AMENDED AND RESTATED
BYLAWS
OF
DOWNTOWN TUCSON PARTNERSHIP, INC.
rev. 9/2018

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

1.1 Name. The name of this corporation is the Downtown Tucson Partnership, Inc. (the “Corporation”).

1.2 Principal Place of Business. The principal place of business of the Corporation shall be located at 100 N. Stone Avenue, Suite 101, Tucson, AZ 85701 or at such other place within Pima County, Arizona as may be established from time to time by the Board of Directors (the “Board”).

ARTICLE II
STATEMENT OF PURPOSES

2.1 Purposes. The Corporation is organized by a broad-based coalition of private individuals, community organizations, public bodies and small and large businesses for the purposes of advocating for and taking proactive, catalytic action to stimulate the creation of a vibrant, livable, safe and attractive downtown Tucson. The Corporation is organized on the principle that an economically, socially and culturally diverse and multi-functional urban center is essential to the economic vitality of the Tucson metropolitan area and the preservation of the unique heritage and cultural and historic resources enjoyed by the people living in and visiting southern Arizona.

2.2 Compliance. It is intended that the Corporation shall qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (the “Code”) and the regulations promulgated thereunder and shall be construed, interpreted and applied in such a way so as to comply with such requirements.

ARTICLE III
MEMBERSHIP

3.1 No Members. The Corporation shall not have members; however as provided in Article V below, the Corporation may establish stakeholder councils as needed.
ARTICLE IV
BOARD OF DIRECTORS

4.1 Corporate Governance. The Board shall have full power and authority to conduct, manage and direct the business and affairs of the Corporation. The Board shall consist of not more than forty-two (42) persons and shall include Standing Members and At Large Directors (as defined below).

4.2 Standing Directors. A place on the Board shall be reserved for the following persons whose respective terms on the Board shall be during the time that he or she holds such position and who shall be succeeded on the Board by the person succeeding him or her in such position ("Standing Directors"):  

1. Two people representing the Downtown Merchants and Retail Council.  
2. Two people representing the Downtown Neighborhoods and Residents Council.  
3. Two people representing Downtown arts and culture organizations.  
4. Two people representing non-merchant or retail Downtown employers.  
5. Two people representing the owners of Downtown commercial or business property.  
6. One person designated by the Tucson City Manager.  
7. One person designated by the Pima County Administrator.  
8. One person designated by the President of the University of Arizona.  
9. One person designated by Sun Corridor, Inc. or its successor.  
10. One person designated by the Downtown Development Corporation or its successor.  
11. One person designated by Rio Nuevo Multipurpose Facilities District.  

The terms of those Standing Directors described in paragraphs (1) – (5) (the "Non-Designated Standing Members") shall be two years. The terms of the other Standing Directors shall be for the period of their designation.
4.2.1 Downtown Merchants and Retail Council. The Downtown Merchants and Retail Council ("Merchants Council") shall include owners and operators of Downtown Tucson retail businesses, including restaurants, shops, hotels, service businesses, nightclubs and bars and entertainment venues.

4.2.2 Downtown Neighborhoods and Residents Council. Membership on the Downtown Neighborhoods and Residents Council ("Neighborhood Council") shall include representatives of neighborhood associations or neighborhoods in and around Downtown Tucson.

4.3 At Large Directors.

4.3.1. There shall be no more than (26) At Large Directors who are individuals who recognize the importance of a vibrant, historically significant urban center to the economic, social, and cultural well-being of the entire community and share a commitment and are dedicated to the creation and maintenance of an energetic, self-sustaining, multi-functional and diverse downtown Tucson environment.

4.3.2. The terms of the At Large Directors shall be two years. At each annual meeting, the Board shall reelect or replace the At Large Directors whose terms are expiring at such annual meeting.

4.4 Other Qualifications. In addition to the qualifications set forth above, it is expected that the At Large Directors shall also possess one or more of the following qualifications and characteristics:

1. Demonstrated experience and active participation in economic or cultural revitalization efforts in the downtown area.

2. Ability and willingness to attract financial resources to the Corporation.

3. Ability and willingness to work collaboratively in support of the goals of the Corporation.

4. Professional expertise and experience in the fields of urban development, finance, marketing/public relations, business, fundraising, architecture, design, planning, and public process.

4.5 Annual Meeting. A regular annual meeting of the Board shall be held on such date in the month of September and at such time and place as shall be determined by the Board and designated in the notice of the meeting.
4.6 Regular Meetings. The Board may provide by resolution the date, time and place for the holding of regular meetings of the Board, other than the annual meetings, without other notice than such resolution.

4.7 Special Meetings. Special meetings of the Board may be called by the Chairperson of the Board or the President/CEO upon at least five (5) but no more than sixty (60) days prior notice to each member of the Board. Such meetings shall be held on such date and at such time and place as shall be designated in the notice of the meeting.

