

BY-LAWS OF



As ratified by the Board of Directors, May 21, 2010

ARTICLE I ORGANIZATION

The name of the organization shall be Arizona Blind & Deaf Children's Foundation, Inc. dba Arizona Blind & Deaf Children's Foundation.

The organization may, at its pleasure, by a simple majority vote of its Board of Directors, change its name.

The organization shall operate as a charitable foundation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corporation shall receive and administer, expend and distribute funds exclusively for such purposes.

The organization shall be governed by a volunteer Board of Directors as described in Article VI of these By Laws.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

Arizona Blind & Deaf Children's Foundation (The Foundation) invests in the future of Arizona's blind and deaf children by providing opportunities for experiential learning in the areas of art, fitness and health, literacy and life skills.

The Foundation shall support its mission by 1) assessing needs and identifying resources for blind and deaf children throughout the state of Arizona, 2) bringing together, or participating in, collaborations of blind- and deaf-serving organizations, and 3) raising funds to support programs that fall within the scope of the Foundation's mission.

ARTICLE III MEMBERSHIP

Arizona Blind & Deaf Children's Foundation is not a membership organization.

ARTICLE IV MEETINGS

Annual Meeting. The annual meeting of the organization shall be held in January of each year as determined by the annual Board Meeting Calendar which shall be published to all Board members at least thirty (30) days in advance of January 1 of each year.

The Board Secretary shall cause to be mailed to every member in good standing at her/his address as it appears in the membership roll book in this organization, a notice telling the time and place of such annual meeting.

Regular Meetings. Regular meetings of this organization shall be held in accordance with the Board Meeting Calendar which shall be published annually at least 30 days prior to January 1 of the upcoming year. The Executive Committee of the Board may, at its discretion, amend the Board Meeting Calendar as it sees fit in order to ensure maximum participation of its Board of Directors. In such case, changes shall be published to the entire Board of Directors at least fifteen (15) days in advance of the amended date(s).

Special Meetings. Special meetings of this organization may be called by the Board Chair when s/he deems it to be in the best interest of the organization. Notices of such meeting shall be transmitted to all members at their addresses as they appear on the Board roster at least ten (10) days before the scheduled date set for such special meeting. The notice shall state the reasons that such meeting has been called, the business to be transacted at the meeting, and by whom it was called. The Board Chair may call a special meeting at the written request of 3 or more

Board Directors, provided said Directors give at least fifteen day notice prior to their requested meeting date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Quorum: The presence of not less than fifty percent (50%) of the members shall constitute a quorum and shall be necessary to conduct the business of the organization; but a lesser percentage may adjourn the meeting for a period of not more than thirty (30) days from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

In-Person, Telephonic and/or Electronic Meetings: Board Directors may attend meetings in-person, telephonically, or through other electronic means, provided that 5 days advance notice is given in order to make necessary accommodations

ARTICLE V VOTING

At all meetings, all votes shall be by voice or by show of hands. Voting by proxy shall not be permitted. A Director who is present at a meeting of the Board of Directors, when corporate action is taken, is deemed to have assented to the action taken unless either:

- i. The Director objects at the beginning of the meeting or promptly upon her/his arrival to holding it or transacting business at the meeting
- ii. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting
- iii. The Director delivers written notice of her/his dissent or abstention to the presiding officer of the meeting before its adjournment, or to the corporation before 5:00pm on the next business day after the meeting. A Director who voted in favor of any action may not dissent or abstain from such vote pursuant to this Article (V.iii.)

Rule of One Voice: Upon majority vote on any action, all Board members are bound by the decision as that of the Corporation and are prohibited from speaking against the action outside of the confines of the Board Room.

ARTICLE VI BOARD OF DIRECTORS

The business of this organization shall be managed by a volunteer Board of Directors consisting of not less than 5 and not more than 30 members, together with the officers of this organization.

The directors to be chosen for the ensuing year shall be elected at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of three (3) years. Directors may serve unlimited consecutive terms.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chair after due notice to all the directors of such meeting. Each director is responsible for performing in accordance with the Board Operations Manual.

Not less than fifty percent (50%) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held in accordance with the Board Meeting Calendar as set forth in Article IV.

Each Director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies: Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term, at any scheduled meeting.

Resignation: A Director may resign by delivering 30 days written notice to the Board Chair, or the President/ED of the Corporation.

