

BYLAWS OF
The Casa de los Niños Foundation

ARTICLE I

NAME

The name of the Corporation is: **The Casa de los Niños Foundation.**

ARTICLE II

PURPOSES

Section 1. The purposes for which the Foundation is formed are those set forth in its Articles of Incorporation, the primary purpose being a Foundation established for the exclusive benefit of Casa de los Niños, an Arizona nonprofit corporation.

Section 2. The Foundation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Foundation is distributable to, or will inure to the benefit of, its members, trustees or officers, or other private individuals; provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by employees, officers or trustees of the Foundation and reimbursement of expenses incurred in connection therewith.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Membership. The affairs of the organization shall be managed by the Foundation Board of Directors.

Section 2. Criteria for Membership.

- (a) The Directors of the Foundation shall be a broad cross-section of the Tucson business community without regard to ethnicity, gender, and/or culture.
- (b) A Director of the Foundation will have the ability to give financially through the avenues of giving for the Foundation and,
- (c) Will have the ability to solicit and attract major donors through personal financial plans, such as wills, bequests, life insurance, family foundations, and/or trusts.

Section 3. Duties. The duties of the Board of Directors of the Foundation are as follows:

- (a) To attend meetings as scheduled for the Directors of the Foundation.
- (b) To be aware and up-to-date on the business and activities of the Casa de los Niños Board of Directors.
- (c) To be aware and up-to-date on the programs and services offered at Casa de los Niños.
- (d) To invest and manage the funds of the Casa de los Niños Foundation.

- (e) To give financially to the Foundation.
- (f) To solicit major gifts from donors of cash, stocks/bonds, real estate, and other assets; and to solicit prospective donors for inclusion in personal financial planning, such as wills, bequests, life insurance, family foundations, and/or trusts.

Section 4. Number of Directors. The management and control of the business, property and affairs of the Foundation shall be vested in and conducted by a Board of Directors consisting of not less than five nor more than twelve members who shall be elected as provided in this Article III. Two of the Directors will be from the Board of Directors of Casa de los Niños and shall be entitled to attend and participate in meetings of the Foundation Board of Directors with full voting rights. The exact number of Directors to serve on the Board of Directors may be changed from time to time by action of the Board of Directors, subject to Arizona law.

Section 5. Voting. Except as otherwise provided herein, Directors shall be elected by a majority vote of those members present at the annual meeting of the Foundation or, if the annual meeting is not held for any reason, at a regular meeting or a special meeting of the members called for that purpose, provided that the required quorum is present at such meeting. Voting shall be by voice vote unless one or more members request voting to be by secret ballot.

Section 6. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Any action required by law to be taken at a meeting of Directors or any action that may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the Directors. Signatures may be submitted to and received by the President or Secretary by facsimile or scanned copy transmitted by email. Such facsimile or scanned signatures shall have the same force and effect as the original.

Section 7. Term of Office.
(a) Approximately one-third of the total number of Directors shall be elected at each annual meeting of the Board of Trustees to serve a renewable three year term of office.
(b) Directors of the Foundation will make nominations for board membership and, therefore, Director participation, through the established process of bringing the proposed name to a Board of Directors meeting with supporting documentation. If the nominee is accepted, the Board President will then contact that nominee and invite him/her to the next Board of Directors meeting.

Section 8. Vacancies. Vacancies on the Board of Directors resulting from the death, incapacity to serve, resignation, removal, or otherwise, shall be filled by the remaining members of the Board of Directors. A Director so appointed shall hold office for the balance of the term of the Director replaced, and thereafter until a successor has been duly elected.

Section 9. Removal. Any Director may be removed from office at any time, with or without cause, by the Board of Directors by a majority vote

Section 10. Powers. All corporate powers of the Foundation shall be exercised by or under the authority of, and all business and affairs of the Foundation shall be controlled by, the Board

of Directors. Without limiting the generality of the foregoing, in furtherance of the Foundation's purposes, the Board of Directors shall have the following powers:

- (a) Except as otherwise provided in the Articles of Incorporation or these Bylaws, to elect Directors and Officers and remove any Officer of the Foundation; to prescribe for all Officers powers and duties not inconsistent with law, the Articles of Incorporation or the Bylaws.
- (b) To establish rules and regulations for the conduct, management and control of the affairs and business of the Foundation not inconsistent with law, the Articles of Incorporation or the Bylaws.
- (c) To formulate and establish principles and practices for gift / grant-making in keeping with defined and approved program guidelines and interests and fundamental objectives of Casa de los Niños,; assume responsibility to the degree required or advisable for implementing same; and / or to review and revise same from time to time as deemed necessary or advisable.
- (d) To establish procedures for receiving applications, reviewing and taking appropriate action with regard to gifts or contributions of property to the Foundation.
- (e) To purchase, lease as tenant or in other capacity, or otherwise acquire, hold and control on behalf of the Foundation, real, personal and mixed property of all kinds and to authorize execution of any and all documents and instruments in connection therewith.
- (f) To sell, lease, exchange, otherwise dispose of, mortgage or otherwise encumber all or substantially all of the property and assets of the Foundation in such manner and for such consideration as may be authorized by appropriate action of its members, and to abandon such sale, lease, exchange, other disposition, mortgage, or other encumbrance, subject to the contractual rights of third parties thereto.

