

**NON-PROFIT BYLAWS OF the Surprise Original Townsite Stakeholders
Committee, an Arizona nonprofit corporation**

ARTICLE 1. NAME. The name of this nonprofit Corporation is: the Surprise Original Townsite Stakeholders Committee (as referred to for the entirety of this document the "Corporation/Board of Directors").

ARTICLE 2. PRINCIPAL OFFICE. The principal office of the Corporation is stated in the Articles of incorporation unless otherwise designated by the Board of Directors from time to time.

ARTICLE 3. PURPOSES. The Corporation/Organization shall be operated exclusively for/to this committee has been formed to organize local events in the surprise original townsite area and is a non-profit organization. All funds collected will be used for special events such as local founder's day and any other events approved by the committee benefiting our local residents as well as historical preservation projects focusing on the original townsite area.

ARTICLE 4. MEMBERSHIP.

4.1. Membership shall consist only of the members of the Board of Directors.

ARTICLE 5. BOARD OF DIRECTORS

5.1. Board Composition. After the organizational meeting, The Committee shall have up to 11 members, but no fewer than one (7) Committee members. The number of Committee members may be increased beyond 11 members by the affirmative vote of a simple majority of the then-serving members. A Committee member must be a resident of Surprise.

Current List of members as of November 8, 2023:

Sherry Ann Aguilar, Committee Chair

Rachel Villanueva, Vice-Chair

Elio Lemus, Secretary

Priscilla Duenaz, Treasurer

Other Members:

Jennifer Aguilar

Elodia Fernandez

Ismael Gonzalez

Christina Ramirez

Sylvia Rivera

Nancy Sagasta

(One Vacant position)

5.2. Changes. The Board may, by a majority vote, add, change or delete the number of Directors serving at any given time on the Board.

5.3. Term of Directors. There is no specified term limits for the members of this board.

5.4. Meetings Quorum. The Board of Directors should meet at least annually at a time and place determined by the Chair of the Committee. General or Special Meetings may be called on two (2) days notice (at least 24 hours in advance). The presence of a majority of the Directors on the Board shall constitute a quorum.

5.5. Attendance. A Board Member whose record of attendance at Board meetings is deemed unsatisfactory or whose behavior is contrary to the best interests of the Corporation may be removed by a majority vote of the Directors.

5.6. Replacement. The Board of Directors may select a person to replace any Director who has resigned, and that person shall serve out the remaining term of the resigned Director.

5.7. Conflicts. A person is not eligible for service on the Board if any of that person's other civic positions or interests are adverse to the interests of the Corporation.

5.8. Notice. Notice of any meeting or special meeting of the Board of Directors shall be given at least two (2) days prior and will be sent to each member by email and posted on social media for public notification. All members of this board are open to the public.

5.9. Electronic Meetings. Members of the Board of Directors may participate in a regular or special meeting through use of conference telephone or similar electronic communications equipment due to illness or being out of town, so long as all Board Members participating in the meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting. Notification must be given prior to the meeting to the Chair or Vice-Chair.

5.10. Appointment and Election of Directors. The current Board members shall elect the Board of Directors.

5.11 The Corporation/Organization shall be operated exclusively for/to this committee has been formed to organize local events in the surprise original townsite area and is a non-profit organization. All funds collected will be used for special events such as local founder's day and any other events approved by the committee benefiting our local residents as well as historical preservation projects focusing on the original townsite area.

5.12 Initial (Organizational) Meeting of the Board of Directors. There shall be a meeting of the Board of Directors, including all newly appointed Directors, at which time the Board should select a Chair to serve for the coming year and elect the corporate officers.

5.13. Employees. There shall be No employees of this Corporation. All members are strictly volunteer.

ARTICLE 6. GOVERNANCE.

6.1. Board of Directors. The Corporation's governance and its implementation of activities necessary to meet the goals and objectives set by the Board is the responsibility of the Board of Directors.

6.2. Contracts. The Board of Directors may authorize a member to sign any contract or execute and deliver instruments in the name of, and on behalf of, the Corporation; authority may be general or may be limited to specific situations.

6.7. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in banks or other depositories approved by the Board of Directors.

ARTICLE 7. OFFICERS. The Officers of the Corporation are (a) Chair; (b) Secretary; (c) Treasurer); and (d) any Vice Chair, if any as determined by the Board.

7.1. Chairman of the Board. The "Chair" creates meeting agendas and chairs the Board of Directors meetings. Calls Special Meetings as needed.

