

Bylaws
Of the
Anza Trail Coalition of Arizona, Inc

Revision dates

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February 2009

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ANZA TRAIL COALITION OF ARIZONA, INC. BY-LAWS AS AMENDED

MISSION STATEMENT: The Anza Trail Coalition of Arizona is a 501 (c) (3) Non-Profit organization whose purpose is to educate the public about the historical significance of the Anza Trail and to provide support services for the Arizona section of the Juan Bautista de Anza National and State Historic Trail in cooperation with Federal, State and local governmental agencies and other interested parties.

The Mission Statement is more fully set forth in Article III of the Articles of Incorporation.

ARTICLE I DEFINITIONS

Section 101 “Corporation” shall mean the Anza Trail Coalition of Arizona, Inc.

Section 102 “Board” shall mean the Board of Directors of the Corporation.

Section 103 “Director” shall mean an individual serving on the Board.

Section 104 “Officer” shall mean a Director elected by the Board to one of five (5) Officer positions.

Section 105 “Region” shall be one of five areas statewide, which match the following county borders; Santa Cruz, Pima, Pinal, Maricopa and Yuma counties.

Section 106 “Regional Administrator” shall mean a member appointed by the Board when deemed necessary, to server as a group leader for a Region or Regions.

Section 107 “Absentee Ballot” shall mean a form provided by the Corporation that, when properly filled out and signed, allows a designated Member to vote in absentia, as though the Member is actually in attendance at said meeting.

Section 108 “Membership” shall mean the total membership of the Corporation.

ARTICLE II ORGANIZATIONAL STRUCTURE

Section 201 The principal place of business shall be in Santa Cruz County, Arizona.

Section 202 The Corporation is comprised of five (5) Regions, one in each of the Counties, Santa Cruz, Pima, Pinal, Maricopa and Yuma, through which the Anza Trail passes, and the Board, hereinafter defined in Article V.

Section 203 A Regional Administrator may establish a bank account as a repository for funds in the name of: “**Anza Trail Coalition of Arizona, (Region, X)**” with the approval of the Board.

Section 204 The Directors and Officers of the Corporation and all committee members shall serve without salary or other compensation provided, however, persons may be reimbursed

or advanced funds for necessary travel and other expenses incurred on behalf of the Corporation. Prior approval must be granted by the Board for such expenses. No election or appointment of an Officer shall be deemed to create a contract right of employment.

ARTICLE III MEMBERSHIP

Section 301 The Corporation shall be a non-discriminatory membership organization. Membership is contingent upon payment of dues for the desired class of membership (see section 302), and abiding by the Bylaws and any other rules of the Corporation. Membership shall be on an annual basis expiring 12 months from the date of the last dues payment except for Lifetime members.

Section 302 The dues structure shall include the following classes of membership.

Individual (annual renewal)

Family (annual renewal)

Business or Organization (annual renewal)

Lifetime (includes Landowner and/or Easement Grantor)

The dollar amount for each class shall be set once a year by the Board. In no case, however, will the dues be less than \$20.00 per year.

Section 303 Each individual member and each of two (2) family members and each Business or Organization member shall have one vote at membership meetings. Each Business or Organization shall name an individual to serve as the voting member.

Section 304 Membership cannot be transferred, sold, assigned or pledged.

ARTICLE IV MEETINGS

Section 401 The Annual Meeting of the Membership to elect the Directors shall be held during the month of February.

Section 402 The Annual Meeting of the Board, for the purpose of electing Officers and other business that may be on the agenda, shall be held immediately after the Annual Meeting of the Membership pursuant to Section 401.

Section 403 Notice of meetings shall be dispatched not less than ten (10) nor more than thirty (30) days prior to any meeting.

Section 404 Meetings shall be conducted in accordance with Roberts Rules of Order.

Section 405 Membership meetings shall require ten percent (10%) of the Membership present or voting by Absentee Ballot to constitute a quorum.

