



# THE DESERT PEARLS FOUNDATION BYLAWS

## ARTICLE I – NAME AND PURPOSE

Section 1. Corporation Name. The name of this corporation shall be The Desert Pearls Foundation, Incorporated.

Section 2. Nature of Corporation Purpose. The Desert Pearls Foundation (The Foundation) is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of Arizona. The Desert Pearls Foundation nonprofit corporation, organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and for the purpose of (i) providing funds to advance the educational opportunities for underserved students and to empower the community through implementation of service initiatives, and (ii) engaging in any lawful act or activity not for pecuniary profit for which nonprofit corporations may be organized, so far as is or may be permitted by the laws of the State of Arizona and Section 501(c)(3) of the Code.

Section 3. Known Place of Business. The known place of business of the Corporation in the State of shall be 9307 S. 51<sup>st</sup> Ave, #687, Laveen, Arizona 85339

Section 4. Other Offices. The Foundation may also have such other offices within or without the State of Arizona as the Board of Directors may, from time to time, designate, and as the business and affairs of The Desert Pearls Foundation may require.

## ARTICLE II - MEMBERSHIP

Section 1. Membership. Membership shall consist of members of the Alpha Alpha Iota Omega (AAIΩ) Chapter, Alpha Kappa Alpha Sorority, Incorporated, who are financial in the current fiscal year.

## ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of The Foundation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number and Membership. The Board of Directors shall consist of no less than ten (10), and no more than twelve (12), members. The Alpha Alpha Iota Omega (AAIΩ) President, First Vice President/Program Chair, and Corresponding Secretary must serve in and occupy three (3) of the director positions. The remaining positions will be officers or at-large director positions selected from active members of AAIΩ's chapter, only. The President of AAIΩ will

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serve as an at-large director. The President, Secretary, Financial Secretary, Treasurer, and the remaining at-large director positions will be elected by the membership at the annual meeting.

Section 3. Election, and Term of Office. Election to the Board of Directors shall be by majority vote of the members of Foundation, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of two (2) years and thereafter until her successor is elected. Each Director may serve a maximum of two (2) consecutive terms.

Section 4. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 5. Special Meetings. Special meetings of the Board of Directors may be discretion of the President or by four (4) Directors and approved by the Board of Directors.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered to each Director at her address as shown in the records of The Foundation. 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 prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email ~~telegram~~ is delivered via the Corresponding Secretary's email.

Section 7. Quorum. Six (6) Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Manner of Acting. 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.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses as approved by the Board of Directors. Nothing herein shall be construed to preclude any Director from serving The Foundation in any other capacity and receiving compensation therefor.

Section 10. Informal Action. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

#### ARTICLE IV - OFFICERS

Section 1. Officers. The officers of The Foundation shall be a President, Vice President, Secretary, Corresponding Secretary, Financial Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

Section 2. Election and Term of Office. The offices of Vice President and Corresponding Secretary, of The Foundation shall be the corresponding officer elected to this position within

AAIQ. All other officers will be elected by a majority vote of the members of the Foundation at the annual meeting, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of two (2) years and thereafter until her successor shall have been duly elected.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of The Foundation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chairman of the board and the chief executive officer of The Desert Pearls Foundation, and, in general, shall supervise and control all of the business and affairs of the Foundation. She may sign any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and she shall perform all such other duties as may be prescribed by the Board of Directors from time to time. The President shall be bonded. The President shall submit the Arizona Corporation Commission Annual Report no later than April 4<sup>th</sup> of the calendar year.

Section 6. Vice President. Shall be the current First Vice President of AAIQ and shall serve as the chief executive officer of The Desert Pearls Foundation, in the absence of the President.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to her by the President or by the Board of Directors.

Section 8. Corresponding Secretary. The Corresponding Secretary shall be the current Corresponding Secretary of AAIQ who shall receive, record, and report on all correspondences received for the Foundation; provide written notifications to the Directors and members of all meetings, activities, and pertinent information. The Corresponding Secretary shall serve as Secretary in the absence of the Secretary.

Section 9. Financial Secretary. The Financial Secretary shall receive and give receipts for monies due and payable to the Foundation; maintain and be custodian of the cash receipt journal and payment records; and perform such other duties as from time to time may be assigned to her by the President or by the Board of Directors. The Financial Secretary shall be bonded.

Section 10. Treasurer. The Treasurer shall be responsible for all funds and securities of the Foundation; shall deposit all such monies in the name of The Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the

Bylaws; and perform such other duties as from time to time may be assigned to her by the President or by the Board of Directors. The Treasurer shall be bonded.

Section 11. Parliamentarian. The Parliamentarian shall be appointed by the President, from the at-large directors.

#### ARTICLE V - COMMITTEES

Section 1. Purposes. The Board of Directors may establish such committees to assist in the performance of its duties as it considers appropriate. The Board shall prescribe the duties of the committees.

Section 2. Chairman. The President shall appoint committee chairman, with the approval of the Board.

#### ARTICLE VI - AMENDMENTS TO BYLAWS

The Bylaws may be amended by two-thirds (2/3) vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to amend the Bylaws.

#### ARTICLE VII – PARLIAMENTARY AUTHORITY

All matters not provided for in these Bylaws shall be governed by Robert’s Rules of Order, Newly Revised.

#### ARTICLE VIII - DISSOLUTION

Whenever any notice is required to be given under the provisions of the law of Arizona or under the provisions of the Articles of Incorporation or the Bylaws of The Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors and by its members on October 5, 2019.

These Bylaws were amended by the Board of Directors on October 6, 2021

