

**AMENDED AND RESTATED BYLAWS  
OF  
JUNIOR ACHIEVEMENT OF ARIZONA, INC.**

(Amended and Restated Effective June 26, 2017)

**ARTICLE 1  
OFFICES AND CORPORATE SEAL**

**Section 1.1. Principal Office.** The corporation shall maintain a principal office in Arizona. The corporation may maintain offices and transact business at any place designated by the Statewide Board of Directors.

**Section 1.2. Corporate Seal.** A corporate seal is not required on any instrument executed for the corporation. If a corporate seal is used, it shall be either a circle having on its circumference "Junior Achievement of Arizona, Inc.," and in the center "Incorporated 1963 Arizona," or a circle having on its circumference the words "Corporate Seal."

**Section 1.3. Territory.** The geographic territory assigned to this corporation by Junior Achievement USA, a nonprofit corporation organized and existing under the laws of the State of Colorado ("JA USA"), shall include all territory described in the US Area Operating Agreement, a contractual agreement between this corporation and JA USA ("Operating Agreement") and the Policies and Procedures Manual attached to and incorporated in it ("Policies and Procedures Manual"). The territory described in the Operating Agreement may be amended from time to time as provided in the Operating Agreement and Policies and Procedures Manual.

**ARTICLE 2  
AUTHORITY**

The operations of Junior Achievement International are international in scope and the success of the worldwide efforts depends upon the adoption by local groups of uniform standard programs in keeping with policies, methods and results worthy of the Junior Achievement name. This corporation operates pursuant to authority evidenced by, and subject to, the Operating Agreement and the Policies and Procedures Manual. This corporation will share and cooperate with JA USA in the development, promotion, supervision, and administration of the JA Programs and JA Materials as described in the Operating Agreement, maintaining the high standards of the JA Programs and JA Materials and making the JA Programs and JA Materials available to as many young people as possible. It will perform local functions in accordance with the Articles of Incorporation and Bylaws of this corporation, and to the extent required, participate in other activities of JA USA in the territory assigned to this corporation, all in accordance with the Articles of Incorporation and Bylaws of JA USA and the Operating Agreement and Policies and Procedures Manual.

**ARTICLE 3  
NO MEMBERS**

This corporation shall have no members. All rights, powers and responsibilities of this corporation, including the election of all Directors, shall be vested in the Statewide Board of Directors.

**ARTICLE 4  
STATEWIDE BOARD OF DIRECTORS**

**Section 4.1. Board Role, Size and Compensation.** The business and affairs of the corporation shall be governed, managed and directed by, and the control and disposal of the corporation's properties and funds shall be vested in, the Statewide Board of Directors, except as otherwise provided in the Arizona Nonprofit Corporation Act (A.R.S. § 10-3101 et seq.), the corporation's Articles of Incorporation or these Bylaws. The Statewide Board of Directors shall have up to fifty (50) members, but not fewer than three (3) members (each a "Statewide Director" and collectively, the "Statewide Directors"). Statewide Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, with prior written approval of the Chair of the Board of Directors.

**Section 4.2. Terms.** All Statewide Directors, except the Chair of each District, shall serve three-year terms and are eligible for re-election for up to three consecutive terms; however the terms of the District Chairs shall be concurrent with their District positions, and the Chair of the Statewide Board of Directors shall be eligible for a fourth consecutive three-year term if the Chair of the Statewide Board of Directors' third term would otherwise expire immediately after such person serves as the Chair of the Statewide Board of Directors. For purposes of term limits only, all Statewide Board members on July 1, 2016 will be deemed to have a first-term Statewide Board election date of July 1, 2016.

**Section 4.3. Qualifications.** Other than the President of the corporation (who shall be an ex officio member of the Statewide Board of Directors), no staff member or employee of the corporation shall serve as a Statewide Director. Other criteria for membership on the Statewide Board of Directors shall be as established by the Statewide Board of Directors from time to time, in its discretion, including expectations of financial support from members of the Statewide Board of Directors. The Statewide Board of Directors shall include the Chair of each District, except as provided in Section 4.5 of this Article 4.