7.2. Secretary/Treasurer. The office of Secretary/Treasurer may be filled by one individual or divided into the two separate offices of Secretary and Treasurer with an office elected for each position. In this event, the duties of Secretary/Treasurer, listed below, shall be allocated between those two offices as agreed to by the Board of Directors. The Board of Directors shall elect the Secretary/Treasurer. The Secretary/Treasurer oversees the administration of the Corporation and directs the operating activities of the Corporation. If divided into two separate offices, Officer responsibilities are noted after each line item. These Officers and will ordinarily:

7.3. Give notice of and attend all meetings of the Corporation and make provision for the keeping of a record of proceedings (Secretary)

7.4. Prepare an annual report of the finances, transactions and condition of the Corporation (Secretary and Treasurer). Every two (2) years, the Treasurer will obtain a letter of good standing from a Certified Public Accountant.

7.5 Keep all financial books and records of the Corporation, and ensure that all accounting records are maintained (Treasurer)

7.6. Keep an account of all monies received and expended for use of the Corporation, and shall be responsible for all disbursements authorized by the Board. All sums received shall be deposited in the Corporation's bank or banks, and he/she shall make a report at the annual meeting or when called upon by the President (Treasurer).

7.7. The funds, books, and vouchers in his/her hands shall at all times be subject to verification and inspection of the Directors.

7.8. Removal and Vacancies. An Officer may be removed from office by a majority vote of the Board whenever, in the Board's sole judgment, the best interest of the

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

ARTICLE 8. COMMITTEES.

8.1. Standing Committees. Standing Committees, if any, shall be established by the Board at a meeting and shall report annually to the Board.

8.2. Special Committees. Special Committees may be appointed from time to time by the Board to work on special goals or programs of the Corporation.

8.3. Role of Committees. The primary role of each of the Corporation's Committees is to accomplish the mission delegated to it by the Board. Each Committee's mission shall be defined in writing; and the Committee shall operate independently.

ARTICLE 9. AMENDMENTS. These Bylaws may be amended, replaced or altered, in whole or in part, by a majority vote of the Directors at any duly organized and noticed meeting of the Corporation's Board of Directors

ARTICLE 10. LIABILITIES AND INDEMNIFICATION.

10.1. Non-Liability. The Members of the Board are not partners for any purpose. No officer shall be liable for the acts or failure to act of another Member of the Corporation.

ARTICLE 11. FUNDS, FISCAL YEAR.

11.1. Finances. This Corporation is not intended and shall not operate as a profit-making organization, nor is it founded with the expectation of making a profit. This Corporation shall use its funds only for objects and purposes specified in the Articles and these Bylaws. The fiscal year of the Corporation is the July 1 to June 30th.

ARTICLE 12. DISSOLUTION

12.1. Vote. The Corporation may be dissolved by the vote of two-thirds majority of its Directors.

12.2. Distribution. Any assets of the Corporation will be distributed as per the instructions of the Board of Directors.

ARTICLE 13. GOVERNING LAW.

13.1. Compliance with Arizona Revised Statutes. These Bylaws and the governance of the Corporation shall at all times be in conformance with the Arizona Revised Statutes for nonprofit corporations.

ARTICLE 14. TAX MATTERS.

14.1. Charitable Purposes. The Corporation is organized as a nonprofit corporation under the laws of the State of Arizona to serve these purposes and have these characteristics:

14.2. The Corporation/Organization shall be operated exclusively for/to this committee has been formed to organize local events in the surprise original townsite area and is a non-profit organization. All funds collected will be used for special events such as local founder's day and any other events approved by the committee benefiting our local residents as well as historical preservation projects focusing on the original townsite area.

14.3. The Corporation is empowered to exercise all rights and powers granted to nonprofit corporations by the laws of the State of Arizona, including, but not limited to, the right to receive gifts, devises, bequests and contributions, and to use, apply, invest and reinvest the principal and/or income or to distribute it for these purposes.

14.4. The Corporation is not organized for pecuniary profit is not a moneyed corporation (as defined by the United States Bankruptcy Code) and it has neither the power nor authority to issue shares of stock nor to declare nor to pay dividends.

ARTICLE 15. NONPROFIT OPERATION.

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or Officers without full consideration. The Corporation may contract in due course with its Directors and Officers without violating this provision so long as the contract complies with applicable rules and regulations of the Internal Revenue Service regarding charitable organizations.

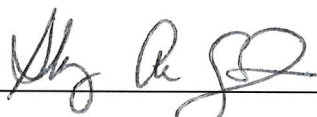
CERTIFICATION OF ADOPTION OF BYLAWS.

The undersigned duly elected Secretary of the Corporation hereby certifies that these Bylaws were adopted as the Bylaws of this Corporation on this date and that these Bylaws constitute the Bylaws of this Corporation.

IN WITNESS WHEREOF, I signed my name to be legally binding as of the
17 day of January, 2024.



Elio Lemus, Secretary



Sherry Ann Aguilar, Committee Chair