4.8 Presiding Officer. Meetings of the Board shall be presided over by the Chairperson of the Board ("Chair"), if there is one, or by the Vice Chairperson of the Board ("Vice Chair"), if there is one, or, if there be no Chair or Vice Chair, by a person chosen by a majority of the members of the Board ("Director") present at a meeting, in that order. If the Secretary is not present, the presiding officer shall choose any person present to act as recording secretary of the meeting.

4.9 Resignations. Any Director may resign at any time by giving written or verbal notice to the Chair or CEO. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.10 Vacancies. Any vacancy occurring among the At Large Directors caused by the resignation or removal of a Director during his/her term of office may be filled by the remaining Directors. The Director so elected shall continue in office until the completion of his/her predecessor’s term of office. Any newly created directorship shall be deemed a vacancy, and the Board may choose to elect a Director to fill that vacancy for a two-year term.

4.11 Removal. At any regular meeting, or at any special meeting of the Board called for the purpose of removing a At Large Director, any one or more of such Directors may be removed, with or without cause, by the act of the Board provided that public notice of the consideration of the action is provided at least 24 hours in advance. In case any one or more of such Director is so removed, new Directors may be elected at the same meeting.

4.12 Attendance. Board members are expected to attend more than 50% of the meetings held annually. At the annual meeting, a Director who has not attended at least fifty percent (50%) of the meetings held during the preceding twelve months without excuse may not be re-elected to the Board.
4.13 **Ex Officio Directors.** The following persons can serve as *ex officio* members of the Board:

1. Representatives, Tucson City Council
2. Representative, Pima County Board of Supervisors
3. Pima County’s Arizona Department of Transportation (ADOT) Board representative
4. Representative, Business Development Finance Corporation
5. Representative, Regional Transportation Authority
6. Representative, City of Tucson Industrial Development Authority
7. Representative, Southern Arizona Leadership Council
8. President, Visit Tucson
9. President, Tucson Metro Chamber
10. Representative, Park Tucson, City of Tucson Department of Transportation
11. Representative, Fourth Avenue Merchants Association
12. Representative, Marshall Foundation/Main Gate Square
13. Representative, Tucson Hispanic Chamber of Commerce
14. Representative, Southwest Gas Corporation

The Board may appoint one or more additional *ex officio* directors. *Ex officio* directors shall receive notice of and may attend all meetings of the Board but shall not have a vote.

4.14 **Place of Meeting.**

4.14.1 The Board may hold its meetings at such place or places as it may from time to time determine.

4.14.2 Members of the Board may participate in meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting.

4.15 **Quorum, Manner of Acting.**

4.15.1 The presence of at least 40% of the members of the Board plus 1 (other than *ex officio* directors) then serving shall constitute a quorum for the transaction of business. Except as otherwise specified in the Articles of Incorporation or these Bylaws or provided by law, the affirmative approval of a majority of the Director’s present at a meeting at which a quorum is present shall constitute the act of the Board. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors.
4.15.2 The Directors shall act only as a Board and, unless authorized by the Board, individual Directors shall have no power as such.

4.15.3 Any action which may be taken at a meeting of the Board or of a committee thereof may be taken without a meeting if a majority of Directors or committee members, as the case may be, consent thereto in writing or electronically.

4.15.4 A Call to the Audience period shall be provided at each meeting of the Board and specified in the agenda, with reasonable limits on time available for speakers.

4.16 Subsidiary Corporations. The Executive committee of the Board may establish one or more subsidiary corporations for the purpose of fulfilling particular functions or providing particular services. The Board will elect members of the boards of directors of any all such subsidiary corporations. The Board will adopt the Bylaws of such subsidiary corporations and will retain the power to amend such Bylaws.

4.17 Executive and Other Committees.

4.17.1 The Board may designate from among its members an Executive Committee and one or more other committees, each committee to consist of three or more directors. Among these, the membership of “Board Committees”, including an Executive Committee and a Governance Committee, is limited to members of the Board.

4.17.2 The Executive Committee will be representative of the composition of the Board as a whole. The Executive Committee shall include the Officers who are also Directors, one each of the Standing Director categories, and up to three At Large Directors as recommended by the Governance Committee and selected by the Board. The Non-Designated Standing Directors serving on the Executive Committee shall be selected by the Board.

4.17.3 Except as otherwise provided in this section, the Executive Committee shall have and exercise all of the authority of the Board in the management of the business and affairs of the Corporation and any other committee shall have and exercise the authority of the Board to the extent provided in the resolution creating such committee. The Chair shall also serve as the chairperson of the Executive Committee.

4.17.4 Except in the case of the Executive Committee, the Board, with or without cause, may dissolve any committee or remove any member thereof at any time.