**Section 4.4. Nomination of Directors.** Recommendations for Statewide Director nominees may be submitted to the Board Governance Committee on such date as it may establish in each year by any Statewide Director, District Board Member, or employee of the corporation. Such recommendations shall be filed with the Board Governance Committee for consideration and action by the Board Governance Committee. The Board Governance Committee shall, after giving due consideration to all such recommendations and such other persons as it may wish to

consider, and such criteria as it and the Statewide Board of Directors have established, present at a meeting of Statewide Directors its slate of Statewide Director-nominees.

**Section 4.5. Vacancies.** Any Statewide Director may resign at any time by giving written notice to the Statewide Board Chair, the President or the Secretary of the corporation. Such resignation shall take effect at the time specified therein or immediately if no time is specified, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any unfilled position or vacancy occurring in the Statewide Board of Directors for any reason may be filled by the affirmative vote of a majority of the remaining Statewide Directors present at a meeting though less than a quorum, provided that the total number of Statewide Directors shall not exceed the maximum number set out by the Statewide Board of Directors from time to time or as otherwise provided in these Bylaws. In the event that a District Chair should request not to serve as a Member of the Statewide Board of Directors, then such District Board, by a majority vote, may select another member of the Board of such District as a replacement to serve on the Statewide Board in the capacity of such District Chair. The resignation, removal, or replacement of any District Chair shall also constitute resignation, removal, or replacement of such representative from the Statewide Board, and replacement of such representative at the District level in question shall also constitute a replacement on the Statewide Board of Directors.

**Section 4.6. Removal.** Any Director or Director Emeritus elected or appointed by the Statewide Board of Directors may be removed by the Statewide Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Statewide Director or Director Emeritus so removed.

**Section 4.7. Powers.** The Statewide Board of Directors shall manage the business of the corporation and may exercise all powers of the corporation and do all lawful acts and things permitted by statute or by the Articles of Incorporation.

**Section 4.8. Place of Meeting.** The Statewide Board of Directors of the corporation must hold its meetings within the State of Arizona.

**Section 4.9. Regular Meetings.** The Statewide Board of Directors may hold regular meetings at the times and places determined by a resolution of the Statewide Board of Directors. A regular annual meeting of the Statewide Board of Directors shall be held at the time and place, determined by the Statewide Board, for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting. Notice of the annual meeting of the Statewide Board of Directors shall be given in the same manner as notice of a special meeting. There shall be no fewer than four (4) regular meetings, including any annual meeting, of the Statewide Board of Directors in each twelve (12) month period commencing July 1 in each year. A copy of the approved resolution which sets the date, time and place of regular meetings of the Statewide Board of Directors shall be provided to each Statewide Director, and to any new Statewide Director upon his or her election, and such resolution shall serve as official notice of the regular meetings of the Statewide Board of Directors.

**Section 4.10. Special Meetings.** The Chair of the Statewide Board, the President or the Statewide Secretary may, and, on written request of two Statewide Directors shall, call a special meeting of the Statewide Board of Statewide Directors on not less than five (5) days' notice to each Statewide Director personally or by e-mail, facsimile transmission, telegram or telephone, or on not less than ten (10) days' notice to each Statewide Director by mail.

**Section 4.11. Quorum.** Except as otherwise specifically provided by statute or by the Articles of Incorporation, one-third (1/3) of the members of the Statewide Board of Directors shall constitute a quorum of the Statewide Board of Directors and the concurrence of a majority of those present and voting shall be sufficient to conduct the business of the Statewide Board of Directors except as otherwise provided herein or the corporation's Articles of Incorporation. If a quorum is not present, the Statewide Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. Participation in such a meeting by means of telephonic conference or similar communication device by which all persons participating in the meeting can hear one another shall constitute presence in person at such meeting.

**Section 4.12. Presumption of Assent.** A Statewide Director who is present at a meeting of the Statewide Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Statewide Director who voted in favor of such action.

**Section 4.13. Action Without Meeting.** The Statewide Board of Directors may take any action without a meeting if all Statewide Directors consent to the action in writing, including without limitation, any such writing that is delivered via facsimile or electronic transmission. The writing or writings shall be filed with the minutes of the Statewide Board of Directors.

**Section 4.14. Waiver of Notice.** Attendance of a Statewide Director at a meeting shall constitute waiver of notice unless the Statewide Director objects at the commencement of the meeting that the meeting is not lawfully called or convened. Any Statewide Director may waive notice of any meeting by executing a written waiver of notice, including without limitation, any such waiver that is delivered via facsimile or electronic transmission.

