# AMENDED AND RESTATED BYLAWS OF

**COYOTE CRISIS COLLABORATIVE**

**(adopted April 20, 2022)**

# ARTICLE I NAME AND OFFICES

Section 1. Name. The name of this Corporation is "Coyote Crisis Collaborative" (the "Corporation").

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors (sometimes referred to herein as the "Board" or the "Board of Directors"), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the "ANCA").

# ARTICLE II BOARD OF DIRECTORS

Section 1. General Powers. The Corporation shall have powers to the full extent allowed by law. The Corporation's affairs shall be exercised and managed by the Board directly, or if delegated, under the ultimate direction of the Board.

Section 2. Classes of Directors. There shall be two (2) classes of voting Directors and one class of non-voting advisory Directors as follows:

1. Voting Directors
   1. Directors
   2. Ex-officio Directors
2. Non-voting Directors
   1. Advisory Directors (also known as "Liaisons")

Section 3. Number, Stakeholder Industries, Stakeholder Organizations, Advisory Liaisons.

1. Number. The number of Directors (each, a "Director" and collectively, the "Directors") shall be as determined by the Board of Directors from time to time.
2. Stakeholder Industries. A non-exhaustive list of stakeholder industries is attached as **Exhibit A.** The Executive Committee shall conduct an annual review of the Corporation's leadership needs. This review shall consider whether the stakeholder industries are fairly represented on the Board and whether additional stakeholder industries and Arizona geographical areas should be represented on the Board. At a minimum, the Corporation's Directors shall have a representative of U.S. Homeland Security, as well as representatives of educational, healthcare, and private sector businesses represented on the Board.
3. Stakeholder Organizations. Each stakeholder organization listed on **Exhibit B** attached hereto ("Stakeholder Organizations") may appoint a representative to the Board of Directors. The appointment shall be in writing and shall be delivered to the Executive Director at least 30 days in advance of the annual meeting. The Executive Director may amend **Exhibit B** from time to time to reflect changes in Stakeholder Organizations. The Executive Director shall notify the Executive Committee via email of any proposed amendment to **Exhibit B.** If there are no objections, then after ten (10) business days, the amendment shall go into effect.
4. Advisory Director Liaisons. The individuals listed on **Exhibit C** attached hereto shall serve as Advisory Directors ("Advisory Liaison"). The Executive Director may amend **Exhibit C** from time to time to reflect changes in the Advisory Liaisons. The Executive Director shall notify the Executive Committee via email of any proposed amendment to **Exhibit C.** If there are no objections, then after ten (10) business days, the amendment shall go into effect.

Section 4. Appointment and Terms.

1. Directors. Directors appointed by the Stakeholder Organizations set forth on **Exhibit B** shall serve until their death, resignation, or removal by the Stakeholder Organization that appointed them. Directors shall have the experience, education, and qualifications to lead the organization.
2. Advisory Director Liaisons. The institutions that will be invited to appoint an Advisory Liaison or serve as an Advisory Liaison are listed on the attached **Exhibit C.** Advisory Liaisons may be invited to Board meetings and may serve on committees but shall not be entitled to vote. Advisory Liaisons shall serve until their death, resignation, or removal by the Stakeholder Organization that appointed them.
3. Ex-officio Directors. All of the individuals who have previously held the office of Chair ("Past Chairs") shall serve, ex-officio, as Directors so long as they are willing and able to maintain continuity and institutional knowledge. The ex-officio Directors shall be entitled to vote and shall be counted for purposes of determining a quorum.

Section 5. Resignation. A Director, Advisory Liaison, or Ex-officio Director may resign at any time by filing a written resignation with the Executive Director or the Chair. Failure of a Director to attend three (3) consecutive Board meetings or one-half of the meetings in a calendar year shall be deemed to be a resignation by the Director.

Section 6. Removal. A Director or Advisory Liaison may be removed from office with or without cause by the Stakeholder Organization that appointed them or by the vote of a majority

(51%) of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

Section 7. Vacancies.

1. Directors. In the event a vacancy occurs on the Board from any cause, the Stakeholder Organization that appointed the vacating Director shall be notified and invited to appoint a replacement so long as they are still listed on **Exhibit B.**
2. Advisory Liaisons. In the event a vacancy occurs among the Advisory Liaisons from any cause, any agency or institution listed on **Exhibit C** that appointed the vacating Director shall be notified and invited to appoint a replacement so long as they are still listed on **Exhibit C.** Liaisons who are not appointed by an agency or institution listed on **Exhibit C** may, but need not, be replaced by action of the Executive Director. In such cases, the Executive Director shall notify the Executive Committee via email of any proposed amendment to **Exhibit C.** If there are no objections, then after ten (10) business days, the amendment listing the replacement Liaison shall go into effect.

Section 8. Annual Meeting. The annual meeting of the Board (the "Annual Meeting") shall be held each year at such time and place as shall be determined by the Board of Directors, for the purpose of electing Directors and officers and transacting such business as may come before the meeting. The Annual Meeting is a regular meeting for purposes of the ANCA, which may be held without further notice, if held at such fixed time and place as the Board may provide by resolution.

