



PO Box 2576 Mesa, Arizona 85214-2576 \* (800)385-3275  
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## **BYLAWS OF THE EXTRA CREDIT SHOW**

### **ARTICLE I NAME; OFFICES; AGENT**

Section 1. Name. The name of this Corporation is “The Extra Credit Show” (the “Corporation”).

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors (the “Board”), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the “ANCA”).

### **ARTICLE II BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors and such staff as the Board may employ.

Section 2. Number and Qualifications of Directors.

- (a) Number. The number of Directors shall be as determined by the Board from time to time and shall serve for the term provided in Section 4 of this Article. No amendment to these Bylaws shall reduce the number of directors to less than the number required by the ANCA.
- (b) Qualifications. Each Director shall be a person of experience and good reputation in the community who will actively support the goals and objectives of the Corporation and who is willing to contribute his or her time and effort to achieve such goals and objectives. Directors shall have other such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.
- (c) Ex Officio Director. The Executive Director of the Corporation shall be an ex officio Director of the Corporation without voting rights. The ex officio Director shall be included in the total number of Directors authorized in subsection (a) above.

Section 3. Election of Directors.

- (a) Initial Directors. The initial Directors named in the Articles of Incorporation, organizational meeting minutes, or consents in lieu of the organizational meeting shall serve until the first annual meeting of the Board.



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- (b) Successor Directors. Successor Directors, other than any ex officio Director, shall be elected by the affirmative vote of a majority (51%) of the Directors then in office at the annual meeting of the Board in the year a vacancy will occur.

Section 4. Term of Office. Directors, other than any ex officio Director, shall hold office from the close of the annual meeting for a term of one (1) year, or until their successors have been elected and qualified.

Section 5. Compensation. Directors of the Corporation shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

Section 6. Resignation. A Director may resign at any time by filing a written resignation with the Executive Director or the Secretary of the Corporation. Failure of a Director to attend three (3) consecutive meetings or one-half of the meetings in a calendar year shall be deemed a resignation by the Director.

Section 7. Removal. A Director may be removed from office with or without cause by the vote of a majority (51%) of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

Section 8. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of Directors, the Directors may fill the position at any regular meeting or at any special meeting called for the purpose of electing a director; provided, however, that for the purpose of counting term limits, the newly elected director's term will be counted as beginning on the date of the first annual meeting following his or her election.

### **ARTICLE III MEETINGS OF THE BOARD**

Section 1. Annual Meeting. The annual meeting of the Board shall be held at such time and place as the Executive Director, or in the absence of action by the Executive Director, as set forth in the notice given, or waiver signed, with respect to such meeting. At the annual meeting, the incumbent Directors shall elect new Directors to fill any vacancies on the Board, who shall then elect officers and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.



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Section 2. Regular Meetings. The Board may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the Executive Director or Secretary, and shall be called by the Secretary on the written request of any twenty percent (20%) of the Directors.

Section 4. Meetings by Telephone or Other Communication Technology. Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 5. Place of Meetings. All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Arizona as designated by the Board, by any persons entitled to call a meeting, or by waiver of notice signed by all of the Directors.

Section 6. Notice and Waiver of Notice.

- (a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each Director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. The purpose of and the business to be transacted at any special meeting of the Board need not be specified in the notice or waiver of notice of such meeting unless required by the ANCA.
- (b) Methods of Giving Notice. Notice of any annual or special meeting of Directors, and any other notice required to be given under these Bylaws or the ANCA may be communicated in person, by telephone, e-mail, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.
- (c) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the ANCA or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.



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Section 7. Electronic Mail. Any action which may be accomplished, or is required to be accomplished, in writing under these Bylaws or the ANCA, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

Section 8. Quorum. A majority (51%) of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors. If less than a quorum is present when a meeting is convened, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting; No Proxies. At any meeting of the Board, every Director entitled to vote shall have one vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the Corporation. No proxies shall be permitted.

Section 10. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of the ANCA, to be taken at a meeting, or any other action which may be taken at a meeting, 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 entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting.

Section 11. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a 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 Director who voted in favor of such action.

Section 12. Minutes. Written minutes of the business conducted at meetings of the Board shall be kept and retained at the Corporation's principal office, open for inspection by any director at all reasonable times.