## **ARTICLE 5 STATEWIDE OFFICERS**

**Section 5.1. Appointment of Officers.** The Statewide Board of Directors at each annual meeting shall elect the officers of the corporation including at least a Chair of the Statewide Board, a President, a Statewide Secretary, and a Statewide Treasurer. The Statewide Board of Directors may appoint such other officers and agents as it deems necessary or appropriate. Any

member of offices, except the offices of President and Statewide Secretary, may be held by the same person.

**Section 5.2. Tenure and Duties of Statewide Officers.** Statewide officers begin their terms after the meeting at which they are elected, shall hold the office for a term of one year or until their successors are elected, shall hold their offices at the pleasure of the Statewide Board of Directors, shall have the titles designated by the Statewide Board of Directors, and shall exercise the powers and perform the duties determined from time to time by the Statewide Board of Directors.

**Section 5.3. Compensation.** The compensation of the President shall be as fixed from time to time by the Statewide Board of Directors. No officer shall be prevented from receiving a salary for services rendered to the corporation other than services as a Statewide Director by reason of the fact that he or she is also a Statewide Director of the corporation.

**Section 5.4. Removal.** Any officer or agent may be removed by the Statewide Board of Directors whenever in its judgment the best interests of the corporation 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 in itself create contract rights.

**Section 5.5. Vacancies.** The Statewide Board of Directors may fill at any time a vacancy in any statewide office due to death, resignation, removal, disqualification, or otherwise.

**Section 5.6. Authority and Duties of Officers.** The officers of the corporation, except for President, shall be elected from those who are, or are about to be, Statewide Directors of the corporation, and shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, Chair of the Statewide Board, the Statewide Board, or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. The officers of the corporation may include the following, and such other officers as deemed appropriate by the Board of Directors:

5.6.1. **Chair of the Statewide Board.** The Chair of the Statewide Board shall preside at all meetings of the Statewide Board of Directors and shall perform such other duties the Statewide Board may assign.

5.6.2. **Vice-Chair of the Statewide Board.** The Vice-Chair of the Statewide Board shall, in the absence of the Chair of the Statewide Board, preside at all meetings of the Statewide Board of Directors and shall perform such other duties the Statewide Board of Directors may assign.

5.6.3. **President.** Subject to policies established by the Statewide Board of Directors, the President shall be the chief executive officer of the corporation. The President may sign deeds, conveyances, contracts, agreements, and all other instruments requiring execution on behalf of the corporation.

5.6.4. Statewide Secretary. The Statewide Secretary shall keep the minutes of the meetings of the Statewide Board and all unanimous written consents of the Statewide Board, and will see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required by law. The Statewide Secretary will be custodian of the corporate records and, in general, perform all duties incident to the office.

5.6.5. Statewide Treasurer. The Statewide Treasurer shall: (a) have the oversight responsibility for all funds and securities of the corporation, and for moneys due and payable to the corporation from any source whatsoever, including the deposit of 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 these Bylaws; (b) render to the Statewide Board at the regular meetings of the Statewide Board, or whenever they may require it, an account of all transactions and of the financial condition of the corporation; and (c) in general perform all duties incident to the office of Statewide Treasurer, and such other duties as from time to time may be assigned by the President or by the Statewide Board. The Statewide Treasurer shall confirm the preparation and filing of reports, financial statements, and returns as required by law. The Statewide Treasurer shall cause the financial records to be audited annually by an independent public accountant acceptable to the Statewide Board.

## **ARTICLE 6 STATEWIDE COMMITTEES**

**Section 6.1. Statewide Committees.** The Statewide Board of Directors may establish regular or special committees. At a minimum, the regular committees shall consist of the Executive Committee and the Audit Committee, as described below. The resolution establishing a regular or special committee shall set forth its powers and duties. In the discretion of the chairs of the various regular or special committees, persons serving on a regular or special committee need not be Statewide Directors; provided, however, that the Statewide Board of Directors must approve any persons serving on the Executive Committee or Audit Committee who are not members of the Statewide Board of Directors or Directors Emeritus.

**Section 6.2. Minutes of Statewide Committee Meetings.** The chair of each regular or special committee designated by the Statewide Board of Directors shall keep, or cause to be kept, minutes of meetings of such committees and shall file the minutes with the Statewide Secretary.

