

June 8, 1993

**AMENDED AND RESTATED
BYLAWS
OF
SCOTTSDALE CULTURAL COUNCIL**

I. BOARD OF DIRECTORS

1.01 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board shall appoint from its members a Chairman of the Board to preside over the Board.

a. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

b. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, committee or committees, of the Corporation in addition to the officers so authorized by these Bylaws, 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.

c. Amendment to the Articles: The Board of Directors may amend the Articles of Incorporation by a vote of two-thirds of the Board of Directors at any meeting for which forty-eight (48) hours written notice shall be given.

1.02 Number, Tenure, and Qualifications.

a. The Board of Directors shall consist of not fewer than three (3) nor more than thirty-five (35) persons who shall, commencing with the first election of directors by the initial directors immediately following incorporation, be divided into three classes in respect to term of office, each class to contain approximately one-third of the whole number of the Board. At the first election of Directors the members of one class shall serve until the election of Directors held in 1988, the members of the second class shall serve until the election of Directors held in 1989, and the members of the third class shall serve until the annual election of Directors held in 1990. In all cases, Directors shall continue to serve until their successors shall be elected and shall qualify. At each annual meeting of Directors following the first election of Directors, one class of Directors shall be elected to serve until the annual meeting of members held three years next following or until their successors shall be elected and shall qualify.

b. Directors need not be Arizona residents.

1.03 Annual or Regular Meetings. The Board of Directors may provide, by resolution, for the time and place, either within or without the State of Arizona, for the holding of annual or regular meetings of the Board.

Annual or regular meetings of the Board of Directors may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

1.04 Special Meetings.

a. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or, in his absence or unavailability, the Vice-Chairman of the Board or a majority of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board.

b. Special meetings of the Board of Directors may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

c. Notice of any special meeting of the Board of Directors shall be given at least forty-eight (48) hours previously thereto, by written notice, delivered personally or sent by mail or telegram to each Director at his residence address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these Bylaws. Whenever any notice is required to be given under the laws of Arizona, the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof, in writing, signed by all persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

1.05 Quorum; Majority.

a. A majority of the Board of Directors excluding individuals designated by the Board "Emeriti Directors," "Honorary Directors" and/or Directors on leave shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

b. The act of a majority of the 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 Bylaws.

1.06 Vacancies. Any vacancy occurring for any reason in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, may be filled by reason of an increase in the number of directors, may be filled by the Board of Directors in accordance with Section 1.08. A Director elected to fill an existing vacancy shall be elected for the unexpired term of his predecessor in office.

1.07 Compensation. Directors shall not receive any compensation for their services as such but nothing herein contained shall be construed to preclude any Director from being reimbursed for reasonable travel and lodging expenses, either before or after being incurred, subject to approval by the Board of Directors.

1.08 Nomination and Election of Directors. Any person, whether or not a resident of the City of Scottsdale, may be nominated for and elected to the Board of Directors.

Directors shall be nominated for a position on the Board of Directors by the nominating committee if such nominating committee has been created by the Board of Directors, otherwise Directors may be nominated by any existing member of the Board of Directors.

Nominations for election to the Board of Directors shall be made in writing and shall be delivered or mailed and received by the Chairman of the Board prior to any meeting of the Board of Directors at which Directors will be elected.

Such notification shall contain the following information to the extent known to the nominating committee or Director: (a) the name and address of each proposed nominee; (b) the principal occupation of each nominee; (c) a statement, where applicable, as to the nominee's business background, knowledge of the arts, arts administration experience, facility management experience and experience in nonprofit trusteeship; and any other relevant facts regarding the nominee.

1.09 Removal of Directors. A Director may be removed from the Board of Directors for any reason upon a two-thirds vote of the Directors. The director in question shall be given ten (10) days written notice of the Board of Directors' intention to vote on his removal. Before the Directors vote on removal, the director in question shall be given the opportunity to be heard. After a removal, the remaining Directors may fill the vacancy as provided in Sections 1.06 and 1.08 of these Bylaws.

1.10 Committees. The Board of Directors shall have the power to create and elect or appoint Directors to a nominating committee and/or such other committees as the Board of Directors may from time to time create.

II. OFFICERS

2.01 Officers. The officers of the Corporation shall be a Chairman of the Board, a Vice-Chairman of the Board, a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including without limitations one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by one person, except the offices of President and Secretary. New offices may be created and filled at any meeting of the Board of Directors.

2.02 Nomination and Election of Officers.

a. Nomination: Any qualified person may be nominated for a position as an officer of this Corporation by the Nominating Committee or a Director.

b. Election and Tenure: The Board of Directors shall elect the new officer(s) from the slate of nominees at the first, and thereafter each annual meeting of the Board of Directors or special meeting called for that purpose. Each officer shall be elected by majority vote of the Board of Directors at the annual meeting held each year. Such officers shall take office immediately and shall serve until their successors are elected and shall have qualified.

