



WHEN RECORDED MAIL TO:

**CITY OF SAN LUIS
ATTN: SONIA CORNELIO, CITY CLERK
P.O. BOX 1170
SAN LUIS, ARIZONA 85349**

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CAPTION HEADING:

Resolution No. 1068:

Approving amended Bylaws for the San Luis Corporation for the Arts and Humanities

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CITY OF SAN LUIS
OFFICE OF THE CITY CLERK**



Resolution

NO. 1068

OFFICE OF THE
MAYOR
CITY OF SAN LUIS

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF SAN LUIS, ARIZONA APPROVING AMENDED BYLAWS FOR THE SAN LUIS CORPORATION FOR THE ARTS AND HUMANITIES; REPEALING ANY CONFLICTING PROVISIONS; AND PROVIDING FOR SEVERABILITY.

Whereas, the City of San Luis is currently the sole member of the San Luis Corporation for the Arts and Humanities, an Arizona nonprofit corporation; and

Whereas, the system of governance of said corporation is left to the bylaws of the corporation and only the sole member of the corporation may amend the bylaws; and

Whereas the City of San Luis desires to have the corporate existence and affairs of said nonprofit corporation be separated from the City;

NOW THEREFORE BE IT RESOLVED, by the Mayor and Council of the City of San Luis, State of Arizona, as follows:

Section 1: That the Amended Bylaws of the San Luis Corporation for the Arts and Humanities, as attached hereto as Exhibit "A", is hereby adopted and approved.

Section 2: The previously adopted bylaws of the San Luis Corporation for the Arts and Humanities are hereby rescinded and in the event of a conflict between the provisions of Exhibit A and any other motion, resolution, or policy of the City of San Luis, or any other bylaw of said corporation, the conflicting provisions are hereby repealed, superseded, and replaced, and the provisions of the attached Exhibit A shall govern.

SECTION 3: If any section, subsection, sentence, clause, phrase, or portion of this resolution or the bylaws attached hereto are for any reason held to be invalid or unconstitutional by the final decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of this resolution or the bylaws adopted herein.

PASSED AND ADOPTED by the Mayor and Common Council of the City of San Luis, Arizona, this 10th day of September, 2014.



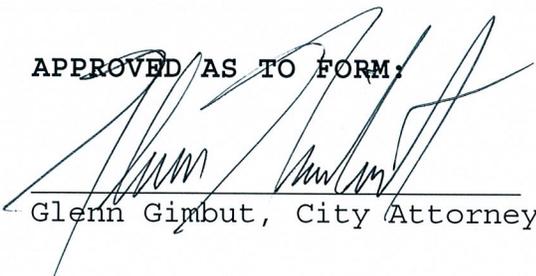
Gerardo Sanchez, Mayor

ATTEST:



Sonia Cornelio, City Clerk

APPROVED AS TO FORM:



Glenn Gimbut, City Attorney

BYLAWS OF
SAN LUIS CORPORATION FOR THE ARTS AND HUMANITIES

ARTICLE I OFFICES

The principal office of the corporation in the State of Arizona shall be located in the City of San Luis, County of Yuma. The corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Arizona a known place of business, and a statutory agent whose office may be identical with such known place of business, as the Arizona Nonprofit Corporation Act requires. The known place of business in the State of Arizona, and the address of the known place of business may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

ARTICLE II MEMBERS

SECTION 1. Classes of Members. The corporation shall have one class of members. Any natural person meeting the requirements of membership shall be eligible for membership in the corporation. An applicant shall be admitted to membership on his or her election as provided in this article and on payment of such initiation fees and dues as may be established by the Board of Directors, and the execution of a written assent and agreement to be bound by these bylaws and any amendments to them and to discharge the duties of membership as set forth in these bylaws.

SECTION 2. Election of Members. The Board of Directors shall elect members. An affirmative vote of two-thirds of the Directors shall be required for election.

SECTION 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for

the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these bylaws.

SECTION 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 6. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. An annual meeting of the members shall be held on the First Saturday in the month of November in each year, beginning with the year 20 14 at the hour of 2:00 o'clock, P.M., for the purpose of electing Directors (without cumulative voting) and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Arizona, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION 2. Special Meetings. The President, the Board of Directors, or not less than one-tenth of the members having voting rights may call special meetings of the members.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Arizona, as the place of meeting for any annual meeting or for any special meeting that the Board of Directors calls. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the known place of business of the corporation in the State of Arizona; but if all of the members shall meet at any time and place either within or without the State of Arizona, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such

SECTION 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than sixty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States and addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least a majority of the voting power of the members entitled to vote with respect to the subject matter thereof, unless the articles or these bylaws require a different amount of voting power.

SECTION 6. Quorum. The members holding one-quarter of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

SECTION 9. Voting by Mail. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail by written ballot in such manner as the Board of Directors shall determine consistent with Arizona law.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. General Powers. The Board of Directors shall manage the affairs of the

SECTION 2. Number, Tenure and Qualifications. The Board of Directors of the Corporation shall consist of at least three (3) persons but not more than nine (9) persons. Subject to the foregoing limitations, the number of Directors may be altered from time to time by a duly adopted resolution of the Board of Directors, provided that no decrease shall have the effect of shortening the term on an incumbent director. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Arizona, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board called by them.

SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. 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.

SECTION 8. Vacancies. The affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors may fill any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE V OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The same person may hold any two or more offices, except the offices of President and Secretary.

SECTION 2. Election and Term of Office. The Board of Directors shall elect officers of the corporation annually at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filed at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

corporation would be served thereby, but such re-moval shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. Vacancies. The Board of Directors may fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise, for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as the Board of Directors may prescribe from time to time.

SECTION 6. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or if there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the re-strictions upon the President. Any Vice President shall perform such other duties as the President or the Board of Directors may assign to him from time to time.

SECTION 7. Treasurer. If the Board of Directors requires, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as the President or the Board of Directors may assign to him from time to time.

SECTION 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or

accordance with the provisions of these bylaws; keep a register of the post-office address of each member which each member shall furnish to the Secretary; and in general perform all duties incident to the office of Secretary and such other duties as the President or the Board of Directors may assign to him from time to time.

SECTION 9. Assistant Treasurers and Assistant Secretaries. If the Board of Directors requires, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as the Treasurer or the Secretary or the President or Board of Directors shall assign to them.

ARTICLE VI COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof.

SECTION 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

SECTION 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules that the Board of Directors adopts.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the Board of Directors shall from time to time be determined by resolution. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

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 the general purposes or for any special purpose of the corporation.

ARTICLE VIII CERTIFICATES OF MEMBERSHIP

SECTION 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as the Board may determine. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors determine.

SECTION 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, the Secretary shall issue and deliver a certificate of membership in his name, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VIII.

ARTICLE IX BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney, may, for any proper purpose, inspect all books and records of the corporation at any reasonable time.

ARTICLE X FISCAL YEAR

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

ARTICLE XI DUES

SECTION 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

SECTION 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable, the Board of Directors may thereupon terminate his membership in the manner provided in Article III of these bylaws.

ARTICLE XII SEAL

The Board of Directors may provide a corporate seal, which, in such event, shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal." The seal shall be in the custody of the Secretary.

ARTICLE XIII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.