



**AMENDED AND RESTATED
BYLAWS OF
THE ARIZONA COMMERCE
AUTHORITY**

**SECTION ONE
NAME AND CHARACTER**

The name of this Authority is the Arizona Commerce Authority (the "Authority"). The Authority has been created and organized pursuant to the provisions of A.R.S. § 41-1501 *et seq.*, as amended from time to time (the "Act").

**SECTION TWO
OFFICES AND CORPORATE SEAL**

2.1 Principal Office. The known place of business and current mailing address of the Authority is 118 N. 7th Avenue, Suite 400, Phoenix, Arizona 85007.

2.2 Other Offices. The Authority may maintain offices at such other place or places, as may be designated from time to time by the Board of Directors (the "Board"), where the business of the Authority may be transacted with the same effect as though done at the principal office.

2.3 Seal. A seal shall not be required to establish the validity of any instrument executed by or on behalf of the Authority, but, nevertheless, if in any instance a seal is used, the same shall, at the pleasure of the officer affixing the same, be either: (a) a circle having on the circumference thereof "The Arizona Commerce Authority," and in the center "Organized 2011 – Arizona" or (b) a circle containing the words "Authority Seal" on the circumference thereof.¹

**SECTION THREE
BOARD OF DIRECTORS**

3.1 Appointment. Members of the Board shall be appointed and serve terms in accordance with the provisions of the Act.² Ex officio members of the Board without the power to vote shall be appointed in accordance with the Act.³

3.2 Powers and Duties. The members of the Board shall have those powers and duties set forth in the provisions of the Act and as may be afforded by and subject to the limitations and restrictions of applicable law, as amended from time to time. The Board shall approve the annual budget for the Authority and any material revisions thereof.

¹ Derived from A.R.S. § 41-1504(A)(1).

² A.R.S. § 41-1502.

³ A.R.S. § 41-1502(A)(4).

3.3 Time and Place of Meetings: Notice of Meetings: Agenda. All business meetings of the Board shall be held on such a date and at such time and place as may be fixed from time to time by the Chairperson. Any meeting held by the Board, except as provided in A.R.S. § 41- 1502(1), is subject to the notice provisions of, and must be open to the public in accordance with, A.R.S. §§38-431 *et seq.* The Chairperson shall set the agenda for each Board meeting. The Chairperson shall preside at the meetings of the Board. At each Board meeting, members shall be given the opportunity to identify items they wish to have placed on future agendas.

3.4 Quorum/Voting. A majority of the voting membership of the Board, which must include the Chairperson and the Chief Executive Officer, shall constitute a quorum, and the concurrence of a majority of those present and entitled to vote shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or other applicable law.⁴

3.5 Telephonic Communication. Unless otherwise prohibited or restricted by statute or resolution of the Board, meetings of the Board may be held by means of a conference telephone call or similar communications equipment arrangement that allows all persons participating in the meeting to hear each other. Participation by means of communications equipment shall constitute presence in person at the meeting. Any member participating telephonically shall identify himself or herself whenever he or she makes a comment.

3.6 Resignation. A voting member of the Board may resign from the Board at any time. Notice of resignation from the Board must be delivered in writing and received by the Chairperson.⁵ The resignation will become effective ten calendar days following delivery of the notice unless the notice specifies a later date or the Chairperson waives the ten-day period.

3.7 Removal. Members of the Board shall be automatically removed without action of the Board upon the occurrence of any of the following:

- a. The death of the member.
- b. Insanity of the member, judicially determined.
- c. The member ceases to be a resident of the state.
- d. The member fails to attend at least three (3) consecutive regular meetings of the Board, without excuse reasonably acceptable to the Chairperson.
- e. Conviction of the member of a felony or an offense involving a violation of the member's official duties to the Authority.⁶

3.8 Vacancies. Any vacancy in any of the Board positions shall be filled in accordance with the provisions of the Act and by other provisions of law by the elected official who made the prior appointment to the vacant position, or by such official's successor. Such official or such official's successor shall be notified in writing of the existence of the vacancy.⁷

⁴ A.R.S. § 41-1502(G).

⁵ Based on A.R.S. § 38-294(7).

⁶ Analogous to A.R.S. § 38-291.

⁷ See A.R.S. §§ 41-1502; 38-292

3.9 Executive Session. The Board may convene executive sessions pursuant to Article 3.1, Chapter 3, Title 38 of the Arizona Revised Statutes.

3.10 Records. The Board shall keep and maintain a complete and accurate record of all of its proceedings. Public access to the Board's records is subject to A.R.S. § 41-1504(L).