Removal: A Director may be removed with or without cause by a vote of two-thirds (2/3) of the Directors then in office and present (in person or telephonically). In addition, any Director failing to perform in accordance with the Roles and Responsibilities set forth in the Board Operations Manual is presumed to be out of compliance and can be removed accordingly at the discretion of the Board Chair and/or the Executive Committee. Examples of such areas of non-compliance include, but are not limited to:

- A. Failure to attend at least fifty percent (50%) of the total Regular and Special Meetings, unless excused by the Chair of the Board, between two consecutive regular Annual Meetings.
- B. Failure to attend at least one of the organization's regular annual fund-raising events.
- C. Failure to actively serve on at least one Board committee
- D. Failure to actively participate in fund-raising efforts by working to engage friends, associates, and businesses in support of the organization.
- E. Failure to give a personal annual gift to the organization in support of the mission
- F. Failure to follow the Rule of One Voice as it pertains to the depiction of the organization
- G. Failure to act in accordance with the organization's Conflict of Interest policies

ARTICLE VII OFFICERS

The Officers of the organization shall constitute the Executive Committee of the Board of Directors, and shall include a Chair, a Vice Chair, a Secretary, a Treasurer, a President/ED and such other officers as may be elected or appointed by the Board of Directors from time to time. Officers shall serve terms in accordance with the By-Laws of the organization as follows:

- Chair: two years
- Vice Chair: one year
- Secretary: one year
- Treasurer: one year
- President/ED: as paid staff, the President/ED serves at the pleasure of the Executive Committee as outlined in Article X of these By-Laws.

Board Officer Roles and Responsibilities

While all Board Directors share accountability for the viability and success of the organization, Board Officers assume even greater responsibility, and are therefore held to a higher standard of performance. As per the Board Operations Manual, Officers are expected to lead by example, ensuring that their actions model the highest aspirations of Board performance.

Board Officer Attendance—Ad-hoc Appointment of Stand-in

Officers are expected to attend all regularly scheduled meetings, including Executive Committee meetings, which are held monthly, or at the discretion of the Board Chairman, as published in the annual Board Calendar. In the event an Officer is unable to attend regularly scheduled Executive Committee meetings, the Chair may designate a past Officer, who is still a current Board Director, to serve as a stand-in on the Executive Committee on an ad-hoc basis thereby ensuring proper balance in conducting the business of the Foundation.

In addition, specific responsibilities of Board Officers are as follows:

The Chair shall:

- preside at all Board meetings
- present at each annual meeting of the organization an annual report of the work of the organization
- appoint all committees, temporary or permanent
- see all books, reports and certificates required by law are properly kept or filed

- be one of the officers who may sign the checks or drafts of the organization

The Vice Chair shall:

- in the event of the absence or inability of the Chair to exercise his/her office, become acting Chair of the organization with all the rights, privileges and powers as if s/he had been the duly elected Chair

The Secretary shall, in broad scope have governance responsibilities regarding the following duties, and shall work with the President/ED to:

- ensure the minutes and records of the organization are executed, and are kept in appropriate books.
- ensure any certificate required by any statute, federal or state are properly filed
- ensure that all notices to members of this organization are served in accordance with these By-Laws
- be the official custodian of the records of this organization.
- s/he may also be one of the officers required to sign certain checks and drafts of the organization.
- present to the membership at any meetings any communication addressed to her/him as Secretary of the organization
- submit to the Board of Directors any communications which shall be addressed to her/him as Secretary of the organization.
- cause all correspondence of the organization to be attended to in accordance with standard nonprofit procedures, and shall exercise all duties incident to the office of Secretary.

The Treasurer shall, in broad scope have governance responsibilities regarding the following duties, and shall work with the President/ED to:

- ensure the care and custody of all monies belonging to the organization and responsibility for such monies or securities of the organization.
- cause to be deposited in a regular business bank or trust company a sum not exceeding the amount necessary to secure 12 months of organization operating costs;
- ensure that funds exceeding the operational ceiling are reviewed, and upon such review may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.
- be one of the officers who shall sign checks or drafts of the organization.
- render at stated periods as the Board of Directors shall determine an account of the finances of the organization
- exercise all duties incident to the office of Treasurer.

The President/ED shall serve as the Chief Executive Officer of the Corporation, with the responsibility to carry out daily operations in support of the organizational mission, as envisioned by the Board of Directors. As paid staff hired and evaluated by the Executive Committee, the President/ED serves at the pleasure of the Executive Committee in accordance with her/his job description and the goals outlined in the organization's Strategic Plan.

Members of Board of Directors: Officers shall by virtue of their office be members of the Board of Directors.

Compensation: No officer, except for the President/ED, shall for reason of his office be entitled to receive any salary or compensation.

Removal of Officers: Any officer elected or appointed by the Board of Directors may be removed, with or without cause, by the Board of Directors at any meeting of the Board of Directors, whenever in its judgment, the best interests of the corporation would be served thereby. Officer removal shall be in accordance with the provision for Removal of Directors, Article VI of these By-Laws.

