

FRIENDS OF AGUA CALIENTE, INC.

BYLAWS

ARTICLE I
NAME AND PURPOSE

Section 1: NAME

This organization is incorporated under the laws of the State of Arizona and shall be known as the Friends of Agua Caliente, Inc.

Section 2: PURPOSE

Friends of Agua Caliente, Inc. is organized to maintain and support the preservation of Agua Caliente Park and the area boundaries as described in Section 3.

Section 3: DEFINITIONS

Boundaries shall mean the areas within the historical and geographical areas including the settlement and development of Agua Caliente Ranch and Tanque Verde Communities, from prehistoric to current times, and other such areas as may be approved by the Board of Directors of the Corporation as necessary.

Section 4: LIMITATION OF METHODS

- A. Friends of Agua Caliente, Inc. Shall observe all local, state and federal laws which apply to a not-for-profit corporation as defined in Section 501 ©) (3) of the Internal Revenue Code, as amended from time to time.
- B. No officer, Board member, committee member, or member shall make public any formal action, or make public any resolution, or in any way commit the Friends of Agua Caliente, Inc. on a question of policy without receiving formal approval of the Board of Directors.

ARTICLE II
MEMBERSHIP AND DUES

Section 1: APPLICATION AND DUES

- A. Any individual, family, student, business, organization or donor having an interest in the above purpose shall be eligible to apply for membership and shall be accepted upon payment of the regularly scheduled dues.
- B. Membership dues shall be at a rate and schedule as prescribed by the Board of Directors.

Section 2: VOTING PRIVILEGES OF MEMBERS

- A. Individual Memberships in good standing are entitled to one vote. Family Memberships in good standing are entitled to no more than two adult votes.
- B. Any business or organization holding membership shall appoint an individual to exercise the voting privileges of that business membership or organization.

ARTICLE III
MEETINGS

Section 1: ANNUAL MEETING OF THE MEMBERSHIP

- A. The Annual Meeting of the Friends of Agua Caliente, Inc. shall be held within sixty (60) days of the end of each year or at such other time and place as determined by the Board of Directors and notice thereof mailed to each member at least ten (10) days prior to the meeting.

Section 2: BOARD MEETINGS

- A. Regular meetings shall be held at such time or intervals as the Board of Directors shall from time to time by resolution designate. Notice of all regular meetings of the Board shall be made by mail, e-mail, or telephone to the directors at least seven (7) days prior to the meeting and include the Date, Time, Place and Purpose of the meeting.
- B. Special meetings of the Board of Directors may be called by the President or any two (2) Directors by giving three (3) days notice of such meeting to all Directors by mail, e-mail, telephone or direct communication. Unless otherwise specified in the notice, any or all business of the corporation may be transacted at a special meeting.

When a quorum of Directors are assembled for any purpose, a special meeting may be held without notice.

Section 3: ADDITIONAL MEETINGS

- A. General meetings of Friends of Agua Caliente, Inc. may be called by the President at any time or upon petition in writing of 10% of the members in good standing. Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings.
- B. Committee meetings may be called at any time by the Committee Chair or President of the Board.

Section 4: QUORUM

A. BOARD OF DIRECTORS

- 1. A simple majority of Board members present constitutes a quorum.
- 2. In the absence of the President or Vice-President, the quorum present may choose a Chair for that meeting.
- 3. If a quorum is not present, the lesser number may adjourn the meeting to a later date.
- 4. The act of a majority of the Directors present at the meeting which has been established shall be considered the act of the Board of Directors unless otherwise provided in these Bylaws or Articles of Incorporation.

B. GENERAL MEETINGS

At a General meeting, 10% of the members shall constitute a quorum.

C. COMMITTEE MEETINGS

At a Committee meeting, a majority of members present shall constitute a quorum.

ARTICLE IV BOARD OF DIRECTORS

Section 1: NUMBER AND QUALIFICATIONS

- A. The business and affairs of the Corporation shall be handled by the Board of Directors, consisting of not less than three (3) and not more than fifteen (15)

Directors who shall be persons of good character residing within Pima County or other areas as approved by the Board. The number of Directors constituting the Board of Directors may be changed by a resolution of the Board. Directors shall serve without remuneration.