4.17.5 No committee of the Board shall have the authority of the Board in reference to (1) the amendment or repeal of the Bylaws; (2) the filling of vacancies on the Board or in any committee of the Board.

4.17.6 The Finance Committee shall approve budgets, review financial statements and tax returns, and establish and maintain appropriate financial and
accounting policies and procedures for the Corporation and any and all of its subsidiary corporations.

4.17.7 The Governance Committee shall identify candidates for election to the Board of the Corporation and the boards of directors of any and all subsidiary corporations, recommend candidates for election as officers and Executive Committee members, oversee compliance with Bylaws and other procedures for operation that have been adopted by the Board. Members of the Governance Committee shall excuse themselves from discussions of their own re-election to the Board or their nomination to board or corporation office.

ARTICLE V
NOTICE, WAIVER OF NOTICE

Whenever any notice of a meeting of the Board is required to be given under provisions of the Articles of Incorporation or these Bylaws: (a) such notice shall be given either personally, by telephone, by email, by facsimile, by express or registered or certified mail, or by national delivery service, addressed to the member of the Board at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least five (5) days before the date designated for such meeting, or (b) a waiver thereof in writing shall be signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after such meeting, and such shall be deemed equivalent to the giving of such notice. Notice shall be deemed given at the time when it is personally delivered and deposited in the mail as described above, transmitted by facsimile, or delivered to a national delivery company. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objecting to the lack of notice at the beginning of the meeting also shall constitute waiver of any required notice.

ARTICLE VI
OFFICERS

6.1 Number, Qualifications and Designation. The officers of the Corporation shall be Chair, a President and Chief Executive Officer, a Secretary, a Treasurer, and such other officers, including one or more vice-presidents, as may be designated by the Board, any two or more offices may be held by the same person, except the offices of the President and Secretary. Officers may, but need not, be Directors. The Board may elect from among the members of the Board a vice Chairperson, neither that Chair nor the Vice Chair shall be considered officers of the Corporation unless the Board specifically designates them as officers at the time of election.
6.2 **Election and Term of Office.** The officers of the Corporation shall be elected by the Board, and each such officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal. The term of office for officers is one year, but additional terms may be served if nominated and selected. Elections for offices to be held at the Corporation’s annual meeting.

6.3 **Subordinate Officers, Committees and Agents.** The Board from time to time may elect such other officers and appoint such committees, employees or other agents as the business of the Corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board from time to time may determine. The directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents.

6.4 **Resignations.** Any officer may resign at any time by giving written notice to the Board, or to the President, Chief Executive Officer or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.5 **Removal.** Any officer may be removed by an act of the Board whenever the best interests of the Corporation may be served thereby. Such removal shall not prejudice the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not itself create contract rights.

6.6 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board.

6.7 **General Powers.** All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board not inconsistent with these Bylaws.

6.8 **The Chair and Vice Chair.** The Chair or in the absence of the Chair, the Vice Chair, shall perform such duties as may be assigned in these Bylaws and shall perform such other duties as may from time to time be requested by the Board.

6.10 **The President/CEO.** The Board shall appoint a President/CEO. The President/CEO shall have general supervision over the business and operations of the Corporation and shall perform all duties normally incident to that office, subject to the control of the Board. The President/CEO may sign, execute and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other proper
instruments, except in cases where the Board or these Bylaws delegate to, or authorize the signing and execution thereof by, some other officer or agent of the Corporation.

6.11 The Vice Presidents. The Board may appoint a vice president or vice presidents. Vice presidents shall perform all duties incident to the office of a vice president and such other duties as from time to time may be assigned to them by the Board or the president.

6.12 The Secretary. The Board shall appoint a Secretary. Unless the Board or President/CEO determines otherwise, the Secretary shall (a) to the extent possible attend all meetings of the members and the Board, (b) to the extent possible, record all the votes of the Directors and prepare the minutes of the meetings of the Board and committees of the Board in a book or books to be kept for that purpose, (c) see that notices are given and records and reports are properly kept and filed by the Corporation as required by law, (d) authenticate records of the Corporation, and (e) in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board or the President/CEO.

6.13 The Treasurer. The Board shall appoint a Treasurer. Unless the Board or President/CEO determines otherwise, the Treasurer shall (a) have or provide for the custody of the funds and other property of the Corporation and keep accurate records thereof, (b) collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Corporation, (c) whenever so requested by the Board, render an accounting showing the transactions accounted for as Treasurer and of the financial condition of the Corporation, and, (d) in general perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned by the Board or the President/CEO.

6.14 Officer’s Bonds. Any officer shall give a bond for the faithful discharge of such officer’s duties in such sum, if any, and with such surety or sureties, as the Board shall require.

