



**BYLAWS  
OF  
ARIZONA CENTER FOR INVESTIGATIVE REPORTING**  
(an Arizona nonprofit corporation)

As Adopted **September 25, 2014**

**ARTICLE I**  
*Name and Purpose*

Section 1.01. Name. The name of this nonprofit corporation (the “Corporation”) is Arizona Center for Investigative Reporting.

Section 1.02. Purpose. The Corporation is organized and will be operated exclusively for charitable and educational purposes under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including producing, fostering and promoting quality investigative and public service journalism by means of, among other things, original, collaborative and service-based investigative reporting.

**ARTICLE II**  
*Membership*

Section 2.01. No Members. The Corporation does not have members. Any action which would otherwise require approval by a majority or all members under Arizona law requires only approval of the Board. All rights which would otherwise vest in the members vest in the Board.

**ARTICLE III**  
*Offices*

Section 3.01. Location. The principal office of the Corporation shall be located in the State of Arizona. The Board of Directors will designate the location of the Corporation’s principal office. The Corporation may maintain additional offices at other places as determined by the Board of Directors from time to time. The Corporation must at all times maintain within the State of Arizona a registered office, as designated by the Board of Directors.

**ARTICLE IV**  
*Board of Directors*

Section 4.01. Power and Qualification of the Board of Directors. The Board of Directors is responsible for managing the business of the Corporation, and may exercise all powers of the Corporation and may do all lawful acts and things permitted by statute or by the Articles of Incorporation. Directors need not be residents of the State of Arizona. Directors shall be persons

of stature who are known for their strong commitment to or expertise in investigative journalism or who bring a broader outside perspective or expertise to help the Corporation achieve its mission and purposes.

Section 4.02. Number of Directors. The Board of Directors of the Corporation shall consist of at least three but not more than nine Directors. The exact number of Directors shall be established from time to time by resolution of the Board of Directors, and, subject to this Section 4.02, may be increased or decreased from time to time by the Board of Directors. The term of any incumbent Director may not be shortened as the result of a decrease in the number of Directors.

Section 4.03. Election and Term of Directors. The initial Board of Directors of the Corporation consists of those persons named in the Articles of Incorporation. At each annual meeting of the Board of Directors, the Directors then in office will elect the Directors. Each Director holds office for a term of one year until the next annual meeting of the Board, and until his or her successor has been elected and qualified.

Section 4.04. Vacancies. Any vacancy in the Board of Directors, occurring either through any newly created directorships or by reason of death, resignation, retirement, disqualification, or removal of a Director, shall be filled by appointment by the Board of Directors.

Section 4.05. Removal of Directors. A Director may be removed, with or without cause, by a vote of a majority of the Directors then in office at a meeting of the Board of Directors expressly called for that purpose.

Section 4.06. Resignations. A Director may resign at any time by delivering written notice to the President or the Secretary. Such resignation takes effect when the notice is delivered, unless the notice specifies a later effective date.

Section 4.07. Quorum of Directors and Action by the Board. Unless otherwise required by law or by the Articles of Incorporation or these Bylaws, a majority of the number of Directors then in office constitutes a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Board of Directors.

Section 4.08. Meetings of the Board. Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Arizona, as designated by the Board.

Section 4.09. Notice of Meetings of Directors; Waiver.

(a) Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. Written notice of each special meeting of the Board of Directors must state the date, time, and place of the meeting and must be communicated in person or by mail, facsimile transmission, electronic mail, or other form of communication,

based on the contact information provided to the Corporation by each Director, not less than five days prior to the date of the meeting.

(b) Notice of a meeting of the Board of Directors need not be given to any Director entitled to such notice who submits a signed, written waiver of notice before or after the date and time stated in such notice. A Director's attendance at or participation in a meeting waives any required notice to him or her of such meeting, unless at the beginning of such meeting or promptly upon his or her arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

(c) Unless otherwise required by law or by these Bylaws, a notice need not specify the business to be transacted at, or the purpose of, any meeting of the Board of Directors; provided, however, if such notice does specify the business to be transacted at, or the purpose of, a meeting of the Board of Directors, such notice shall not limit the actions the Board of Directors may take at such meeting.

Section 4.10. Action by Directors in Lieu of a Meeting; Meetings by Video or Audio Conference.