Section 2: DUTIES OF DIRECTORS

- A. The Board of Directors may: (1) hold meetings as specified in the bylaws; (2) appoint and dissolve standing committees as specified in these bylaws or special committees from the members of the Board and such other persons as the Board may designate; (3) employ agents; (4) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the corporation and best protect the interest and welfare of the corporation.
- B. The Board of Directors is responsible for policy decisions and governing the Corporation. The Board shall control the organization's property, be responsible for its finances and direct its affairs.

Section 3: ELECTION OF DIRECTORS AND TERM

- A. The Board of Directors shall be elected by ballot at the Annual Meeting from a slate of candidates submitted by the Nominating Committee and by nominations presented from the floor.
- B. The term of office for all Directors shall be three (3) years and they shall serve until their successors are elected and qualified. Any Director can be reelected at the expiration of the term.

Section 4: VACANCIES AND REMOVAL OF DIRECTORS

- A. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled by the election of the Board from a slate of candidates submitted by the Nominating Committee and from nominations presented by members of the Board. Each person so elected shall hold office for the remainder of the term of the Director being replaced.
- B. Any one or more of the Directors may be removed, either with or without cause, at any time by a vote of two thirds (2/3) of all the remaining Directors of the corporation. Directors may not be removed unless specific notice is given to all Directors that removal is to be proposed to the Board. The Board member whose removal is proposed shall be specifically named in such notice.

ARTICLE V
SELECTION AND ELECTION OF OFFICERS

Section 1: OFFICERS

- A. The officers of the corporation shall be President, Vice President, Secretary, and Treasurer and such officers as the Board may elect from time to time.
- B. The officers shall be elected at the Annual Meeting to serve a term of one (1) year. Any officer may be elected to no more than three (3) consecutive terms for the same office or position.
- C. The Nominating committee shall present a slate of Officers at the Annual Meeting. Nominations may be taken from the membership at this meeting. The slate shall be for all Board positions and Officer positions.

Section 2: DUTIES OF OFFICERS

- A. President
The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Board and the General Membership. The President may sign, with the Secretary or any other officer authorized by the Board, any instruments which the Directors have authorized to be executed. The President shall perform all duties normally incident to the office of President.
- B. Vice President
In the absence or incapacity of the President, the Vice President shall perform the duties of the President. The Vice President shall have the responsibility of coordination of the committees of the organization.
- C. Secretary
The Secretary shall keep minutes of the meeting in books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws; be custodian of the Corporate books and records; shall keep a record of the post office addresses of the Directors; and 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 President of the Board of Directors.
- D. Treasurer
The Treasurer shall have charge and custody of and be responsible for books and records of accounts of the Corporation and shall perform all other duties incident to the office and perform other duties that from time to time may be assigned by the Board of Directors. The Treasurer is responsible for the safeguarding of all funds received by the organization and the disbursement of the funds. Checks are to be

signed according to a policy established by the Board of Directors.

E. Indemnification:

The Friends of Agua Caliente may, by the resolution of the Board of Directors, provide for indemnification by the organization of any and all of its officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reasons of having been Directors. Directors judged negligent or misconduct in performance of duty will not be indemnified.

ARTICLE VI COMMITTEES

Section 1: APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint all Committees and Committee Chairs. Committee appointments shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors. Committees shall be discharged by the President when their work has been completed and reports accepted or when it is deemed wise to discontinue the Committees by the Board of Directors.

Section 2: STANDING COMMITTEES

Standing Committees are established to address the efficient and responsible operation of the organization. These committees are: Agua Caliente Park Liaison, Audit, Finance, Fund-raising, Membership/Volunteer, Nominating, and Public Relations.

A. Agua Caliente Park Liaison

B. Audit

This committee shall secure an examination of the books of the Corporation and make a report thereof to the Board of Directors and at the Annual Meeting.

