

Arizona Artistic Conflagurators Inc.

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Arizona Artistic Conflagurators Inc.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for community building, art, charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Arizona Artistic Conflagurators is a non-profit corporation in support of the community of artists, builders, and creators seeking to extend the Burning Man experience, principles, and culture into Arizona.

ARTICLE III. Community Principles

Section 1. Community Principles

Radical Inclusion: Anyone may be a part of our community. We welcome and respect strangers. No prerequisites exist for participation in our community.

Gift-giving: We are devoted to acts of gift-giving. The value of a gift is unconditional. Gift-giving does not contemplate a return or an exchange for something of equal value.

Decommodification: In order to preserve the spirit of gift-giving, our community seeks to create social environments that are unmediated by commercial sponsorships, transactions, or advertising. We stand ready to protect our culture from such exploitation. We resist the substitution of consumption for participatory experience.

Radical Self-reliance: Our community encourages the individual to discover, exercise, and rely on his or her inner resources.

Radical Self-expression: Radical self-expression arises from the unique gifts of the individual. No one other than the individual or a collaborating group can determine its content. It is offered as a gift to others. In this spirit, the giver should respect the rights and liberties of the recipient.

Communal Effort: Our community values creative cooperation and collaboration. We strive to produce, promote, and protect social networks, public spaces, works of art, and methods of communication that support such interaction.

Civic Responsibility: We value civil society. Community members who organize events should assume responsibility for public welfare and endeavor to communicate civic responsibilities to participants. They must also assume responsibility for conducting events in accordance with local, state, and federal laws.

Leaving No Trace: Our community respects the environment. We are committed to leaving no physical trace of our activities wherever we gather. We clean up after ourselves and endeavor, whenever possible, to leave such places in a better state than when we found them.

Participation: Our community is committed to a radically participatory ethic. We believe that transformative change, whether in the individual or in society, can occur only through the medium of deeply personal participation. We achieve being through doing. Everyone is invited to work. Everyone is invited to play. We make the world real through actions that open the heart.

Immediacy: Immediate experience is, in many ways, the most important touchstone of value in our culture. We seek to overcome barriers that stand between us and a recognition of our inner-selves, the reality of those around us, participation in society, and contact with a natural world exceeding human powers. No idea can substitute for this experience.

Consent: Boundaries are defined by each individual person and interaction. It is everyone's responsibility to seek and communicate definitive consent. One must not assume consent by perceived group behavior or past experience. Consent applies to one's experience, body, and property.

ARTICLE IV. COMMUNITY MEETINGS

Section 1. Regular Community Meetings

Regular meetings of the community shall be held annually, at a time and place designated by the chair.

Section 2 Notice of Meetings

Digital notice of each meeting shall be given, by e-mail and posted on social media, not less than two weeks prior to the meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the Chair, the Secretary, and the Treasurer. There should be an odd number of directors.

The members of the Board of Directors shall, upon appointment, immediately enter upon the performance of their duties and continue in office until resignation.

When there is an opening on the board and any community members can apply. We will collect applications that will be reviewed by the current members of the board and an advisory committee appointed by the board.

The board will reach out to the community for feedback on the applicants and this information will be considered in the choices made.

All members of the Board of Directors must be approved by a three quarters vote. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Board members are elected for a term of three years. At the end of the first one-year term, there will be a formal review at which time either the board or the new director may opt out of the directorship.

Director terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

Each member of the Board of Directors shall be a member in good standing.

Section 3. Regular and Annual Meetings

A monthly meeting of the Board of Directors shall be held at a time and day and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

In the event of an emergency regarding life or property, notification requirements may be waived as necessary.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting electronically. Any Director may waive notice of any meeting.

Section 6. Quorum

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at

which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors a special director appointment process shall begin without undue delay.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Confidentiality

Directors shall not discuss or disclose information deemed to be confidential (e.g., named participants in Code of Conduct investigations) to any person or entity unless such person or entity has a need to know. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 11. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Chairperson by reference to Robert's Rules of Order.

Section 12. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE VI. OFFICERS

The officers of this Board shall be the Chair, Vice-Chair, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. Chair

The Chair shall preside at all meetings of the membership. The Chair shall have the following duties:

- a. They shall preside at all meetings of the Board of Directors.
- b. They shall have general and active management of the business of the Board of Directors.
- c. They shall see that all orders and resolutions of the Board of Directors are brought to the Board of Directors.
- d. They shall have general supervision and direction of all other officers of this organization and see that their duties are properly performed.
- e. They shall ensure that a report is submitted of the operations of the program for the fiscal year to the Board of Directors and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect the organization.
- f. They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chair.

Section 2. Vice-Chair

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the Chair. The Vice-Chairs duties are:

- a. They shall attend Board meetings.
- b. They shall provide direction to board members in alignment with the Chair, Officers and Boards of Directors.
- c. They shall fill the role of Chair when the Chair is not there.
- d. They shall work with the Chair, officers and Board of Directors to fulfil the mission, vision and strategy.

Section 3. Secretary

The Secretary shall attend all meetings of the Board of Directors, and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. They shall record all votes and minutes of all proceedings in a file to be kept for that purpose. They, in concert with the Chair, shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization.
- b. They shall send notices of all meetings to the members of the Board of Directors.
- c. They shall perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the Chair.

Section 4. Treasurer

The Treasures duties shall be:

- a. They shall submit for the Board of Directors approval all expenditures of funds raised by the Board of Directors and proposed capital expenditures (e.g., equipment and furniture).

- b. They shall present a complete and accurate report of the finances raised by this Board of Directors at each meeting of the members, or at any other time upon request to the Board of Directors.
- c. They shall have the right of inspection of the funds resting with Arizona Artistic Conflagurators, including budgets and subsequent audit reports.
- d. They shall assist in direct audits of the funds of the organization according to budget guidelines and generally accepted accounting principles.
- e. They shall perform other duties as may be prescribed by the Board of Directors or the Chair.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed. The Board of Directors appoints all committee chairs.

Section 2. Executive Committee

The Officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE VIII. CORPORATE STAFF

The Organization has no Corporate Staff at the time of the adoption of these by-laws.

ARTICLE IX. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. Interested Person
Any director, principal officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

- b. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are in excess of \$50 in a year.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **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 Board of Directors delegated powers considering the proposed transaction or arrangement.
- b. **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/they shall leave the Board of Directors 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.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she/they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The Chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Board of Directors or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**
 1. If the Board of Directors 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.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board of Directors and all committees 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 of Directors' or committee's decision as to whether a conflict of interest in fact existed.
- 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 with the proceedings.

Section 5. Compensation

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms 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 Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, be done every 5 years, and include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of Arizona, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "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 by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The organization may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The organization shall keep complete books, records of accounts, and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, 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 director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall

require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws with the concurrence of 2/3 of the Board of Directors voting at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 9 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 31nd day of January, 2022.

Ronald Russell, Co-Chairperson - Arizona Artistic Conflagurators Inc.

ATTEST: Ruvijesuriya, Co-Chairperson- Arizona Artistic Conflagurators Inc.