

Green Valley MOAA Scholarship and Military Assistance Fund
An Arizona Non-Profit Corporation
Bylaws

1. Name: The Name of the Corporation is the “Green Valley MOAA Scholarship and Military Assistance Fund.”

2. Purpose: The general purposes for which the corporation is to operate exclusively for educational and charitable purposes as will qualify it as an exempt organization under 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law, including for such purposes as the making of distributions to organizations which qualify as tax exempt under that Code.

3. Character of Affairs: The character of the affairs of the corporation are to solicit and accept donation of monies and merchandise and to engage in fund raising activities to provide scholarships to qualified high school students enrolled in Junior Reserve Officer Training Candidate (JROTC) programs to enable the recipient to attend an accredited institution of higher education, to provide awards to successful JROTC students, and to provide assistance to military service members, military veterans, and their families who are in distress and in need.

4. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 2004 (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code of 2004 (or the corresponding provisions of any future United States Internal Revenue Laws).

5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 2004 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located,

exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

7. Board of Directors: The board of directors shall consist of five (5) directors. The five directors shall be the incumbent officers of the Military Officers Association of Green Valley who are the President, Vice President, the Treasurer, the JROTC Committee Chair, and the Immediate Past President. The Directors shall hold office until the annual meeting and until their successors qualify. The subsequent directors of the corporation shall be the then incumbent President, Vice President, Treasurer, JROTC Committee Chair, and Immediate Past President of the Military Officers Association of Green Valley.

The officers of the corporation are the President, Secretary, and Treasurer. The President and Secretary of the corporation shall be elected by majority vote of the quorum of the Board of Directors at the initial meeting and thereafter at the annual meeting. The Treasurer of the corporation shall be the incumbent Treasurer of the Military Officers Association of Green Valley. In the absence of the President, the Secretary shall act as President. In the absence of the Secretary, the Treasurer shall act as President.

A Director may be removed for good cause upon notice and the opportunity to be heard by a vote of three or more of the other Directors. Any vacancy in the Board of Directors shall be filled by appointment by the President of the Military Officers Association of Green Valley for the remaining term. To the extent possible, the vacancy should be filled by the appropriate incumbent officer of the Military Officers Association of Green Valley.

After the initial meeting of the Board of Directors, the Board of Directors shall have an annual meeting in January of every year or as soon thereafter as practicable to organize and elect officers of the corporation. The Board of Directors shall meet at least quarterly at the call of the President of the corporation. With the approval of the majority of the Board of Directors, the July-September quarterly meeting may be waived. A quorum of the Board of Directors to conduct business at meetings shall be a majority of the Board and any vacancy shall not be considered in determining a quorum. Unless otherwise provided in these bylaws, determinations of the Board shall be by a majority vote of the quorum of the Board of Directors. The President of the corporation shall have the same right to vote as other members of the Board of Directors. The Board of Directors and the corporation officers shall serve without compensation.

Any member of the Military Officers Association of Green Valley may attend a meeting of the Board of Directors.

The number of persons to serve on any subsequent board of directors and their qualifications may also be fixed by amendment to these Bylaws.

8. Conflict of Interest. Incorporated by reference (Attachment A), as applicable to the corporation, the current Conflict of Interest Policy of the Federal Internal Revenue Service are adopted as the Conflict of Interest policy of the corporation.

9. Bylaws. The Bylaws may be amended upon notice to all the members of the Board of Directors and by majority vote of the quorum of the Board present at a meeting of the corporation.

10. Unless inconsistent with the Articles of Incorporation or these bylaws, Robert's Rules of Order shall govern the meetings of the Board of Directors.

Adopted: May 12, 2008

Attachment A

Article I PURPOSE

The purpose of the Conflict of Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II DEFINITIONS

1. Interested Person. Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity of which the Corporation is a part, he or she is an interested person with respect to all entities in the health care system.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
 - b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial in nature. A financial interest is not necessarily a conflict of interest. Under Article III, Section two (2), a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article III PROCEDURES

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or

- arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether it is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
4. Violations of the Conflicts of Interest Policy
- a. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
RECORDS OF PROCEEDINGS

1. The minutes of the board and all committee with board-delegated powers shall contain:
 - a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed; and
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V
COMPENSATION

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Article VI
ANNUAL STATEMENTS

1. Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:
 - a. has received a copy of the conflicts of interest policy,
 - b. has read and understands the policy,
 - c. has agreed to comply with the policy, and
 - d. understands the Corporation is charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
PERIODIC REVIEWS

1. To ensure the Corporation operates in a manner consistent with charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms length bargaining.
 - b. Whether partnerships, joint ventures arrangements, and arrangements with management service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement, or impermissible private benefit.

Article VIII
USE OF OUTSIDE EXPERTS

In conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.