C. Finance

The Finance Committee shall be appointed by the Board of Directors and shall be chaired by the Treasurer of the organization. The committee shall operate according to ARTICLE VII. The committee shall advise the Board with respect to the financial policies of the organization. It shall suggest ways and means of conserving and increasing the membership and revenues. The committee shall assist the Board with the establishment of an annual budget to be submitted at the November meeting of the Board.

D. Fund-raising

The Fund-raising Committee seeks funds through events, grants, and endowments.

E. Membership/Volunteer

This committee shall work to increase and retain the membership/volunteer numbers of the organization.

F. Nominating

The President shall appoint, subject to approval of the Board of Directors, a Nominating Committee consisting of the immediate Past President as chairman, two (2) members from the Board of Directors, and two (2) from the membership at large.

At the September Board of Directors Meeting, the Nominating Committee shall present to the Board a slate of candidates to serve three (3) year terms, to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of Directorship.

1. PUBLICITY OF NOMINATION

Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership of the names of the persons nominated as candidates for Directors.

2. NOMINATION BY PETITION

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least 5% of the qualified members of the Friends of Agua Caliente, Inc. Such petition shall be filed with the Nominating Committee within ten (10) days after the notice has been given of the names nominated. The determination of the Nominating Committee as to the legality of the petition shall be final.

3. DETERMINATION

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at the regular November Board Meeting. If a legal petition presents additional candidates, the names of all the candidates shall be arranged on a ballot in alphabetical order. Instructions shall be to vote for the designated number of vacancies only. The Secretary shall mail this ballot to all active members at least fifteen (15) days before the regular November Board Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Secretary within ten (10) days. The Board of Directors shall at their regular November meeting declare the three candidates with the greatest number of votes, elected.

G. Public Relations

The Public Relations Committee promotes the organization and its goals and

objectives. It is responsible for the newsletter, website, news releases, and membership brochure.

Section 3: AD HOC COMMITTEES

Ad Hoc Committees are formed as needed or on an annual basis. Examples of this type of committee are committees established to organize a function or event; trouble shooting committees, i.e, Save the Park; special fund-raising committees; etc.

Any other committees as shall be deemed necessary by the President and/or Board members shall be appointed from the membership or interested persons from the area or outlying area.

ARTICLE VII FINANCE

Section 1: FUNDS

All money paid to the Friends of Agua Caliente, Inc. Shall be placed in a General Operating Fund, unless specifically designated for another purpose by the Board.

Section 2: DISBURSEMENTS

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without the additional approval of the Board of Directors. Disbursement shall be by check. Approval of the President and/ the Board of Directors is required for disbursements not in the budget and over \$500.00.

Section 3: BUDGET

As soon as possible after the election of the Board of Directors and Officers, the Finance Committee shall adopt the budget for the coming year and submit it to the Board for approval. Approval by the Board of Directors should be no later than January 1 of the year for which the budget is intended.

ARTICLE VIII FISCAL YEAR

The fiscal year shall begin on the 1st day of October and end on the 30th day of September.

ARTICLE IX
AMENDMENTS

These bylaws may be amended in whole or part by the Board of Directors upon being proposed at an annual, regular or special meeting of the Board, and voted upon at a subsequent meeting for which a special notice has been sent to each Director at least fifteen (15) days before such meeting, specifying the manner in which any portion of the bylaws are proposed to be amended. A two thirds (2/3) vote of the Directors present at a meeting which a quorum has been established, shall be necessary to approve the amendments.

ARTICLE X
PARLIAMENTARY AUTHORITY

The current edition of ROBERT'S RULES OF ORDER shall be the final source of authority in all questions of parliamentary procedure when such rules are not consistent with the bylaws of this organization.

ARTICLE XI
DISSOLUTION

The Friends of Agua Caliente, Inc. shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall be distributed to the members. On dissolution, any funds remaining shall be distributed to one or more qualified organizations which are in compliance with the purposes of the Friends of Agua Caliente, Inc.

Established June 9, 1994

Revised October 6, 2003