

# BYLAWS OF TEMPE COMMUNITY COUNCIL

## ARTICLE I: Board of Directors

### Section 1.1: Number of Directors

The Board of Directors shall consist of a number of members as determined by the Board, but not more than twenty-two (22) voting members and non-voting Director ex officio(s), as determined by the Board of Directors.

### Section 1.2: Qualifications

Members of the Board of Directors shall either work or live in the city of Tempe at the time of appointment. The membership of the Board should reflect a variety of professional and personal backgrounds and expertise and the Board should consider this variety in electing new Directors.

### Section 1.3: Duties of the Board

- (1) To manage the affairs of this Council and to authorize expenditures of the funds of the organization.
- (2) To approve such changes and additions in Bylaws for the government of this Council as may be consistent with the Articles of Incorporation and designed to carry out the objectives of this Council.
- (3) To authorize such committees as it may deem expedient to carry out the objectives of this Council, and to have final responsibility for the work of all such committees.
- (4) To provide input to the City of Tempe in the hiring and review of an Executive Director and such other persons as it may deem expedient for the successful execution of the objectives of this Council.

### Section 1.4: Meetings of the Board of Directors

- (1) Quorum. A majority of the current voting members present at a duly called meeting of the Board of Directors shall constitute a quorum. A duly called meeting is called by written or oral notice at least 24 hours prior to the time and date thereof.
- (2) Manner of Acting. Each voting member of the Board is entitled to one (1) vote on all matters. The act of the 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, the Articles of Incorporation, or as otherwise provided in these Bylaws.
- (3) Notice. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice or

waiver of notice of such meeting unless otherwise required by the Articles of Incorporation or these Bylaws.

- (4) Action without Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all Directors entitled to vote consent thereto in writing specifically setting forth such action taken.
- (5) Regular Meetings. The Board of Directors shall hold not less than four (4) meetings, to be held once per quarter, during each calendar year. The meetings shall be held at such times during the year as will be most appropriate and convenient to the business of the Board and will be held at a time and place as determined by the board.
- (6) Special Meetings. Special meetings of the Board of Directors may be called by any officer of the Council or two (2) or more directors when elected may call and give notice of a meeting.
- (7) Annual Meetings. The annual meeting shall be held each year at such time and place as determined by the Board, for the purpose of electing directors and officers, and transacting such business as may come before the meeting. The annual meeting may take place during a regularly scheduled board meeting.
- (8) Communication at Regular or Special Meetings. Members of the Board of Directors may participate in any meeting of the Board of Directors by means of conference telephone, video conference, or similar communication equipment by means of which all persons participating in the meeting can hear each other and be heard, and such participation in a meeting shall constitute presence in person at such meeting.
- (9) Presumption of Assent. A Director 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 unless he or she objects at the start of the meeting or promptly on the Director's arrival to holding the meeting or transacting business thereat; his or her dissent or abstention from the action taken is entered into the minutes of the meeting; or unless he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment. Such right to dissent shall not apply to a Director who voted in favor of such action.
- (10) Meeting Procedures. The Board may adopt procedures for the conduct of meetings that allow for meetings to be open to the public except for discussions of confidential or other non-public matters.

#### **Section 1.5: Time of Election; Term of Office; Re-election and Vacancies**

- (1) Election. At the Annual Board of Directors meeting, or at any other time as determined by a vote of the Board of Directors, the Board shall elect individuals to replace the Directors whose terms have expired. The election of Directors shall be by a majority vote of the total number of sitting Directors, regardless of the number of Directors in attendance at the meeting when election takes place.

- (2) Term of Office. The term of office shall be three consecutive years beginning and ending with the fiscal year. Directors may be elected for a total of two complete terms of three years each. Any exception to the two terms restriction must be approved by a vote of two-thirds of all the Board of Directors and the vote must take place at a duly scheduled Board Meeting.
- (3) Resignation. Any Director of the Board may resign at any time, by giving written notice to the Chair of the Board and the Executive Director of the Council. Such resignation shall take effect at the time specified therein and the acceptance of such resignation by the Board shall not be necessary to make it effective.
- (4) Vacancies. Vacancies on the Board of Directors occurring prior to the Annual Board Meeting may be filled through election by the Board under the provisions as described in Section 1.5 (1). The term for all such elected Directors shall be the remainder of the term of the Director being replaced.
- (5) Absence. A Director who, without valid reason, has been absent from meetings of the Board three times in succession shall be removed from office.
- (6) Removal. A Director may be removed from the Board without cause by a vote of two-thirds of all the Board of Directors and must take place at a duly scheduled Board Meeting.

**Section 1.6: Conflict of Interest**

Should a subject arise for Board consideration that may involve such organization or entity in which a Director has a substantial interest, either directly or indirectly, he/she shall refrain from taking part in the deliberations and from voting on any matter related to the subject. Annually, each Director shall prepare and execute a Conflict-of-Interest Statement.

**Section 1.7: Compensation and Expenses**

Directors shall serve as such without compensation. Actual and reasonable expenses incurred in connection with the performance of their official duties may be reimbursed to Directors upon approval of the Board of Directors. A Director shall not be precluded from serving the Council in any other capacity or from receiving compensation for such services.

**ARTICLE II: Officers and Executive Director**

**Section 2.1: Designation of Officers**

The officers of the Council shall be a Chair, Vice-Chair, Secretary, Treasurer and Equity, Diversity, Inclusion (EDI) Liaison. Other officers, including assistant officers, may be added at the discretion of the Board of Directors. No individual shall hold two offices simultaneously.