**Section 6.3. Executive Committee.** Each year, at its annual meeting, the Statewide Directors shall elect from among those who are, or are to be, Statewide Directors of the corporation as of the date of the annual meeting of Statewide Directors, an Executive Committee consisting of at least three (3) Statewide Directors.

6.3.1. The Executive Committee shall be comprised of the officers of the corporation (except the President) as described in Article 5. The President shall serve as an ex-officio member of the Executive Committee. The Statewide Board of Directors shall designate any additional Statewide Directors to serve on the Executive Committee within a reasonable time after the annual meeting of the Statewide Board of Directors. Vacancies in the Executive

Committee may be filled by the Statewide Board. Each member of the Executive Committee shall serve for a term of one year.

6.3.2. During the intervals between meetings of the Statewide Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions of the Statewide Board in the management and direction of the affairs of the corporation in all cases in which specific direction shall not have been given by the Statewide Board of Directors. In addition, the Executive Committee may possess and exercise such powers and responsibilities as delegated to it by the Statewide Board of Directors by resolution; provided, however, that such Executive Committee shall not have the authority of the Statewide Board of Directors in reference to the following matters: (a) the filling of vacancies on the Statewide Board of Directors or in any committee of the Statewide Board of Directors; or (b) the amendment or repeal of these Bylaws, or the adoption of new Bylaws; or (c) any amendment to the Articles of Incorporation.

6.3.3. All actions of the Executive Committee shall be reported to the Statewide Board of Directors at its meeting next succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept by the Statewide Secretary. A majority of the members of the Executive Committee shall constitute a quorum and, unless otherwise provided herein, an affirmative vote of a majority of the members of the Executive Committee present and voting at a meeting shall constitute approval of any action.

6.3.4. Any member of the Executive Committee may be removed, with or without cause, upon the majority vote of the members of the Statewide Board.

**Section 6.4. Audit Committee.** Members of the Audit Committee shall be nominated by the Executive Committee and approved by the Statewide Board of Directors. The Audit Committee shall be composed of no less than three (3) members of the Statewide Board of Directors, one of whom shall be the Audit Committee chair, and all of whom are, in the opinion of the Statewide Board, free of any relationship that would interfere with the exercise of their independence from management and the corporation. No staff member or employee of the corporation shall serve on the Audit Committee. At least one (1) member of the Audit Committee shall have accounting or financial management expertise. The Audit Committee shall oversee the engagement of an independent auditor to provide audit services, review the annual reports and periodic audits of the auditor, communicate the findings to the Statewide Board of Directors, and work to resolve any issues with the auditor.

## **ARTICLE 7 DISTRICT BOARDS**

**District Boards.** Local groups, known as District Boards, through which the various Junior Achievement programs can be initiated and carried out, may be established by the Statewide Board in cities and communities within the territory of the Statewide Board in accordance with the regulations prescribed by JA USA; but when so established, such District Boards shall act under the authority of the Statewide Board and their affairs shall be conducted in accordance

with its regulations. The Statewide Board of Directors shall adopt, and shall amend, from time to time as needed, certain policies, procedures and guidelines that will further define the relationship between the corporation and such Districts (the "District Policies"). Members of each District Board shall be elected as provided in the District Policies. Members of the District Board(s) are not considered to be directors of the corporation under applicable law.

## **ARTICLE 8 DIRECTOR EMERITUS**

The additional title of Director Emeritus may be added to that of any former member of the Statewide Board of Directors or a District Board by a majority vote of the Statewide Board of Directors. Directors Emeritus shall be elected from those Board Members who have served on the Statewide Board of Directors and/or a District Board with distinction and excellence. The Directors Emeritus shall be ex-officio members of the Statewide Board of Directors, but with no power to make motions or to vote and who shall not be counted in determining a quorum. The Directors Emeritus shall be invited to and may participate in all meetings of the Statewide Board, regular and special, with the exception of executive sessions of the Statewide Board of Directors. The Directors Emeritus shall have a specific term of office and requirements as determined by the Statewide Board of Directors.

## **ARTICLE 9 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS**

**Section 9.1. Indemnification.** Except as provided in these Bylaws, the corporation shall hold harmless and indemnify each of its Statewide Directors, officers, Directors Emeritus, members of the District Boards, members of the Finance and Audit Committees, employees, and agents of the corporation ("indemnitee") against any and all liability and expenses incurred by the indemnitee in connection with any threatened or actual proceeding or legal action resulting from the indemnitee's service to the corporation or to another entity at the corporation's request.

