

- a. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

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- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **Section 2. Corporate Seal**

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation or at any other place designated by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **Section 3. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law. This may be satisfied by electronic means.

## **Section 4. Members' Inspection Rights**

Each and every member shall have the right, for a purpose reasonably related to such person's interest as a member, to inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law, via electronic means.

## **Section 5. Right to Copy and Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## **Section 6. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of Arizona or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

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**Article 8  
Amendment of Bylaws**

**Section 1. Amendment**

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may only be altered, amended, or repealed and new bylaws adopted by an affirmative vote of a minimum of 2/3 of the board of directors.

**Article 9  
Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of corporation, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of Arizona and used to establish the legal existence of this corporation.

**Article 10  
Members**

**Section 1. Determination and Rights of Members**

The corporation shall have only four (4) classes of members: Basic, Sustaining, Executive and Life. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

An Executive membership status is an honorarium, granted by the Board of Directors; to a Sustaining member whose actions the Board feels has benefited the Corporation.

Life members are automatically granted any status or privileges extended to Executive members.

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## **Section 2. Qualifications of Members**

The qualifications for membership in this corporation are as follows:

- a. Support the Constitution and the Bill of Rights of the United States of America.
- b. Not a member of any organization or group which has as any part of its program the attempt to overthrow the Government of the United States or any of its political subdivisions by force or violence.

## **Section 3. Admission of Members**

Applicants shall be admitted to membership by making application in writing to the Corporation; by payment of the annual dues; and by satisfying the qualification requirements.

## **Section 4. Fees and Dues**

The annual dues payable to the corporation by members shall be:

- a. Basic - \$30
- b. Sustaining - \$50
- c. Executive - \$50
- d. Life - \$300

The Board of Directors may permanently increase or decrease the annual dues of any annual class of membership by an affirmative vote of a minimum of 2/3 of the Board of Directors.

Life Membership dues are not annual dues. Full payment of a Life Membership is required only once. The Board of Directors may permanently increase or decrease Life Membership dues by an affirmative vote of a minimum of 2/3 of the Board of Directors.

Life Membership dues may be paid as a single amount or in multiple/installment payments. The amount and period of installment payments will apply to all Life Member applicants and will be established by an affirmative vote of a minimum of 2/3 of the Board of Directors. However, the amount of the installment payment cannot be less than the cost of a non-discounted annual Sustaining Membership.

In the event any Life Membership installment payment is 30 or more calendar days delinquent, the Life Membership status of the applicant will be rescinded and the monies paid will be applied as annual dues for a Sustaining Membership. If there are insufficient funds to apply to an annual Sustaining Membership, the balance will first be applied towards an annual Basic membership, with any funds remaining treated as a donation to the organization. Life Membership status will be restored if the applicant submits a single payment for the full balance remaining prior to the delinquency within 90 days of the delinquency.

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The Board of Directors may waive, reduce or discount the membership dues of, or confer any level of membership on, any single individual, by an affirmative vote of a minimum of 2/3 of the Board of Directors. Memberships conferred by the Board of Directors are honorariums and have no monetary value.

On a case by case basis, the Board of Directors, by an affirmative vote of a minimum of 2/3 of the Board of Directors, may accept the following in lieu of a membership payment for any class of membership: (1) Fees or costs paid on behalf of the organization, (2) A donation of money, merchandise or redeemable credit for merchandise or services. The value of merchandise or credit for merchandise or services, to be applied towards a membership is solely at the discretion of the Board of Directors.

Nothing in this section shall prohibit the Board of Directors, by an affirmative vote of a minimum of 2/3 of the Board of Directors, from temporarily discounting, reducing or waiving the dues of any class of membership for a period not to exceed 180 calendar days.

## **Section 5. Number of Members**

There is no limit on the number of members the corporation may admit.

## **Section 6. Membership Book**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office or at any other place designated by the Board.

## **Section 7. Nonliability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

## **Section 8. Nontransferability of Memberships**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

## **Section 9. Termination of Membership**

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

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2. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date.
3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

**Section 10. Compensation of Members**

No member shall receive compensation for any service they may render to the corporation. However, any member may, by a vote of the Board, be reimbursed for expenses incurred in volunteering their service to the corporation. Travel expenses may be reimbursed in the form of mileage, Per Diem, and Meals and Incidental Expenses (M&IE).

**Article 11  
Meetings of Members**

**Section 1. Place of Meetings**

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the board of directors.

**Section 2. Regular Meetings**

A regular meeting of members shall be held annually at a date and time determined by the Board.

Other regular meetings of the members may be held at some other regular calendar period as determined by the Board of Directors.

If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

**Section 3. Special Meetings of Members**

Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

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## **Section 4. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called are not required and can be by any means prescribed by the Board.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **Section 5. Quorum for Annual Meeting**

A quorum shall consist of 50% plus 1 member of the voting members of the corporation present at the meeting.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

## **Section 6. Majority Action as Membership Action**

Every act or decision, submitted to a vote by the members and done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

## **Section 7. Voting Rights**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by written ballot.

## **Section 8. Election of Directors by Written Ballot**

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, the election of directors shall be conducted by a written ballot mailed to each member entitled to vote. The ballot shall:

1. List the names of each candidate;
2. Provide an opportunity to vote for as many candidates as there are board vacancies; and
3. Shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner determined by the Board.

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The Board will determine the nomination format, method, timeframe and procedures. Nomination for candidates can come from the board, individual directors or individual members. Self-nominations are permissible. All nominations will be placed on the ballot for consideration in a manner determined by the Board. All nominations must be received in writing. No nomination can be made after the deadline set by the Board.

The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast only one vote per candidate up to the number of directors being elected. Voting is by ballot only. Notification of the election results will be in a manner determined by the Board.

Unopposed candidates need not be listed on the ballot. If the number of candidates is equal to or less than the number of vacancies, balloting shall not be necessary.

**Section 9. Conduct of Meetings**

Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson or, in his or her absence, by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.