

ATII New Name TBD

BYLAWS

Revised December 2018

Article 1: Name, Purpose, Restrictions

The name of this corporation is (to be determined). This corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for the research and education purposes as set forth in Section 501(c)(3) of the Internal Revenue Code. Without limiting the generality of the foregoing or the character of the affairs to be conducted by the corporation in the future, the corporation initially shall conduct the following business and have the following purpose:

This organization will be the governance entity for initiatives that will facilitate adoption of innovative learning ideas, technologies, strategies, collaborations and broadband deployment that will enable a new generation of education and workforce development solutions in Arizona.

Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these Articles, this corporation shall have all the power specified in Sections 10-3302 and 10-3303 of the Arizona Revised Statutes, as amended from time to time, and to do all and every thing necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities, and, in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law; provided, however, that the corporation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under Section 501(c)(3) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

Article 2: No Voting Membership

The Corporation shall not have a voting membership.

Article 3: Tax Exemption Restrictions

1. The Corporation shall not issue capital stock, its objective and purpose being solely of a charitable, scientific and educational character and not for individual pecuniary gain or profit
2. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered or assets purchased and to make payments and distributions in furtherance of the purposes set forth in these Articles
3. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) or 501(c)(3) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall

not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provisions of any future United states Internal Revenue Laws

Article 4: Offices

The principal office of the corporation shall be located in the State of Arizona as the Board of Directors may determine and may be changed by the Board of Directors as the affairs of the corporation may require.

The corporation shall have and continuously maintain in the State of Arizona a registered office, and, if required by law, a registered agent whose office is identical with such registered office. The registered office in the State of Arizona, and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors

Article 5: Board Of Directors

Section 1 General Powers: The property, affairs and the lawful business of organization shall, at all times, be under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws.

Section 2 Number and Tenure: The Board of Directors shall consist of not less than five (5) or more than fifteen (15), the specific number to be determined by the Board of Directors. Each Director shall take office immediately upon his/her election and shall serve for two (2) years.

Section 3 Election Of Directors: Directors shall be elected by the Board of Directors at any regular or special in person or online meeting of the Board. Voting for the election of Directors may be by written ballot, voice vote, or electronic means including, but not limited to, telephone, email, fax or online polling. A nominee will be elected to the Board by approval of a majority of the Directors. If the number of Directors then in office is less than a quorum, a position on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director.

Section 4 Nominations: Nominations will be submitted in writing, including by electronic communication, by any existing member of the Board of Directors. Nominations must be accompanied by a Statement of Qualifications such as a bio or online profile.

Section 5 Duties: The Board of Directors shall be responsible for the administration, operation and control of the organization, and perform any and all duties imposed on them collectively or individually by law and the Bylaws including but not limited to: (1) Appointing and removing, employing and discharging, and, except as otherwise provided in these Bylaws, prescribing the duties and fix the compensation, if any, of all officers, agents and employees of the corporation; (2) Raising funds for the programs and operations of the organization; (3) Contracting for services such as management, accounting, auditing, and legal counsel as need may be determined and approved of the Board of Directors

Section 6 Resignations: Any Director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary, or the Board of Directors, unless the notice specifies a

later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Section 7 Removal from Office: Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. The removal shall require approval of a majority of all Board members.

Section 8 Compensation for Directors: Directors shall receive no fees or other emoluments except for actual approved expenses in connection with meetings of the Board of Directors or otherwise in connection with GAZeL's affairs. This corporation shall, therefore, be authorized and empowered to pay reasonable compensation for services rendered or assets purchased and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

Section 9 Conflict of Interest: All members of the Board shall be required to declare an actual or potential conflict of interest and, at the discretion of the Board, be required to refrain from voting on any and all matters of the organization that will: directly benefit them; their families; their close friends; business partners; businesses they own, are employed by, consult with, or have a financial interest in; other organizations they belong or contribute to; vendors, companies, organizations, politicians or individuals that they receive favors, rewards or some other quid pro quo from before, or because of, their vote.

Section 19 Regular Board Meetings: Meetings of the Board of Directors may be held in person or by electronic conferencing including, but not limited to, telephone, video conference, or Internet conference, by means of which all Board members can participate. Participation in an online meeting pursuant to this section shall constitute presence in person at such meeting.