Section 11. Conflict of Interest.

- (a) Any duality of interest or possible conflict of interest on the part of any member of the Foundation's Board of Directors shall be disclosed to the other members of the Board and made a matter of record. Also, the record shall reflect when any such interest becomes a matter for action of the Board or the Executive Committee. No Director having a duality of interest or possible conflict of interest on any matter shall vote or use his or her personal influence on such matter, nor shall such Board member be counted in determining a quorum for a meeting, even where permitted by law, held with respect to such matter. The meeting minutes shall reflect that a disclosure was made or reflect action taken with respect to same, as well as the presence or absence of the subject member, the not counting of such member for quorum purposes and the abstention of such member from voting.
- (b) The foregoing requirements shall not be construed as preventing such Director from briefly stating his or her position in the matter nor from answering questions of other Directors with respect to the matter.

Section 12. Representation. The Directors of the Foundation shall be represented on the Casa de los Niños Board of Directors Executive Committee by the:

- (a) Foundation Board President, and by

- (b) A Foundation Board Member-at-Large identified by the Board Members of the Foundation.

ARTICLE IV

MEETINGS

- Section 1. Annual Meetings. Meetings of the Foundation Board may be called by the President, or any three members of the Board of Directors, as necessary for the conduct of Foundation business. An annual meeting of the Directors shall be held in Tucson, Arizona, in May or June.
- Section 2. Quorum. Except as otherwise provided by statute, a quorum for any meeting of members, per se, should there ever be members other than the members of the Board of Directors of the Foundation, shall be not less than one-third of those individuals qualifying as voting members of the Foundation.
- Section 3. Adjournment. In the absence of a quorum at any meeting of the members or the Board of Directors, the majority of those present may adjourn the meeting from time to time until such time as a quorum is present for conducting the meeting or until the time fixed for the next regular meeting.
- Section 4. Meeting Notices. Notice of each meeting herein required to be given shall be given by the Secretary, either by telephone, e-mail or by postal mail. Any notice by postal mail, and all notice of annual meetings of the Foundation shall be given at least ten days and not more than thirty days prior to such meeting. Notice of any special meeting by telephone shall be made at least five days prior to such meeting.
- Section 5. Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine from time to time. Robert's Rules of Order shall govern in any matter not covered by the Articles of Incorporation or by these Bylaws.

ARTICLE V

OFFICERS

- Section 1.
- (a) Elective Officers' Positions. The officers of the Foundation shall be a President, a Treasurer, and a Secretary. A Vice-President can be elected if there is a need to do so.
- (b) Foundation Manager. The Board of Trustees may appoint a Foundation Manager to carry out the day-to-day operations of the Foundation and such other duties and responsibilities as shall or may be delegated by the Board of Directors.
- Section 2. Election and Term of Office. Officers shall be elected by the Board of Directors at the annual meeting of the Foundation. Terms of office shall be for two years and shall commence on the first of June following election, unless otherwise stipulated by board resolution at the time of election. Any vacancy occurring among the officers shall be filled

by the Board of Directors at the next regularly scheduled meeting of the Board, and any officer so elected shall hold office for the unexpired term of the officer succeeded or until a successor is elected and qualified.

Section 3. Removal. Any officer may be removed at any time, either with or without cause, by the vote of a majority of the directors at any regular or special meeting called for such purpose.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Foundation. Such resignation shall take effect when received or at any later date specified therein; and the acceptance by the Board of such resignation shall not be necessary.

Section 5. Duties of Officers.

(a) President. The President shall be the chief executive officer of the Foundation, having general direction of all affairs subject to the control of the Board of Directors, and having authority to sign and execute, in the name of the Foundation, all contracts and other documents or instruments as authorized by the Board of Directors. The President, if present, shall preside at all meetings of the members of directors of the Foundation.

(b) Vice President (if deemed necessary). In event of the absence of the President or his inability to act, the Vice President shall assume the duties of the President.

(c) Secretary. The Secretary acts as overseer to insure that full, complete and accurate records of the proceedings of the Board of Trustees and of the annual meetings of the Corporation are kept in addition to other historical documents of the Corporation. The Secretary shall give notice of such meetings as required and is responsible for keeping an accurate list of members of the Board of Directors and their eligibility to vote.