**Section 9.2. Exclusions and Limitation.** Except insofar as permitted by law, the obligations of the corporation shall be excluded or limited as to any indemnity to the extent provided under applicable statutory authority.

**Section 9.3. Procedure.** The indemnitee shall notify the corporation promptly of the threat or commencement of any proceeding or legal action with respect to which the indemnitee intends to seek indemnification. The corporation shall be entitled to assume the indemnitee's defense with counsel reasonably satisfactory to the indemnitee, unless the indemnitee provides the corporation with an opinion of counsel reasonably concluding that there may be a conflict of interest between the indemnitee and the corporation in the defense of the proceeding or legal action. If the corporation assumes the defense, the corporation shall not be liable to the indemnitee for any legal or other expense incurred by the indemnitee subject to notice of such assumption.

**Section 9.4. Settlement of Claims.** The corporation shall not be obligated to indemnify the indemnitee for any amounts incurred in settlement if settlement is made without the

corporation's prior written consent. The corporation shall not enter into any settlement that would impose any penalty or limitation on the indemnitee without the indemnitee's prior written consent. Neither the corporation nor the indemnitee will unreasonably withhold consent to any proposed settlement.

**Section 9.5. Effect of Repeal.** In order that an indemnitee may rely on the indemnification promised by this Article 9, no repeal or amendment of this Article 9 shall reduce the right of an indemnitee to payment of expenses or indemnification for acts of an indemnitee taken before the date of repeal or amendment.

## **ARTICLE 10 CONFLICT OF INTEREST**

**Section 10.1. Conflict Defined.** A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, Statewide Directors and Statewide officers of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest." An "interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

**Section 10.2. Disclosure Required.** Any possible conflict of interest shall be disclosed to the Statewide Board of Directors by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Statewide Board, the interested person shall call it to the attention of the Statewide Board or its appropriate committee and such person shall not vote on the matter; provided however, any Statewide Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Statewide Board or a committee thereof.

**Section 10.3. Absence from Discussion.** The person having the conflict shall retire from the room in which the Statewide Board or committee thereof is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Statewide Board or committee thereof with any and all relevant information.

**Section 10.4 Minutes.** The minutes of the meeting of the Statewide Board or committee thereof shall reflect that the conflict of interest was disclosed and that the interested person was not

present during the final discussion or vote and did not vote. When there is uncertainty as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Statewide Board of Directors or committee thereof, excluding the person concerning whose situation the uncertainty has arisen.

**Section 10.5. Annual Review.** A copy of the conflict of interest statement shall be furnished each director, officer and staff member who is presently serving the corporation, or who may hereafter become associated with the corporation, each of whom shall execute on an annual basis a conflict of interest declaration and disclosure form approved by JA USA or set forth in the Policies and Procedures Manual. This policy shall be reviewed annually for the information and guidance of directors, officers and staff members. Any new directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

## **ARTICLE 11 MISCELLANEOUS**

**Section 11.1. Account Books and Minutes.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Statewide Board and committees. All books and records of the corporation may be inspected by any Statewide Director for any proper purpose at any reasonable time.

**Section 11.2. Fiscal Year.** The fiscal year of the corporation shall be July 1 through June 30, inclusive.

**Section 11.3. Conveyances and Encumbrances.** Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Statewide Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by the applicable law.

**Section 11.4. Loans to Directors and Officers Prohibited.** No loans shall be made by the corporation to any of its Statewide Directors or Statewide officers. Any Statewide Director or Statewide officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

**Section 11.5. No Private Inurement.** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Statewide Directors, Directors Emeritus, Statewide officers, or other private persons; provided however that except as otherwise provided in these Bylaws, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes of this corporation.

**Section 11.6. Severability.** The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

**Section 11.7. Amendments.** These Bylaws may be repealed, altered or amended or substitute Bylaws may be adopted by a majority of the Statewide Directors then serving at a meeting of the Statewide Board of Directors, or by the unanimous written consent of the Statewide Directors at any time, and provided further, that such proposed amendment or amendments are approved by JA USA.

\_\_\_\_\_  
\_\_\_\_\_, President

ATTEST:

\_\_\_\_\_  
\_\_\_\_\_, Statewide Secretary