Resignation of Officers: An officer may resign by delivering 60 days written notice to the corporation. The Executive Committee, with approval by the full Board of Directors, may fill the vacancy at its earliest opportunity, in accordance with Article VI of these By-Laws.

ARTICLE VIII COMMITTEES

All permanent committees of the organization shall be appointed by the Board Chair, and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees of the Board of Directors shall be:

Executive Committee:

The Executive Committee shall consist of the Officers of the Board of Directors as described in Article VII. The Executive Committee makes business decisions on behalf of the Foundation between Regular Board meetings. Specific duties include: Review of finances (serving as finance committee), setting Board agenda, taking leadership role in setting Foundation direction, and hiring and evaluation of President/ED. Additionally, the Executive Committee will serve as the primary membership and guiding force of the Program and Planning Committee.

Fund Development Committee

The Fund Development Committee supports events, as well as corporate, individual, and grant-seeking fund development by identifying prospects with whom the Foundation, its Board members, partners, or constituents have relationships. The committee "opens doors" to these prospects and new relationships by providing information about the prospect for follow-up in accordance with established organizational process. Within the Fund Development Committee, Event Committees may be formed to ensure effective execution of fundraising events. All Event Committee members are, by virtue of their service to events, members of the Fund Development Committee. The Fund Development Committee may include non-Board members.

Board Development Committee

The Board Development Committee identifies an appropriate mix of knowledge, skills and attributes for Board membership; identifies Board candidates who fill gaps; provides candidate information to President/ED and/or makes initial approach to candidates about Board membership. The committee provides support to new members through mentorship, identifies opportunities for training and involvement; identifies, and supports the creation of, outreach mechanisms and support materials for Board members' use.

Program & Planning Committee

The Planning and Program Committee, through synthesizing input from Board, community organizations, and blind- and deaf-serving stakeholders, focuses on broad functional areas of Foundation, including operations, grant-making processes, and future strategic direction. Committee activities include ensuring the financial structure of the organization meets daily operational needs, stewardship of donor funds (including grant-making criteria and process), and synthesizing Board Retreat information into a Strategic Plan outline.

ARTICLE IX STAFF SALARIES

The Executive Committee of the Board of Directors shall hire, evaluate, and fix the compensation of the President/ED. In turn, the President/ED is charged with hiring, evaluating and fixing salaries for staff members and contractors in accordance with the organizational budget approved annually by the Board of Directors.

ARTICLE X MISCELLANEOUS

Books and Records: The corporation shall keep correct and complete books and records of account and shall also keep, or cause to be kept, minutes of the proceedings of its Board of Directors and, where appropriate, its Committees.

Fiscal Year: The fiscal year of the corporation shall begin each January 1 and end each December 31 of the same year.

Notice: All reasonable efforts will be made to provide Directors with notification regarding business proceedings of the Corporation. Any written notice, transmitted via post or electronically, shall be deemed to be delivered upon the earliest of a) receipt b) five (5) days after deposit in the United States mail, or c) on the date shown on the return receipt of sent by registered or certified mail, or the return receipt as shown via electronic mail. If oral notice is

permitted, it shall be deemed given by telephone when spoken to the Director. Each Director has responsibility for acting upon information provided her/him in accordance with this Article.

Definitions: All references in these By-Laws to Code sections are to sections of the Internal Revenue Code of 1986, as amended, and shall include future amendments to such sections and corresponding provisions of future federal tax laws, all as from time to time in effect.

Conflicts: The Board of Directors shall adopt and maintain a policy regarding potential conflicts of interest between the corporation and its officers and Directors or any corporation, firm, or entity in which an officer or Director is a member, officer or director, or has a financial interest. The Board of Directors shall also adopt and maintain a policy regarding disqualified parties as defined in Code Section 4958 and any amendments or successor legislation thereto. The Board shall establish procedures to circulate such policies to all officers and Directors periodically.

ARTICLE XI AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than fifty percent (50%) of the members.

ARTICLE XII EXCULPATION, INDEMNIFICATION AND INSURANCE

The Board of Directors shall take all action necessary to comply with the Articles of Incorporation regarding the exculpation of Directors from liability and the indemnification of Directors, officers, employees and other permitted parties from costs, expenses and liability arising out of or in connection with their relationship with the corporation and in connection therewith, the corporation shall maintain commercially reasonable insurance policies with respect to such indemnification.

**ADOPTED BY RESOLUTION OF THE BOARD OF DIRECTORS
OF ARIZONA BLIND & DEAF CHILDREN'S FOUNDATION, INC.**

By _____
Chairman Date

By _____
Vice Chairman Date

By _____
Secretary Date

By _____
Treasurer Date