(d) Treasurer. The Treasurer is responsible for assuring that adequate records are maintained and accurate and timely financial reports are delivered to the board. The Treasurer shall report at the annual meeting, and at such other times or at meetings as required by the Board of Directors or requested by the President.

(e) Chief Executive Officer. The Chief Executive Officer shall be hired by the Board of Directors and the Foundation Board of Directors. He or she will be responsible for all the daily business of the Corporation not otherwise noted in these Bylaws and any other duties as designated by the Board of Directors and the Foundation Board of Directors. The Chief Executive Officer is an ex-officio member of all Board committees and shall attend the meetings of the Foundation Board of Directors in an advisory capacity, without any voting capacity, to provide information the Foundation Board of Directors may need to know. **ARTICLE VI**

COMMITTEES

Section 1. Executive Committee. The Directors may, by the majority vote of the entire Board, establish an Executive Committee, consisting of three or more members of the Board of Directors and delegate to such Committee any of the powers and authority of the Board, in the management of the affairs of the Foundation between Board meetings, except the power to amend the Articles of Incorporation or the Bylaws, submit to the members any matter requiring action of the members, filling vacancies on the Board or any Board committee, and to fix compensation, as may be permitted, of the trustees. All action taken by the

Executive Committee shall be reported (by minutes of the meeting) to the Board of Directors.

Section 2. Advisory Committee. An advisory committee may be established for consulting with the Board of Directors in an advisory capacity, generally. While the Board of Directors shall have no obligation to act on any recommendation of the Advisory Committee, it shall give due consideration to such recommendations and supportive information in making final determinations for disbursement of funds.

Section 3. Standing Committees. The Board of Directors may create such standing committees as it may deem necessary to promote the purpose and carry on the work of the Foundation.

Section 4. Ad Hoc Committees. The Board of Directors may create such ad hoc committees as it may deem necessary to address temporary tasks or issues faced by the Foundation, where a standing committee is not necessary.

ARTICLE VII

CONTRIBUTIONS

The Foundation may accept any designated contribution, bequest or devise consistent with its general tax-exempt purposes, its Articles of Incorporation and these Bylaws. As so limited, donor restricted contributions will be accepted for special funds, purposes or uses, and such restrictions generally will be honored; however, the Foundation shall reserve all right, title and interest in and to and control of, such contributions, as well as full discretion as to the investment or distribution thereof in connection with any special fund, purpose or use.

ARTICLE VIII

INVESTMENTS

The Board of Directors shall have power to make investments of the funds of the Foundation and to change the same, and may from time to time sell any part of the securities of the Foundation or any rights or privileges that may accrue thereon. The Board of Directors or Executive Committee may delegate such powers to an Investment committee, pursuant to Article VI, Section 4, of these Bylaws, or to one or more Executive Officers of the Foundation. Any person or persons so designated by the Board of Directors or the Executive Committee shall have authority to execute such form of transfer and assignment as may be customary to constitute the transfer of stocks or other securities in the name of the Foundation. The nature and status of all investments of the Foundation shall be disclosed with particularity quarterly to the Board of Directors of Casa de los Niños.

ARTICLE IX

INDEMNIFICATION OF OFFICERS, TRUSTEES AND EMPLOYEES

The Foundation shall indemnify, to the maximum extent permitted by Arizona Revised Statutes §10-3850, any person who 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, or any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he is or was a Director, Officer or Employee of the Foundation or is or was serving at the request of the Foundation as a Director, Officer or Employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and against judgments, fines and amounts paid in settlement to the extent permitted by law. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of any such action, suit or proceeding to the extent permitted by law.

The Foundation may to the full extent then permitted by law and authorized by the board members, purchase and maintain insurance on behalf of any Officer, Director or Employee against any liability asserted against and incurred by any such person in any such capacity, or arising out of his status as such, whether or not the Foundation would have the power to indemnify such person against such liability.

ARTICLE X

AMENDMENTS

These Bylaws may be amended, added to, altered, or rescinded and new Bylaws adopted by a majority vote of the Board of Directors at any annual or regular meeting of the Board of Directors, or special meeting called for that purpose; provided, however, in no event shall these Bylaws be amended so as to make the Foundation other than a charitable, educational and cultural organization with the meaning of § 501 (c) (3) of the Internal Revenue Code of 1986, as may be amended. The text of any proposed amendment shall be distributed to each member of the Board together with the appropriate notice of meeting, at least ten days prior to the date of any meeting at which such amendment is to be considered.

ARTICLE XI

MISCELLANEOUS

Section 1. Independent Audit. After the end of each fiscal year, there shall be an independent audit of the records of the Foundation by a qualified certified public accountant, who shall furnish a report thereof to the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Foundation shall end on June 30 each year until changed by action of the Board of Directors .

Approved: June 27, 2013
Amended: August 23, 2013
Amended: March 27, 2022