SECTION FOUR OFFICERS

4.1 Chief Executive Officer. Pursuant to the Act, the Board shall hire a Chief Executive Officer of the Authority.

a. The Board shall prescribe the terms and conditions of employment for the Chief Executive Officer.

b. The Chief Executive Officer shall have such duties as are directed by the Board and as prescribed by the Act.

c. The Chief Executive Officer shall have authority to hire the Authority's employees and prescribe the terms and conditions of their employment as are necessary to carry out the purposes of the Authority, subject to any hiring policies of the Authority approved by the Board.⁸

4.2 Contracts and Commitments. The Board and Chief Executive Officer have concurrent authority under the Act to enter into obligations or contracts, or to execute or deliver instruments, on behalf of the Authority ("**Contract Authority**"). Except as otherwise provided by the Act, applicable law, and Authority policies, the Board may authorize, by resolution or other writing, specific officers to exercise the Board's Contract Authority, and such authorization may be general or confined to specific circumstances. Each officer so authorized may delegate such authorization but only if and to the extent that such delegation is set forth in a document signed by such officer and filed with the Chairperson. The Chief Executive Officer may also delegate his or her Contract Authority but only to the extent the Chief Executive Officer so designates in a document signed by the Chief Executive Officer and filed with the Chairperson. Any authorization or delegation under this section may be withdrawn at any time by the Board or officer, as applicable, by filing a writing with the Chairperson and giving notice to the person to whom the authorization was previously granted.

SECTION FIVE EXECUTIVE COMMITTEE AND SUBCOMMITTEES OF THE BOARD

5.1 Executive Committee and Subcommittees. The Board establishes the Executive Committee and the Chairperson may establish or disband subcommittees of the Board, as follows:

a. *Executive Committee.* The Executive Committee shall consist of the Chairperson, the Co-Chairperson, the Chief Executive Officer and additional voting

⁸ A.R.S. § 41-1503(C).

members of the Board elected by the Board.⁹ The Chairperson shall be the chairperson of the Executive Committee. To the extent provided by the Board in a resolution, the Executive Committee shall have and may exercise all the authority of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in the following matters: (a) the filling of vacancies on the Board or on any committee; (b) the amendment or repeal of these bylaws; (c) the removal of any member of the Board or (d) the adoption, amendment repeal of any Authority policies.

b. *Board Subcommittees.* Standing and other subcommittees of the Board may be created or disbanded from time to time by the Chairperson as dictated by the needs of the Board in the judgment of the Chairperson.¹⁰

5.2 Meetings of the Executive Committee and Subcommittees. All Executive Committee and subcommittee meetings of the Board shall be held on such date and at such time and place as may be fixed from time to time by the chairperson of the Executive Committee or subcommittee. Any such meeting, except as provided in A.R.S. § 41-1502(!), is subject to the notice provisions of, and must be open to the public in accordance with, A.R.S. §§ 38-431 *et seq.* The Executive Committee or subcommittee chairperson shall set the agenda for each such meeting and shall preside at such meeting. At each such meeting, members shall be given the opportunity to identify items they wish to have placed on future agendas.

5.3 Telephonic Communication. Unless otherwise prohibited by statute or resolution of the Board, meetings of the committees may be held by means of a conference telephone call or similar communications equipment arrangement that allows all persons participating in the meeting to hear each other. Participation by means of communications equipment shall constitute presence in person at the meeting. Any member participating telephonically shall identify himself or herself whenever he or she makes a comment.

5.4 Tenure of Committee Members. Except in the case of resignation, disqualification, expiration of term, removal or the inability to serve for any reason, each member of any committee shall hold office until his or her successor is elected and qualified.

SECTION SIX INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Each the Authority's directors, officers, employees and agents (each an "**Indemnitee**") is entitled to indemnification to the extent provided by, and subject to, applicable law. An Indemnitee shall notify the Authority promptly of the threat or commencement of any proceeding or legal action with respect to which the Indemnitee intends to seek indemnification. The Authority's procedure for handling an event of indemnification shall be as set forth by the State or the Arizona Department of Administration.

⁹ A.R.S. § 41-1502(D).

¹⁰ *Id.*

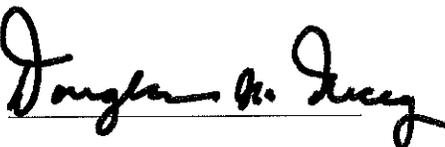
SECTION SEVEN
REPEAL, ALTERATION OR AMENDMENT

These bylaws may be repealed, altered or amended, or substitute bylaws may be adopted, only by vote of a majority of the Board.

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ADOPTION FOLLOWS]

CERTIFICATE OF ADOPTION

The undersigned, the Chairperson of the Authority, does hereby certify that the Board of Directors of the Arizona Commerce Authority adopted the foregoing Amended and Restated Bylaws pursuant to a motion of the Board of Directors dated the 14th day of September 2017.

By: 

Name: Governor Doug Ducey
Title: Chairperson