Section 9. Other Regular Meetings. In addition to the Annual Meeting, the Board may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution, such meetings shall be held at the stated time and place without other notice than such resolution Special Meetings. Special meetings of the Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the Chair or Secretary, and shall also be called by the Secretary on the written request of fifty percent (50%) of the Directors.

Section 10. Special Meetings. Special meetings of the Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the President or Secretary, and shall be called by the Secretary on the written request of a majority (51%) of the Directors then in office.

Section 11. Executive Sessions. The Chair may call an executive session of the Board at any time. Executive sessions shall be open to Board members and invited guests from whom the Board seeks information, advice, or counsel.

Section 12. Meetings by Telephone or Other Communication Technology.

1. Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting.
2. If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 13. Notice and Waiver of Notice.

1. Notice. Notice of the date, time, and place of any annual or special meeting shall be given by oral or written notice delivered personally to each Director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight

(48) hours prior thereto. Notice shall be given in one of the methods described in Article V hereof. The purpose of and the business to be transacted at any special meeting of the Board need not be specified in the notice or waiver of notice of such meeting.

1. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the ANCA or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 14. Quorum. One-third (33%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting 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. If less than a quorum is present when a meeting is convened, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 15. Manner of Acting. At any meeting of the Board, every Director and Liaison entitled to vote shall have one vote. The act of a majority (51%) of the Directors and Appointed Liaisons at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the Corporation.

Section 16. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of the ANCA, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of the Board of Directors taken at a meeting.

Section 17. Electronic Mail. Any action which may be accomplished, or is required to be accomplished, in writing under these Bylaws or the ANCA, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail. Decisions informally agreed to by email must be ratified by the Board at its next meeting.

Section 18. Proxy Voting. Directors are authorized to vote in person or by proxy; provided, however, that an appointment of proxy is valid for one (1) year unless a different period is expressly provided in the appointment form.

Section 19. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 20. Compensation. Directors of the Corporation, other than the Executive Director, shall not receive compensation for serving as Directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 21. Use of Electronic Signature. A Director may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory to serve as his or her signature. Each electronic signature should be affixed to an e-mail message or other electronic communication that: (i) contains, attaches, or references the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the e-mail or electronic communication.

Section 20. Director Deadlock. In the event the Board votes are deadlocked, but only if so required by the written request of any Director delivered to the Chair, the Board shall, within thirty

(30) days after receipt of such written request, appoint a mutually agreed upon neutral mediator to aid the Board in facilitating the decision-making process. If, after appointing the mediator, the deadlock persists for a period not to exceed 60 days after the original deadlock vote, the Board shall, within ten (10) days thereafter, agree upon a neutral, qualified arbitrator who shall have the authority to issue a decision on the issue upon which the Board is deadlocked such decision shall be binding on the Corporation and on each Director.

# ARTICLE III COMMITTEES

Section 1. Power to Create Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers and duties as are specified in the resolution creating such committee.

Section 2. Powers Reserved to the Board. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption,

amendment or repeal of the Articles or Bylaws; (iii) the fixing of compensation of the Directors;

(iv) the amendment or repeal of any resolution of the Board; or (v) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

Section 3. Executive Committee. There shall be an Executive Committee which shall be comprised of the Chair, the Vice Chair, the Vice Chair-Elect, the Past Chairs, the Secretary, the Treasurer, and the Arizona Department of Health Services' Government Advisor, and the Arizona Department of Emergency and Military Affairs. The Executive Committee shall have and may exercise when the Board is not in session all of the powers of the Board that are not inconsistent with Section 2 hereof. Additionally, the Executive Committee shall have the right to oversee and audit the budgets for the Health Care Coalition activities. The Executive Committee shall make reports to the Board of its activities at each regularly scheduled meeting of the Board.

Section 4. Participation by Non-Directors. The Board may permit a person who is not a Director to serve on any committee of the Board except the Executive Committee. A non-Director participant shall have no right to vote in the Committee on any matter that would create a binding obligation of the Corporation.

Section 5. Removal; Authority of the Board. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action, including any action by the Executive Committee, is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board. Removal shall be considered when a Board member has not completed a conflict of interest disclosure, reviewed and approved annual tax filings or bylaw changes, or has been absent from three (3) consecutive committee meetings or one-half of the committee meetings in a calendar year.

Section 6. Term. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue unless the Board removes the member or terminates the Committee.

Section 7. Advisory Committees. The Board of Directors, in its discretion, may create one or more advisory committees to consist of persons the Board deems qualified, regardless of whether they are Directors of the Corporation. Advisory committees shall serve at the pleasure of the Board and may be invited to undertake special assignments or provide advice related to their special areas of expertise at the request of the Board of Directors.

# ARTICLE IV CONFLICTS OF INTEREST

Section 1. Conflict of Interest Procedure. Each Director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall annually complete and sign the form of the Corporation's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

# ARTICLE V

**NO DISCRIMINATION**

In exercising or fulfilling its exempt functions, the Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The Corporation is committed to providing an inclusive, equitable, and welcoming environment for all clients, volunteers, subcontractors, vendors, and clients.