2.03 Removal. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors. The officer in question shall be given ten (10) days written notice of the Board of Directors' intention to vote on his removal. Before the Directors vote on removal, the officer in question shall be given the opportunity to be heard and such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

2.04 Chairman of the Board. The Chairman of the Board shall, subject to powers granted and restrictions imposed by the Board of Directors, control all of the business and affairs of the Corporation. His authority shall be subject only to that of the Board of Directors.

2.05 Vice-Chairman of the Board. In the absence of the Chairman of the Board or in event of his inability or refusal to act, the Vice-Chairman of the Board shall perform the duties of the Chairman of the Board and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman of the Board. The Vice-Chairman of the Board shall perform such other duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Directors.

2.06 President. The President shall be the chief executive officer of the Corporation and shall supervise the daily operations and affairs of the Corporation. His authority shall be subject to that of the Board of Directors and the Chairman of the Board. The President shall perform all duties as may be prescribed by the Board of Directors or Chairman of the Board from time to time, and may be invited to attend meetings of the Board of Directors. He may sign, when authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident of the office of chief executive officer and such other duties as may be prescribed by the Board of Directors from time to time.

2.07 Secretary. The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws; be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Directors.

2.08 Treasurer. If required by the Board of Directors, the Treasurer shall, at the expense of the Corporation, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in by the

Directors; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Directors.

2.09 Assistant Treasurer and Assistant Secretaries. If required by the Board of Directors, Assistant Treasurers shall give bonds for the faithful performance of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairman of the Board or Board of Directors.

III. BOOKS AND RECORDS

3.01 Records: Inspection. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney for any proper purpose at any reasonable time.

3.02 Checks: Drafts. All checks, drafts, or orders for payment of monies, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of a contrary determination of the Board of Directors, such instruments shall be signed by either the Chairman of the Board or such other person as may be designated by the Board of Directors.

3.03 Deposits. 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.

3.04 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in the following year.

IV. DISPOSITION OF ASSETS UPON DISSOLUTION

4.01 The assets of the Corporation shall be permanently dedicated to one or more exempt purposes. Upon dissolution, the Corporation's net assets shall be distributed for one or more exempt purposes, or shall be distributed to the federal government or a state or local government for a public purpose or shall be distributed to another tax exempt organization to be used in such manner as would best accomplish the general purposes for which the Corporation was organized.

V. AMENDMENT TO BYLAWS

5.01 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the Directors present at any annual meeting, regular meeting or at any special meeting.

VI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

6.01 Indemnification. The Corporation shall indemnify every present or former Director or Officer, his heirs, executors and administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, against expenses and costs, including without limitation attorneys fees and costs, and against judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a good manner he 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 his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted, or failed to act, other than in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, shall not, of itself, create a presumption that the person had reasonable cause to believe that his conduct was unlawful.

6.02 Such indemnification shall be made by the Corporation upon written notice given to the Board of Directors of the Corporation that he has incurred or may incur said expenses, unless the majority of the whole Board of Directors makes a determination and adopts a resolution to the effect that the Director or Officer has not met the applicable standard of conduct set forth in paragraph 6.01. Such determination shall be made by any of the following:

(a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding.

(b) If such quorum is not obtainable, in a written opinion of independent legal counsel appointed by a majority of the disinterested Directors for that purpose.

(c) If there are no disinterested Directors, by the court or other body before which the action, suit or proceeding was brought or any court of competent jurisdiction upon the approval of an application by any person seeking indemnification, in which case indemnification may include the expenses, including attorney fees, actually and reasonably paid in connection with such application.

6.03 A Director or Officer may give such written notice of and request for indemnification prior to or at any time during the action, suit or proceeding and further request that the Board of Directors immediately take action thereupon. In such event, the Board must, within ten (10) business days, make its determination, or cause a determination to be made, of whether the Director or Officer met the applicable standard of conduct set forth in paragraph 6.01. If it is determined that the Director or Officer met the required standard of conduct set forth in paragraph 6.01, the Corporation shall pay all such costs and expenses on behalf of the Director or Officer as they accrue or otherwise become due.

6.04 In the event that the Board shall fail to indemnify a Director, Officer or other person covered under Section 6.01, but to the extent such person is, in fact, successful on the merits or otherwise in defense of any action, suit or proceeding referred to heretofore, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him in connection therewith.

VII. CORPORATE SEAL

7.01 Form Thereof. The seal of the Corporation will have inscribed thereon the name of the Corporation, the State and year of its incorporation and the words "Corporate Seal."

VIII. GENDER

8.01 Gender. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons may require.