6.15 Salaries. The salaries of the officers, if any, shall be fixed from time to time by the Board or by such officer as may be designated by resolution of the Board. The salaries or compensation of any other officers, employees and other agents shall be fixed from time to time by the other officer or committee to which the power to elect such officers or to retain or appoint such employees or other agents has been delegated pursuant to Section 5.03 hereof. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that such officer also is a Director.

ARTICLE VII
MISCELLANEOUS
7.1 **Corporate Seal.** The Corporation may have a corporate seal in the form approved by the Board. Nothing in these Bylaws shall require the impression of a corporate seal to establish the validity of any document executed on behalf of the Corporation.

7.2 **Contracts.** The Board may authorize any person to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.3 **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 may approve or designate, and all such funds shall be withdrawn only upon checks signed by such person or persons as the Board from time to time shall determine.

7.4 **Reports.** The Board shall present at the annual meeting of the Board a report of the financial condition of the Corporation as of the closing date of the preceding fiscal year. Such report shall be in such form as shall be approved by the Board and shall be available for the inspection by Directors at the annual meeting. Unless required by statute, the Board may, but shall not be required to, have such report prepared and verified by an independent certified public accountant or by a firm of practicing public accountants.

7.5 **Corporate Records.** There shall be kept at the principal office of the Corporation an original or duplicate record of the proceedings of the Board, and the original or a copy of the Bylaws including all amendments or alterations thereto to date, certified by the Secretary. The Corporation also shall keep appropriate, complete and accurate books or records of account, which may be kept at the office of its statutory agent or at its principal place of business.

7.6 **Voting Securities Held by the Corporation.** Unless otherwise ordered by the Board, the President/CEO shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meeting of security holders of other corporations in which the Corporation may hold securities. At such meeting, the President/CEO shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been President/CEO. The Board from time to time may confer similar powers upon any other person or persons.

7.7 **Amendment of Bylaws.** The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board; provided, however, that the Bylaws may be amended only upon the act of the Board. It shall be necessary to set forth any proposed amendment, repeal or new Bylaws, or a summary thereof, in the notice of the meeting at which amendment repeal or new Bylaws are to be voted upon, whether annual, regular or special.
ARTICLE VIII
OPEN MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board shall be open to the public except when and to the extent that the purpose of such meeting involves a “confidential matter”. Confidential matters shall include:

1. Information relating to personal, proprietary, competitive or strategic financial and business information not involving public funds;

2. Proprietary, financial, proforma, forward-looking, strategic planning and other information relating to a specific project.

3. Those matters for which a public body could hold an “executive session” pursuant to A.R.S. §38-431.03.

ARTICLE IX
CONFLICTS OF INTEREST

9.1 Definitions.

A. Only for the purposes of this Article IX, Conflict of Interest: “BOARD MEMBER” means and includes all members of the Board, members of Council, officers and employees of the Corporation, and the relatives of a Board Member.

B. “RELATIVE” means the spouse, child, grandchild, parent, grandparent, brother or sister of the whole or half blood and their spouses of a Board Member and the parent, brother, sister, or child of a spouse.

C. “SUBSTANTIAL INTEREST” means any substantial pecuniary or proprietary interest, either direct or indirect.

9.2 Specific Guidelines.

A. Except after full disclosure, and at the request of the Chairman or President of the Board, no Board Member shall participate in the decision-making process on any matter in which such Board Member has a Substantial Interest.

B. Upon learning that the Board (or a committee thereof or a Council) is involved in a matter in which a Board Member has a Substantial Interest, such Board Member shall notify the Chairman of the Board or the President of such interest and shall
immediately withdraw from any further communication or discussion with the President or other officer or employee of the Board with respect thereto.

C. No Board Member shall use his or her position as a member, officer, employee or Committee member of the Board to gain access to information or influence the decision-making process of either the Board or any governmental body or agency in connection with any Board matter in which such Board Member has a Substantial Interest.

D. Upon receipt of notice from a Board Member that such Board Member has a Substantial Interest in a matter in which the Board is involved, the President shall remove such Board Member from any discussion and not furnish or provide him or her with the information pertaining to that matter which is furnished to the other Board Members; except to the extent that such information is generally available to the public at large.

9.3 Enforcement. A determination by the Board that a Board Member has willfully violated any of the guidelines set forth herein, shall result in the removal of such Board Member from all further involvement with the Board.

9.4 Interpretation. A Council Member who may have a substantial interest in a Council matter may disclose the potential conflict of interest to the Chairperson and/or Counsel to the Council for an interpretation of this Conflict of Interest policy. The Chairperson and/or Counsel shall attempt to resolve the issue of potential conflict of interest with such Council Member.

9.5 Effect of Director Conflicts of Interest.

9.5.1. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

i. The fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

ii. The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by written consent; or
iii. The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified, in the light of circumstances known to those entitled to vote thereon at that time.

9.5.2 Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction.