



# AMENDED AND RESTATED BYLAWS

## ARTICLE 1. ORGANIZATION

**Section 1.1 Name:** The Arizona Women Leading Government (AZWLG), a Non-Profit Corporation.

**Section 1.2 Purpose:** AZWLG provides professional development, networking, and mentoring opportunities statewide to:

- a. Strengthen the position of women by preparing aspiring, emerging professionals for leadership posts in government; and
- b. Increase the number of women in executive government positions throughout the State of Arizona.

**Section 1.3 Principal Office and Staff:** Principal Office shall be at the Arizona League of Cities and Towns office at 1820 West Washington, Phoenix, Arizona 85007. As prescribed in Article 2, the Leadership Board may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall be a member of the Arizona League of Cities and Towns staff and have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Leadership Board. No officer, Executive Committee member, or member of the Board may individually instruct the Executive Director or any other employee. The Executive Director shall provide reports requested by the Board and the Executive Committee, as required. The Executive Director, or their staff, shall be an ad-hoc member of all committees.

## ARTICLE 2. LEADERSHIP BOARD

**Section 2.1 General Powers:** The affairs of the AZWLG Non-Profit Corporation shall be vested in the Board of nine (9) Board members, known as the AZWLG Leadership Board, and who are active in good standing.

- a. Any active member, who is also serving in an existing government position, may submit their name to serve as the President-Elect or one of the Directors that are not designated, members.
- b. Any active member may submit their name to serve in one of the designated member roles when there is a vacancy on the Board.

**Section 2.2 Structure:** The number of Leadership Board members shall be nine (9) members, including one (1) Past President; (1) President (who also serves as meeting chair), one (1) Vice-President (who also serves as President-Elect), and who serves as an Executive Committee of the Leadership Board, six (6) members at large "Directors," of which two (2) of these positions may serve as "Designated" voting members to ensure representation of particular expertise on the Board, such as retired government staff/officials, private sector, non-profit or education.

**Section 2.3 Terms:** Board member elections will be staggered bi-annually to provide for long-term, overall leadership consistency.

Executive Committee positions will be a total of three years, starting with the election of Vice President/President Elect, and serving in each subsequent position (President and Past President) for one year each.

General Leadership Board positions are two-year terms, and Board members shall serve their term until their successors are installed by election or appointment.

- a. **Limits:** General Board members shall serve no more than two consecutive two-year terms.
- b. **Resignation:** A Board member may resign at any time by filing a written resignation with the President.
- c. **Notice of Election:** Before the Annual Meeting, vacant Board seats will be announced along with details of the application period. Any active member in good standing may apply.
- d. **Timing:** The members of the Leadership Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors are elected. All members of the Leadership Board must be approved by a majority vote of the AZ WLG general members voting electronically or by ballot at or just before the Annual Meeting unless there is only one applicant per vacant seat. In this case, the Leadership Board shall appoint the applicant by majority vote.

**Section 2.4 Subcommittees:** The Leadership Board will determine the Subcommittees. The Leadership Board will appoint a minimum of one Leadership Board Director to participate in each subcommittee.

**Section 2.5 Duties:**

- a. **Duties of the Past President:** In addition to meeting Article 2 Bylaws, the Past President shall serve the President and President-Elect/Vice President in an advisory capacity and serve as a member of the Leadership Board's Executive Committee and Nomination Committee. In addition, if both the President and President-Elect are not available at a meeting, the Past President will chair meetings on the President's behalf.
- b. **Duties of the President:** In addition to meeting Article 2 Bylaws, the President shall be the principal executive officer of this organization and shall, in general, manage and direct all its business affairs. If legal action is taken against the chapter, the President and/or legal counsel will receive legal services on behalf of the AZ WLG in coordination with League Staff. The President shall perform all duties incumbent to the office and such other duties as the Leadership Board may have prescribed from time to time.
- c. **Duties of the Vice President, also known as President-Elect:** In addition to meeting Article 2 Bylaws, the Vice President/President-Elect shall assume the duties of the

President and serve as presiding officer in the absence of the President and shall carry out such duties as delegated by the President. The Vice President/President-Elect shall automatically assume the office of President when that office is vacated.

- d. **Duties of the Secretary:** In addition to meeting Article 2 Bylaws, the Secretary, appointed from amongst the Board, and working with League staff, shall be responsible for keeping all records of the organization including, but not limited to, the minutes of the membership meetings, the Leadership Board meetings, all correspondence and other such records that may be required.
- e. **Duties of the Treasurer:** In addition to meeting Article 2 Bylaws, the Treasurer, appointed from amongst the Board, and working with League staff, shall be responsible for all financial records of AZ WLG as the Leadership Board shall determine. The Treasurer, working with League staff, shall be responsible for ensuring the AZ WLG corporation filings are completed, updated when needed, and accurate.
- f. **Duties of members at Large Directors:** Directors are voting members, responsible for attending all Leadership Board meetings, and asked to lead special initiatives and/or represent the Board on subcommittees.
- g. **Duties of members at Large Designated Board Members:** Designated members are voting members of the Leadership Board. Their purpose is to represent an interest or perspective, including for-profit agencies, non-profits, academia, or government retirees. All Designated members shall be directly or indirectly involved or linked to the government in a manner deemed relevant to the Nominating Committee. Designated members will be asked to lead special initiatives and/or represent the Board on subcommittees.

## **Section 2.6 Board Meetings**

- a. The presence, in person or through electronic means, of a majority of current Leadership Board members, i.e., five (5) or more, will be necessary at any meeting to constitute a quorum to transact business. Only the President can determine if a meeting should continue if a quorum is not present.
- b. Each member of the Leadership Board shall attend, whether in person or by telephone call-in, as many Leadership Board meetings as possible, but no fewer than one-half of the quarterly meetings scheduled and conducted.

**Section 2.7 Executive Committee:** The Past President, President, and Vice President/President-Elect shall serve as the Leadership Board Executive Committee and be administratively supported by League Staff. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Leadership Board in the intervals between meetings of the Leadership Board and when serving as the Nominating Committee.

**Section 2.8 Nominating Committee:** The Executive Committee shall become the Leadership Board Nominating Committee to make nominations to fill Board vacancies. At the Annual Meeting, the general membership will be provided with the nominations for concurrence. The Nominating Committee will make all efforts to balance Board representations, as defined by geographic location, community size, level of government, and diversity.

**Section 2.9 Advisory Committees:** The President may create one or more advisory committees. Each such committee may consist of any number of members who are not Board Members and who the Board deems appropriate to serve on such committee. In addition, the Board at any time may appoint additional members to advisory committees. The members of any such committee share serve at the direction of the Board. Advisory committees share advice and aid the Directors of AZWLG in all matters designated by the Board.

**Section 2.10 Elections:** The recommendations of the Nominating Committee will be officially voted on by the general membership at or just before the Annual Meeting.

**Section 2.11 Meetings:** Meetings will be planned and scheduled by the President or a member of the Executive Committee. The President shall chair any meeting of the Leadership Board. If the President is unavailable, the Vice President/President-Elect will lead the meeting, followed by the Past President. Meetings will follow a prepared agenda and may be conducted informally or using parliamentary procedure, by reference to Robert's Rules of Order, at the sole discretion of the meeting chair. Reasonable notice about the meeting called, and the agenda will be provided to the Leadership Board by the President and/or the President's designee.

**Section 2.12 Special Meetings:** Special meetings of the Leadership Board may be called by or at the request of the President or any two members of the Leadership Board.

**Section 2.13 Vacancies:** In the event a vacancy occurs in the Board from any cause, the Nominating Committee shall fill the vacancy by appointment, with the advice and consent of the Board and by a majority vote of the remaining Board members at a regular or special meeting. The appointed Board Member shall serve the unexpired portion of the term for which appointed.

**Section 2.14 Forfeiture:** Any member of the Leadership Board who fails to fulfill requirements as outlined in Article 2 of these bylaws may be asked by a majority vote of the Board to forfeit one's seat on the Board. The Secretary shall notify the Board member in writing of the Board's decision to declare the position vacant and proceed to fill the vacancy immediately.

**Section 2.15 Informal Actions:** With the Board President and Vice-President's concurrences, any Board member may conduct informal meetings to plan and complete work and provide a written summary of the recommendation or conclusion to the entire Board at the next regular meeting.

### **ARTICLE 3. MEMBERSHIP**

**Section 3.1 Eligibility:** AZWLG membership shall be open to government professionals and others who support the AZWLG purpose. Membership guidelines follow.

- a. **Emerging Leaders:** students, interns, or other individuals actively seeking a future career and/or advancement in government.
- b. **Existing Government Leaders:** those currently serving in or retired from a position in local, county, state, or federal government, including interested elected officials. Also included are quasi-government representatives, such as non-profit leaders and higher education faculty.
- c. **Business Partners:** for-profit agencies, consultants who serve and/or contract with the government.

**Section 3.2 Qualifications:** To be in good standing, members shall comply with all AZWLG policies applicable to members shall have paid, and continue timely to pay, the dues required of them under the particular class of membership they select.

**Section 3.3 Dues:** The amount for each membership year will be established annually by the majority vote of the Leadership Board.

**Section 3.4 Annual Meeting.** The Annual Meeting of the members shall be to receive the President's annual report and the installation of officers and directors and any other business that may arise. In addition, the President will provide a report of the AZWLG's activities and the financial condition.

#### **ARTICLE 4. INDEMNIFICATION**

**Section 4.1 General:** To the full extent authorized under the laws of the State of Arizona, the Corporation shall indemnify any officer, employee, or agent, or former member, officer, employee, or agent of the Corporation, collectively 'indemnitee,' against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party because of being or having been such member, director, officer, employee, or agent. This indemnification shall be mandatory in all circumstances, with indemnification is permitted by law.

#### **ARTICLE 5. BOOKS AND RECORDS**

**Section 5.1 General:** AZWLG shall keep complete books and records of account and minutes of the proceedings of the Leadership Board. All such data shall be available at the principal office for AZWLG for inspection at any reasonable time by any AZWLG Officer or Board Member.

#### **ARTICLE 6. AMENDMENTS**

**Section 6.1 Articles of Incorporation:** The Articles may be amended in any manner at any regular or special meeting of the Leadership Board with a quorum, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Board Member at least 30 calendar days.

**Section 6.2 Bylaws:** The Bylaws may be amended in any manner at any regular or special meeting of the Leadership Board with a quorum, provided that specific written notice of the proposed amendment of the Bylaws setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Board Member at least 30 calendar days.

#### **ADOPTION OF BYLAWS**

We, the undersigned, are the initial incorporators of this Corporation. Accordingly, we consent to, and hereby do, adopt the preceding Bylaws, consisting of the five (5) preceding pages, as the Bylaws of the Arizona Women Leading Government, or AZWLG.

\*Adopted on February 10, 2020

\*Amended September 15, 2021

\*Amended December 6, 2023

\*Amended January 14, 2025