# ARTICLE VI OFFICERS

Section 1. Number. The principal officers of the Corporation shall be a Chair, a Vice Chair, a Vice Chair-Elect, an Executive Director, a Secretary, and a Treasurer, each of whom shall be elected by the Board. The Board may elect such other officers and assistant officers and agents as may be deemed necessary. Principal Officers shall be members of the Board and of the Executive Committee.

Section 2. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 4. The Chair. The Chair shall preside at all meetings of the Board, and shall be, ex officio, a voting member of all committees of the Board, and shall be the Liaison between the Executive Director and the Board.

Section 5. The Vice Chair. In the absence of the Chair, or in the event of the Chair's death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board.

Section 6. The Vice Chair-Elect. In the absence of the Vice Chair, or in the event of the Vice Chair's death, inability, or refusal to act, the Vice Chair-Elect shall perform the duties of the Vice Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Vice Chair. The Vice Chair-Elect shall perform such other duties as from time to time may be assigned by the Chair or by the Board.

Section 7. The Executive Director. The Executive Director shall be the principal executive officer of the Corporation and subject to the oversight of the Board, shall in general supervise and control all of the Corporation's day-to-day business and affairs. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. Such agents and employees shall hold office

at the discretion of the Executive Director. In general, the Executive Director shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time.

Section 8. The Secretary. The Secretary shall: (a) ensure that the minutes of the Board meetings are kept in one or more books or online databases provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the ANCA; (c) be custodian of the corporate records; and (d) 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 Chair or by the Board.

Section 9. The Treasurer. The Treasurer shall: (a) oversee the development and observation of the Corporation's financial policies, budgeting, reporting to the Board; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

Section 10. Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any principal officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

Section 11. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board.

Section 12. Compensation. Officers of the Corporation shall not receive compensation for serving as officers, but they may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board.

# ARTICLE VII INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, Board resolution, the

ANCA or otherwise. All capitalized terms used in this Article VII and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

# ARTICLE VIII MICELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of June in each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. Each of the Chair, the Executive Director, and the Secretary shall have authority to sign, execute and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board up to the limits set forth in the Corporation's Signature Authority Policy. Except as otherwise provided by the ANCA or directed by the Board, the Chair may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Corporation.

Section 4. Loans. No moneys in excess of twenty-five thousand dollars ($25,000) shall be borrowed on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board may select.

# ARTICLE IX AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority (51%) of all of the Board members entitled to vote at any regular or special meeting thereof.

# ARTICLEX EMERGENCY BYLAWS

Section 1. Emergencies. Notwithstanding anything to the contrary herein, this Article X applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the



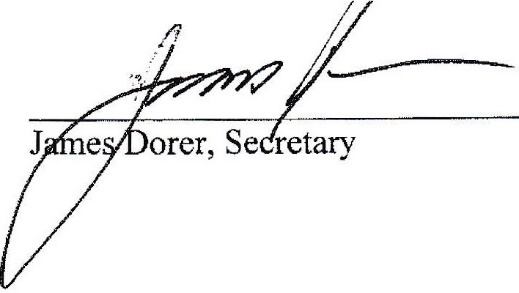
event or circumstance has subsided or ended and a quorum can be readily convened in at:cordance with the notice and quorum requirements in Article II above:

1. a natural catastrophe, including, but not limited to, a pandemic, hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;
2. an attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
3. an act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
4. a state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

Section 2. Emergency Actions.

1. In Anticipation of or During Emergency. In anticipation of or during an emergency, the Board may relocate the principal office or authorize the officers to do so.
2. . During Emergency. During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:
   1. Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Article II above.
   2. Deem that one or more officers present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.
3. Binding Effect. Any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a Director, officer, employee, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

Certified a true and correct copy of the Amended and Restated Bylaws adopted on the 22nd day of April, 2022, by the Board of Directors of the Coyote Crisis Collaborative.



## Exhibit A Stakeholder Industries

* Airports
* Arizona Alliance for Community Health Centers
* Arizona Ambulance Association
* Arizona Emergency Managers Association and Emergency Managers
* Arizona Fire Chiefs Association
* Arizona Health Care Association
* Arizona Hospice and Home Health Associations
* Arizona Local Public Health Emergency Response Association
* Arizona Pharmacy Association
* Arizona Poison Control Center
* Arizona School District Consortium
* Arizona State Agencies/Divisions
* Arizona Tribal Executive Committee
* ATT-FirstNet
* County Emergency Management
* County Public Health
* Arizona Volunteer Organizations Active in Disasters
* Developmental Disabilities
* Federal Bureau of Investigation
* Finance
* Fire
* EMS Companies
* Hospitals
* Law Enforcement
* Legal
* Mass Casualty Tracking and Reunification an Arizona Collaborative (MCTRAC)
* Mental Health
* Military
* National Disaster Medical System
* National Association of Maternal and Children’s Health Program
* Other Businesses
* Red Cross
* Universities
* Utilities
* Veteran's Administration
* Western Regional Alliance for Pediatric Emergency Management (this entity covers the western states)