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. Action taken under this Section 4.10(a) becomes effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided, the consent states the date of execution by each Director. Such consent shall have the same force and effect as a unanimous vote.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Board of Directors may participate in a regular or special meeting of the Board of Directors or of a committee thereof by means of video or audio conference or by any means of communication by which all Directors participating may hear one another during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.11. Compensation of Directors. The Directors of the Corporation shall serve without compensation for services rendered by them in their capacity as Directors, but the Corporation may reimburse the Directors for documented reasonable expenses incurred in the performance of their duties to the Corporation and in attending meetings of the Board.

ARTICLE V  
*Committees*

Section 5.01. Committees; Authority. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of

which shall consist of two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him, or her by law.

## ARTICLE VI

### *Officers, Agents and Employees*

Section 6.01. Officers. The Board of Directors shall elect or appoint a President, a Secretary, a Treasurer, and one or more Vice-Presidents and such other officers and assistant officers as may be deemed necessary. The officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.02. Term of Office and Removal. Unless otherwise provided by resolution of the Board of Directors, officers shall be elected or appointed at each annual meeting of the Board of Directors. Each officer shall hold office for the term for which he or she has been elected or appointed and until his or her successor has been elected or appointed and qualified. Any officer may be removed by the Board of Directors when, in its judgment, the best interest of the Corporation will be served thereby. Removal of an officer shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not itself create contract rights.

Section 6.03. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term at any meeting of the Board of Directors.

Section 6.04. Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

(a) President. The President shall serve as the chief executive officer of the Corporation. Subject to the supervision of the Board of Directors, the President shall perform all duties customary to that office and shall manage the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

(b) Vice-President. The Vice-President shall perform such duties and have such powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

(c) Secretary. The Secretary shall be responsible for preparing and maintaining custody of the minutes of the meetings of the Board of Directors and for authenticating records of the Corporation, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary or as may be determined from time to time by the Board of Directors.

(d) Treasurer. The Treasurer, as the chief financial officer of the Corporation, shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall, at all reasonable times, exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors.

Section 6.05. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6.06. Compensation of Officers, Agents and Employees.

(a) The Corporation may pay compensation to its officers, agents and employees for services rendered, and may reimburse the officers, agents and employees for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts, such amounts to be fixed by the Board of Directors.

(b) The Board of Directors may require officers, agents or employees to give security for the faithful performance of their duties.

## ARTICLE VII *Conflicts of Interest Policy*

Section 7.01. Purpose. The Board of Directors shall adopt and the Corporation shall at all times maintain a conflicts of interest policy for the purpose of protecting 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. Such policy shall supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE VIII  
*Miscellaneous*

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 8.02. Checks, Notes, and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 8.03. Books and Records to be Kept. The Corporation shall keep at its principal office in the State of Arizona, correct and complete books and records of account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and the current list of Directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.04. Amendments.

(a) The Articles of Incorporation may be amended by a majority vote of the Directors then in office.

(b) The Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the Directors then in office.

Section 8.05. Indemnification and Insurance.

(a) Unless otherwise prohibited by law, the Corporation shall indemnify any Director or officer, any former Director or officer, any person who may have served at its request as a Director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Corporation.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. To the extent permitted by law, the Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, officer, or employee; provided, however, that such Director, officer, or employee shall undertake to repay

or to reimburse such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Section.

(c) The provisions of this Section shall be applicable to claims, actions, suits, or proceeding made or commenced after the adoption of these Bylaws, whether arising from acts or omissions to act occurring before or after adoption of these Bylaws.

(d) The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a Director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Code. Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code.

(g) If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 8.06. Loans to Directors and Officers. No loans shall be made by the Corporation to its Directors or officers, provided, however, that nothing in this Section 8.06 shall prevent the Corporation from advancing funds to any Director, officer, or employee pursuant to Section 8.05.

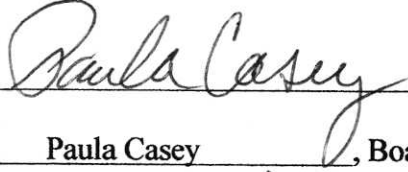
## ARTICLE IX

### *Exempt Status*

Section 9.01. Exempt Status. Notwithstanding any provision in these Bylaws or in the Corporation's Articles of Incorporation to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in § 501(c)(3) of the Code or the corresponding provision of any future federal tax code, or by an organization contributions to which are deductible under §§ 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code or the corresponding provisions of any future federal tax code.

[signatures follow]

AZCIR Board of Directors:



Paula Casey, Board Member



Stephen K. Doig, Board Member



Josh Hoffner, Board Member



Brandon Quester, Board Member