Section 13. Director Deadlock. In the event the Board votes are deadlocked, but only if so required by the written request of any director delivered to the Executive Director, the Board shall, within thirty (30) days after receipt of such written request, appoint a mutually-agreed upon neutral mediator to aid the Board in facilitating the decision-making process. If, after appointing the mediator, the deadlock persists for a period not to exceed 60 days after the original deadlock vote, the Board shall, within ten (10) days thereafter, agree upon a neutral, qualified arbitrator who shall have the authority to issue a decision on



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the issue upon which the Board is deadlocked such decision shall be binding on the Corporation and on each Director.

#### **ARTICLE IV OFFICERS**

Section 1. Number. The principal officers of the corporation shall be an Executive Director, a Chairman, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office. The Chairman, Vice Chair, Secretary and Treasurer shall be voting members of the Board of Directors. The Executive Director shall be a non-voting ex officio member of the Board.

Section 2. Election and Term of Office. The officers of the Corporation, other than the Executive Director serves at the pleasure of the Board, without any term, shall be elected each year by the Board at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided. The Chairman should serve a maximum of two (2) terms.

Section 3. Resignation. Any officer may resign at any time by delivering written notice to the Executive Director, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board, 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 shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 7. The Executive Director. The Executive Director shall be the principal executive officer of the Corporation and, subject to the oversight of the Board, shall in general supervise and control all of the day to day business and affairs of the Corporation. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Executive Director. In general, the Executive Director shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time.



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Section 8. Chair of the Board. The Chair of the Board shall call and preside at all meetings of the Board of Directors, shall be, ex officio, a voting member of all committees of the board of Directors, and shall be the liaison between the Executive Director and the Board of Directors.

Section 9. Vice-Chair of the Board. The Vice-Chair shall serve in the absence of the Chair or in the event of the Chair's death or inability or refusal to act.

Section 10. The Secretary. The Secretary shall:

- (a) keep the minutes of the Board' meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records; and
- (d) (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Director or by the Board.

Section 11. The Treasurer. The Treasurer shall: (a) oversee the development and observation of the organization's financial policies, budgeting, reporting to the Board and serve as Chair of the Finance Committee; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

Section 12. Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

Section 13. Compensation. Officers of the Corporation, other than the Executive Director who is a staff member, shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

## **ARTICLE V CONFLICTS OF INTEREST**

Section 1. Conflict of Interest Procedure. Each director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy as may be amended by the Board from time to time.



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Section 2. Disclosure of Conflicts. Each director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall annually complete and sign the form of the Corporation's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

## **ARTICLE VI COMMITTEES**

Section 1. Board Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees may consist of one or more Directors of the Corporation.

- (a) Powers Reserved to the Board. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any resolution of the Board; or (v) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- (b) Executive Committee. The Board by resolution may create an Executive Committee consisting of three (3) or more Directors designated by the Board, having such powers and duties, not inconsistent with subsection (a) hereof or any existing delegation of powers to a committee of Directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. Additionally, the Executive Committee shall have and may exercise when the Board is not in session all of the powers of the Board in the management of the business and affairs of the Corporation other than the powers listed in subsection (a) hereof; provided, however, that all actions of the Executive Committee shall be presented at the next meeting of the Board.
- (c) Participation by Non-Directors. A person who is not a Director may be appointed to any committee of the Board except the Executive Committee; provided, however, that such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.
- (d) Removal; Authority of the Board. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action, including any action by the Executive Committee, is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.
- (e) Term. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the next annual meeting of the Corporation, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.
- (f) Committee Rules. Each committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters



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relating to its procedure that are consistent with the Articles, the Bylaws and Board applicable resolutions.

Section 2. Advisory Committees. The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not Directors and who the Board deems appropriate to serve on such committee. The Board at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board. Such advisory committees shall advise with and aid the officers and Directors of the Corporation in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

## **ARTICLE VII MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. The Executive Director shall have authority to sign, execute and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board. Except as otherwise provided by the ANCA or directed by the Board, the Executive Director may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Corporation.

Section 4. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board may select.



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**ARTICLE VIII  
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority (51%) of the Directors then in office at any regular or special meeting thereof.

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Certified a true and correct copy of the Bylaws adopted on September 13, 2017 by the Board of The Extra Credit Show.

Norma Barranca, Secretary