Regular meetings of the Board shall be held at least 4 times a year unless otherwise ordered by the Board. Notice of the time, place and purpose of the meeting shall be given to each Director at least 5 days prior to the meeting. Notice will be deemed duly delivered to a Director if given orally or in writing and delivered in person, by mail or electronic means including, but not limited to, telephone, e-mail and fax. In the case of electronic notification, the Director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty four hours of the first transmission.

Quorum: A quorum for all meetings shall consist of 50% + 1 of all members of the duly elected and seated members of the Board of Directors, attending in person or electronically.

Manner Of Acting: Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. Each Director shall be entitled to one (1) vote. Proxies shall be permitted at any meeting.

Attendance requirements: Board members are expected to attend at least 50% of all Board meetings unless absence is unavoidable and the Board has been notified. A Board member **may** be subject to removal following 3 consecutive unexcused absences

Section 11 Special Board Meetings: Special meetings of the Board of Directors may be called by any officer of the organization, or upon written petition by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the place designated by the person or persons calling the special meeting or by electronic conferencing including, but not limited to, telephone, video conference, or Internet conference. Only the business for which the meeting was called shall be transacted. Notice of the time, place and purpose of the meeting shall be given to each Director at least 24 hours prior to the meeting.

OFFICERS

The officers of the organization shall be a Chair, Vice Chair, Secretary, and Treasurer. The officers shall be elected annually by the Board of Directors. All nominated Officers must be a current member of the Board of Directors. The Board of Directors may elect such other Officers, in addition to the Officers herein above expressly named, as it shall deem necessary. The officers shall perform the duties prescribed by these bylaws, the standing rules, and the parliamentary authority adopted by the association.

Terms: The Officers shall take office immediately upon their election and shall serve for one (1) year or until their successors are elected and qualified.

Removal of Officer: Any officer may be removed at any time, with or without cause, by the affirmative vote of the majority of the members of the Board of Directors. Any vacancy in office, for any reason, may be filled for the unexpired portion of the term by election of the Board or by appointment by the Chair and approval by the Board of Directors.

Resignation: Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Duties of the Officers

1. Chair: The Chair shall preside at all meetings of the Board of Directors and the Executive Committee. He/she shall sign all contracts and obligations authorized by the Board of Directors and co sign checks or co authorize electronic payments. He/she shall supervise the staff and shall perform all other duties as are incident to his/her office or such other duties as may be indicated by these Bylaws or assigned by the Board of Directors
2. Vice Chair: The Vice Chair shall perform the duties of the Chair in his/her absence, and shall be authorized to cosign checks or co authorize electronic payments, and perform such other duties as may, from time to time, be assigned to him/her by the Chair or by the Board of Directors. The Vice Chair shall be responsible for coordinating the development of the Annual Plan Of Action

3. Secretary. The Secretary, and/ or other designated party, shall keep the minutes of all meetings of the Board of Directors and Executive Committee, as well as co sign checks or co authorize electronic payments, keep a roster of membership and attendance records of meetings, notify Directors of special meetings and keep records of the reports of committees appointed by the Board of Directors. He/she shall issue copies of all Board minutes to the Directors in a timely fashion. He/she shall perform all other duties as may be assigned to him/her by the Board of Directors
4. The Treasurer and/ or other designated party, shall have the custody and control of the funds of the organization, subject to the action of the Board of Directors, and shall, when requested by the Chair to do so, report the state of the finances of the organization at any meeting of the Board of Directors. The Treasurer shall have authority to open such bank accounts in the name of the organization and co sign checks or co authorize electronic payments, and drafts with the Chair or other officers of the corporation, and other papers requiring the payment of money, and perform such other duties as may be assigned to the Treasurer by the Board of Directors. The Treasurer shall cause all debts and obligations of the organization to be paid upon verification by the person or persons authorizing the indebtedness; shall oversee the preparation of tax forms and annual Corporation Commission report; and at the close of the fiscal year shall see that the books of accounts are examined and audited if directed by the Board of Directors.

