

**BYLAWS**  
**OF**  
**AZ DESERT COUNTRY MUSIC ASSOCIATION**  
(an Arizona Nonprofit Corporation)

**ARTICLE I**

**Name and Principal Office**

1. **Name**

The name of the corporation is **AZ Desert Country Music Association** (the “Corporation”).

2. **Principal Office**

The principal office of the Corporation shall be located at 6210 W. Buckhorn Trail, Peoria, AZ 85083, or at such other place within the State of Arizona as the Board of Directors may determine from time to time.

**ARTICLE II**

**Purpose and Limitations**

1. **Purpose**

The Corporation is organized as a **mutual-benefit nonprofit corporation** to promote and advance the common business and professional interests of individuals and organizations engaged in or supporting the country music industry in Arizona, including through events, networking opportunities, industry promotion, advocacy, and community engagement.

2. **Tax-Exempt Status**

The Corporation is organized and shall be operated exclusively as a **business league within the meaning of Section 501(c)(6) of the Internal Revenue Code**, or the corresponding provision of any future federal tax law.

3. **Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, member, or other private individual, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its purposes.

## ARTICLE III

### Members

#### 1. **Members**

The Corporation **may have members**. The Board of Directors shall determine whether to admit members, the classes of membership (if any), eligibility requirements, dues, benefits, and voting rights by resolution.

#### 2. **Voting Rights**

Members shall have such voting rights, if any, as determined by the Board. Members shall not be deemed owners of the Corporation and shall have no proprietary or economic interest in the assets of the Corporation.

## ARTICLE IV

### Board of Directors

#### 1. **Authority**

The affairs of the Corporation shall be managed by its **Board of Directors**.

#### 2. **Number and Qualification**

The Corporation shall have not fewer than **three (3) directors**, with the exact number to be fixed by resolution of the Board. Directors need not be residents of Arizona.

The initial Board of Directors shall consist of the following individuals:

- Jeremy Weeks
- Johanna Weeks
- Geoff Rochester
- Shelly Rochester

#### 3. **Term**

Directors shall serve terms as determined by the Board and may serve successive terms.

#### 4. **Election and Removal**

Directors shall be elected or appointed as provided by the Board. Any director may be removed, with or without cause, by a majority vote of the Board.

#### 5. **Vacancies**

Vacancies on the Board may be filled by the remaining directors.

## ARTICLE V

### Meetings of Directors

1. **Regular Meetings; Electronic Participation**

Regular meetings of the Board of Directors may be conducted in whole or in part by telephone, video conference, or other electronic means by which all participating directors may simultaneously hear each other. Participation by such means shall constitute presence in person at the meeting.

2. **Special Meetings**

Special meetings may be called by the President or any two directors.

3. **Notice**

Notice of meetings shall be given in a reasonable manner, including electronically.

4. **Quorum and Voting**

A majority of directors shall constitute a quorum. Actions shall be approved by a majority of directors present unless otherwise required by law or these bylaws.

5. **Action Without a Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors consent in writing to the action. Such written consent may be executed in counterparts and delivered electronically and shall have the same force and effect as a unanimous vote at a meeting of the Board.

## ARTICLE VI

### Officers

1. **Officers**

The officers of the Corporation shall include a **Chief Executive Officer (CEO), President, Vice President, Chief Operating Officer (COO), Secretary, and Treasurer**, and such other officers as the Board may determine.

The initial officers of the Corporation shall be:

- **Chief Executive Officer (CEO) & Treasurer:** Jeremy Weeks
- **President:** Johanna Weeks
- **Vice President:** Geoff Rochester
- **Chief Operating Officer (COO) & Secretary:** Shelly Rochester

## 2. **Duties**

- **Chief Executive Officer:** Serves as the chief executive officer of the Corporation; has overall responsibility for strategic direction, oversight of operations, and execution of the Corporation's mission.
- **President:** Oversees day-to-day operations as delegated by the Board and represents the Corporation in external relations.
- **Vice President:** Assists the President and performs such duties as may be assigned by the Board or President.
- **Chief Operating Officer:** Oversees operational functions and internal administration of the Corporation.
- **Secretary:** Maintains corporate records, minutes of meetings, and official notices.
- **Treasurer:** Oversees the financial affairs of the Corporation, including budgeting, financial reporting, and compliance with applicable financial controls.

## 3. **Compensation**

Officers may receive reasonable compensation for services rendered, as approved by the Board of Directors in accordance with applicable law.

## 4. **Resignation**

Any officer may resign at any time by providing written notice to the Board of Directors. The resignation shall be effective upon receipt unless a later effective date is specified in the notice.

## 5. **Removal**

Any officer may be removed, with or without cause, by a majority vote of the Board of Directors whenever the Board determines that removal is in the best interests of the Corporation.

## 6. **Vacancies**

A vacancy in any office arising from resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

# ARTICLE VII

## Committees

The Board may establish committees and delegate authority to them, except as prohibited by law.

## **ARTICLE VIII**

### **Financial Administration**

1. **Fiscal Year**

The fiscal year of the Corporation shall be the calendar year, beginning on January 1 and ending on December 31.

2. **Contracts and Banking**

The Board may authorize officers or agents to enter into contracts and open bank accounts on behalf of the Corporation.

3. **Banking Authority**

The Board of Directors hereby authorizes **Jeremy Weeks and Johanna Weeks**, individually, to open, maintain, and manage bank accounts in the name of the Corporation, including the authority to sign checks, drafts, electronic payments, and other instruments for the withdrawal or transfer of funds, subject to any limits imposed by resolution of the Board. Either authorized individual may act independently unless otherwise restricted by resolution of the Board of Directors.

## **ARTICLE IX**

### **Conflict of Interest**

The Corporation shall adopt a **Conflict-of-Interest Policy** consistent with federal tax-exempt organization standards, requiring disclosure and recusal where appropriate. Such policy shall be adopted by resolution of the Board of Directors and maintained with the Corporation's records.

## **ARTICLE X**

### **Dissolution**

Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or to another nonprofit organization or organizations organized and operated for similar purposes, as determined by the Board.

No assets shall be distributed to any director, officer, member, or private individual.

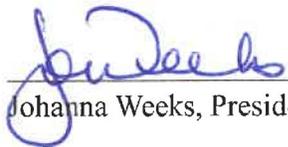
## ARTICLE XI

### Amendments

These bylaws may be amended by a majority vote of the Board of Directors at any meeting, provided notice of the proposed amendment is given in advance.

### CERTIFICATION

These bylaws were adopted by the Board of Directors of AZ Desert Country Music Association on January 21, 2026.

  
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Johanna Weeks, President

  
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Shelly Rochester, Secretary