**Section 2.2: Term of Office**

All officers shall be elected by the Board of Directors for terms of one year or until their successors are duly elected and qualified. No officer shall serve more than two consecutive terms in the same office.

### **Section 2.3: Resignation**

Any Officer of the Board may resign at any time, by giving written notice to the Chair of the Board and the Executive Director of the Council. Such resignation shall take effect at the time specified therein and the acceptance of such resignation by the Board shall not be necessary to make it effective.

### **Section 2.4: Removal**

Any Officer or agent may be removed, with or without cause, by a vote of two-thirds of the full Board of Directors whenever in its judgment the best interests of the Council will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

### **Section 2.5: Duties**

- (1) Chair. The Chair shall preside at all meetings of the Board of Directors and the membership. The Chair shall appoint all committees with the approval of the Board of Directors and shall call special meetings whenever he/she deems necessary. He/she shall be ex-officio a member of all committees except the committee to nominate future board officers.
- (2) Vice Chair. The Vice Chair shall perform the duties of the Chair in the event of his/her absence or resignation.
- (3) Secretary. The Secretary shall oversee the keeping of the minutes of the Board meetings and such books and records as the Board requires. The secretary shall perform such other services as the Board may require.
- (4) Treasurer. The Treasurer shall oversee the accounting and budgeting function of the Council.
- (5) Equity, Diversity, Inclusion (EDI) Liaison. The EDI Liaison shall provide support for the Board and committees chairs to implement EDI goals, initiatives and assuring inclusiveness on their committees and activities. The EDI Liaison will lead the appropriate related committees and/or task forces.

### **Section 2.6: Vacancies**

Vacancies occurring to officer positions shall be filled by majority vote of the Board until the expiration of the term of the vacated office. At the discretion of the Board, the unexpired term so served may not be considered as a term of office.

### **Section 2.7: Executive Director**

The Executive Director shall be hired and employed by the City of Tempe to serve as the Executive Director of the Council. The Board of Directors shall have input in the hiring process and in the duties assigned in accordance with this Council's agreement with the City of Tempe. The Executive Director shall be responsible for the general direction of the affairs and operations of the Council. The Executive Director shall hire and retain employees and contractors of the Council. The Executive Director shall supervise all the staff who are employees of the City of Tempe and assigned to work with the Council, the employees hired directly by the Council and contractors of the Council. The Executive Director shall perform such other duties as the Board may, from time to time, direct. The Executive Director or

the Executive Director's staff designee shall be ex-officio a member of all committees.

**Section 2.8: Compensation and Expenses**

Officers shall serve as such without compensation. Actual and reasonable expenses incurred in connection with the performance of their official duties may be reimbursed to Officers upon approval of the Board of Directors. An Officer shall not be precluded from serving the Council in any other capacity or from receiving compensation for such services. Nothing herein shall be construed to curtail, impair or prohibit the Council-paid compensation of any officer who is an employee of the Council.

**ARTICLE III: Committees**

**Section 3.1: General**

The Board of Directors may create one (1) or more committees. The Board of Directors shall appoint three (3) or more Directors to serve on each committee. The resolution establishing a committee shall set forth its powers and duties. At the Board's discretion, members of any committee shall serve at the pleasure of, and may be removed with or without cause at any time by the Board of Directors. A committee member may resign at any time, by giving written notice to the Chair of said committee.

A committee may exercise the powers specifically granted to it by the Board of Directors. Except as expressly provided herein, a committee is specifically prohibited from (1) authorizing any distributions (unless specifically authorized in the committee charter), (2) filling vacancies on the Board of Directors or on any of its committees, (3) fixing the compensation of Directors for serving on the Board of Directors or any committee of the board of directors, (4) adopting amendments or repealing the Articles of Incorporation or these Bylaws, (5) encumbering the assets of Corporation, (6) approving the giving of any guarantees of Corporation, (7) approving any plan of merger or consolidation of Corporation, (8) approving the sale, lease, mortgage or other disposition of all, or substantially all, of the assets of Corporation, (9) approving any fundamental change in the character or business of the Council.

**Section 3.2 Meetings and Actions**

All of the provisions of these Bylaws governing meetings and notice, waiver, quorum and voting requirements of the Board of Directors also apply to committees and their members.

**Section 3.3 Program, Project, Special and Task Force Committees**

In order to carry out the purposes of this Council, the Board of Directors may create such program, project, task force or special committees as may be, from time-to-time, necessary or feasible. These committees shall perform such duties as may be given them by the Board and shall report to the Board of Directors.

## **ARTICLE IV: Fiscal Year**

### **Section 4.1: Fiscal Year**

The fiscal year of Tempe Community Council shall begin on the first day of July and end on the last day of June in each year.

## **ARTICLE V: Rules of Order**

**Section 5.1:** The Board may adopt such rules of order and procedures as needed for Board and Committee meetings by majority vote of the quorum of the Board.

## **ARTICLE V: Amendments**

### **Section 6.1: Methods**

- (1) These Bylaws may be amended at any meeting of the Board by a majority vote of the Directors.
- (2) Any Director may propose an amendment by submitting the proposed amendment to the Board Officers, who will then present the amendment to the Board.

### **Section 6.2: Notice**

No proposed amendment shall be put to a vote unless written notice or electronic mail (e-mail) notice stating the proposed amendment shall have been mailed or sent to each Director at least seven (7) days prior to the meeting at which the proposed amendment is to be voted upon.