EXECUTIVE COMMITTEE

Executive Committee Makeup

The Board of Directors **may establish an Executive Committee** that shall have duties, powers and authority as may be prescribed by the Board and these bylaws. The Committee shall include: the elected Officers of the Board and one additional Board member at large, elected by a majority vote from a quorum of existing Board Members, for a one year term. Nominations shall be made by an existing member of the Board.

Executive Committee members can be removed or added at any time by a majority vote of a quorum of Board Members. If the Board chooses to remove an Executive Committee member who is also a Board Officer they can: (1) choose not replace that Executive Committee member at that time; or, (2) replace the Board Officer who is removed from the Executive Committee with another Board member who is not a Board Officer until such time that a new Board Officer is elected to replace the Board Officer who was removed or the Board chooses to reinstate the removed Board Officer to the Executive Committee.

Executive Committee Powers and Authority

The Executive Committee shall be responsible for

1. Overseeing the operations of the organization
2. Supervising staff and monitoring contracts
3. Developing Board meeting agendas
4. Making recommendations for Board actions
5. Other duties and responsibilities as may be assigned by the Board

The Board may empower the Executive Committee to: make decisions approve activities, expend funds not to exceed an amount per project established by the Board, and approve collaborations/partnerships that require immediacy of response. Such actions and decisions shall be consistent with Board approved policies, priorities and initiatives, and will not incur long term encumbrance on GAZeL/Board resources or impact upon the goodwill of GAZeL. The Board may also set a maximum limit per month of discretionary expenditures.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated.

The Executive Committee shall not be empowered to:

1. Make or modify policy
2. Modify the Articles of Incorporation and by-laws
3. Take any actions, make any commitments, adopt public policies or positions, approve collaborations/partnerships, or approve expenditures beyond limits established by the Board (\$5,000), that are not consistent with Board approved policies, priorities and initiatives, without Board approval
4. Hire and fire staff
5. Incur debt

Executive Committee Meetings

The Executive Committee shall meet on an ad hoc basis at the call of the Chairperson. Notice of the time, place and purpose of the meeting shall be distributed to each Executive Committee member at least 24 hours prior to the meeting. Meetings of the Executive Committee may be held in person or by electronic conferencing including, but not limited to, telephone, video conference, or Internet conference, by means of which all Board members can participate. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting

Minutes: The Executive Committee shall keep regular minutes of its proceedings and any actions taken by the Executive Committee shall be reported to the Board at the next Board meeting or as the Board may require

Quorum: A quorum for all meetings shall consist of a majority of all members of the Executive Committee

Manner of Acting: Every act, or decision, done or made by a majority of the Executive Committee present at a meeting duly held at which a quorum is present is the act of the Committee, unless these Bylaws, or provisions of law, require a greater percentage or different voting rules for approval of a matter by the Committee. Each Executive Committee member shall be entitled to one (1) vote. Proxies shall be permitted at any meeting.

COMMITTEES

The organization may create committees as may be required for the management of the affairs of the organization and to accomplish the goals of the organization. These committees may include persons who are not members of the Board.

CORPORATE RECORDS AND REPORTS

Maintenance of Corporate Records

The corporation shall keep at its principal office:

6. Minutes of all meetings of Directors, committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof
7. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses
8. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, shall be available upon open request at all reasonable times during office hours

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise provided by law, by the Articles of Incorporation, or these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other instruments which may from time to time be authorized by the Board of Directors shall be authorized and by the Chairperson of the corporation and countersigned by the Chairperson or other officer or officers of the corporation.

Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devices for the nonprofit purposes of this corporation. Contributions: The Board has the discretion of disapproving of any contributions, bequests, and gifts made to the organization.

ARTICLE VII - FINANCIAL MANAGEMENT

9. Management. The duly elected Treasurer, or party designated by the Board, shall be responsible for the management and/or overseeing the funds of the organization
10. Fiscal Year. The fiscal year shall be January 1 – December 31 for the purpose of budgeting, taxes and financial reporting
11. Audit. The accounts of the organization shall be audited as directed by the Board of Directors in accordance with generally accepted auditing standards by a certified public accountant in such a manner as approved by the Board of Directors. Copies of the report of such audit shall be furnished to all members of the Board of Directors at the next regular Board meeting after the audit is completed
12. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select
13. Checks Or Electronic Payments. All checks or electronic payments in excess of \$1000 shall require two (2) approvals by authorized signatories that shall include any duly-elected officer, the Chairperson or designated employee
14. Authorizations. All expenditures above a limit set annually by the Board, without prior budget or Board approval shall require approval of the Board of Directors or the Executive Committee
15. Financial Status Report: The Treasurer shall submit to the Board of Directors regular written financial status reports
16. Debt. Establishment of debt on behalf of the organization shall require a two-thirds (2/3) vote of all members of the Board Of Directors
17. Financial Accountability. The Board of Directors shall have ultimate responsibility for the funds of the organization
18. No member of the Board of Directors shall obligate the organization beyond the limit of items approved by the Board, without specific authorization from the Board of Directors

Dissolution

Upon the dissolution of this corporation, the Board of Directors shall, after paying, or making provision for the payment, of all debts and liabilities of this corporation, dispose of all of its assets exclusively for the purposes of the organization in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organizations, as said court shall determine, which are organized and operated for such purpose

INSURANCE, LIABILITY AND INDEMNIFICATION

Liability of Directors, Officers and Members

The Directors, officers and members of the corporation shall not be individually liable for the corporation's debts or other liabilities. The private property of these individuals shall be exempt from any corporate debts or liabilities. To the fullest extent permitted by Arizona law and in accordance with and within the limits of Section 10-3202 of the Arizona Revised Statutes, no Director or person who serves on a Board or council of the corporation in a voluntary capacity shall be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a Director or as a member of a Board or council in an advisory capacity. To the fullest extent permitted by Arizona law and in accordance with Section 10-3830(D) of the Arizona Revised Statutes, any Director or person who serves on a Board or council of the corporation in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any action or omission resulting in damage or injury if the person was acting in good faith and in furtherance of the purpose or purposes for which the corporation is organized, unless the damage or injury was caused by willful and wanton or grossly negligent conduct of the person. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the corporation existing at the time of the repeal or modification.

Indemnification of Members, Directors, Officers, Employees and Agents

The corporation shall indemnify each of its past, present and future members, Directors, officers, employees and agents, which includes uncompensated or volunteer members of advisory Boards and councils of the corporation, against all expenses they incur, including, but not limited to, legal fees, costs, judgments and penalties, which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their authority as members, Directors, officers, employees, members of advisory Boards or councils, or agents of the corporation. Whenever any person reports to the corporation that a legal action has been brought or is about to be brought against the person, for or on account of any action or omission alleged to have been committed by the person while acting within the scope of the person's function as a member, Director, officer, employee, advisory Board or council member or agent of the corporation, members of the Board of Directors, who are not parties to the action, suit or proceeding, at the next regular or at a special meeting held within a reasonable time thereafter, shall determine in good faith, whether, in regard to the matter involved in the action or contemplated action, the person acted, or failed to act, in good faith and in the manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. If the Board of Directors determines that the person did so act with regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall unreasonably refuse to permit the corporation, at its own expense and through counsel of its own choosing, to defend the person in the action. The termination of any action, suit or proceeding by judgment, order,

settlement or conviction, or upon a plea of no contest or its equivalent shall not by itself create the presumption that the person acted or failed to act other than in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The corporation shall provide for indemnification in accordance with this Article and Section 10-3302 of the Arizona Revised Statutes and to the fullest extent permitted by Arizona law.

Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

AMENDMENTS

19. Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors
20. These Bylaws may be amended at any regular or special meeting of the Board of Directors by a two thirds vote of those voting, a quorum being present, providing notice of the proposed amendment has been sent to all Directors at least ten (10) days prior to the meeting

CONSTRUCTION AND TERMS

21. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern
22. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding
23. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation
24. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code

ADOPTION AND AMENDMENTS OF BYLAWS

APPROVED JULY 21, 2006

The ATII Bylaws were approved by an affirmative vote of the Board of Directors at the July 21, 2006 meeting of the Board of Directors.

Amended December 2018

The ATII Bylaws were amended by an affirmative vote of the Board of Directors at the December 2018 meeting of the Board of Directors.