ARTICLE V BOARD OF DIRECTORS

- Section 501** The Board shall set overall policy and manage the affairs, funds and property of the Corporation and adopt or change rules and regulations as may from time to time be deemed necessary.
- Section 502** A simple majority of the Directors shall constitute a quorum for the transaction of business of the Corporation, and the acts of the Directors present at a meeting at which a quorum is present shall be the acts of the entire Board.
- Section 503** The Board shall consist of Directors who shall be elected as set forth in Section 401.
- Section 504** The term of office for all Directors shall be two (2) years or until their successor is elected.
- Section 505** The Corporation shall have no term limits, so any incumbent may be reelected.
- Section 506** The Board shall, at its Annual Meeting, elect Officers.
- Section 507** The President shall preside at all Board meetings. In the absence of the President, the Board, as the first order of business, shall elect a Chairman.
- Section 508** Vacancies on the Board may be filled by a majority vote of the Directors still in office.
- Section 509** The Corporation may terminate any member of the Board for cause by a two thirds (2/3) vote of the Board at a regular or special meeting, provided proper notice of such possible action has been included as a part of the noticed agenda for such meeting. As used herein, "cause" may include conviction of a criminal offense, acts involving moral turpitude or acts detrimental to the interests of the Corporation including, but not limited to, excessive absence from Board meetings.
- Section 510** Meetings of the Board shall be held in accordance with Section 402 and at other times as may be deemed necessary by the President or two (2) or more Board members. The date, time and place of such meetings to be determined in advance by the President and/or Board and proper notification sent out by mail, email or telephone to all Board members, not less than ten (10) nor more than thirty (30) days prior to said date unless this notice requirement is waived by a simple majority of the Directors.
- Section 511** Any Director unable to attend a meeting in person, may participate by means of a conference telephone or similar communications equipment, if available, which permits all persons to hear each other at the same time. Participation by such means shall constitute presence "in person" at the meeting and shall be counted toward the required quorum.

Section 512 Votes may be cast at regular or special Board meetings by voice, show of hands or by written ballot. A vote may also be cast by telephone, email, facsimile or other Board approved electronic transmission.

Section 513 Matters or issues submitted to a vote of the Board at a regular or special meeting shall be determined by a simple majority vote of the quorum present at such meeting, with the exception of Termination, pursuant to Section 509, Professional Staff, pursuant to Section 701 and By-Law amendments, pursuant to Section 1301.

Section 514 The Board shall, except as otherwise provided by law, also have the power to act in the following manner: A Resolution in writing, signed by two-thirds (2/3) of the Directors, shall be deemed to be an action by the full Board to the effect therein expressed, with the same force and effect as if the matter had been voted on and passed in a regular or special meeting and recorded by the Secretary of the Corporation in the Minute Book under its proper date.

Section 515 The Board must approve any single expenditure in excess of \$500 unless it was previously budgeted or approved.

ARTICLE VI OFFICERS

Section 601 The Officers of the Board shall be President, Secretary, Treasurer, Vice President, Membership and Vice President, Interpretation.

Section 602 All Officers of the Board shall be elected pursuant to Section 402 and shall take office the day of election.

Section 603 The primary responsibilities of the Board Officers shall be as follows:

President

The President shall be the chief executive officer of the Corporation and shall preside at all meetings pursuant to Sections 402 and 510. Under the direction of the Board, he/she shall have general charge of the affairs of the Corporation, and shall execute, with the Secretary, all contracts authorized by the Board. The President shall also appoint members to the standing committees and any ad hoc committee he/she or the Board may form, and be a member ex-officio of all such committees.

Secretary

The Secretary shall give notice of all meetings of the Board or State membership, keep the minutes of those meetings, maintain the Corporation official files, implement correspondence as directed by the President and shall execute, with the President, all contracts authorized by the Board.

Treasurer

The Treasurer shall receive and deposit monies or funds of the Corporation in such depositories as may be selected by the Board and shall disburse the funds in the manner directed by the Board. The Treasurer shall maintain all financial records of the Corporation and prepare a Consolidated Cash Flow Statement at the end of each

month, for submittal to the Board. The Treasurer shall prepare and submit the account books and financial records of the Corporation in September of each year to the Audit Committee for review and audit. The Treasurer shall serve as a member of the Finance Committee.

Vice President, Membership

The Vice President, Membership shall provide guidance with membership drives and shall maintain the membership list. The Vice President Membership shall also provide guidance in fund raising drives or other similar events.

Vice President, Interpretation

The Vice President, Interpretation shall act as a liaison between the Board and Federal, State and local governmental agencies and other interested parties to insure uniformity of interpretation over the entire length of the trail.

**ARTICLE VII
PROFESSIONAL STAFF**

Section 701 The Board by a two-thirds (2/3) affirmative vote may hire, set the compensation for, and/or fire professional staff who shall have such duties and benefits as the Board may designate from time to time.

**ARTICLE VIII
COMMITTEES**

Section 801 The Corporation shall have four (4) standing committees as follows:

An **Executive Committee** composed of the five (5) Officers. The major role of the Executive Committee is to oversee the business of the Corporation and to act on behalf of the Board between Board Meetings.

A **Nominating Committee** composed of a chairperson and two (2) additional members to prepare a slate of candidates for the Board Members who are elected by the membership.

A **Finance Committee** which shall prepare an annual budget in July, of anticipated expenditures which shall include all insurance premiums. The proposed annual budget shall be submitted to the Board for approval.

An **Audit Committee** which shall make an examination of the books and financial records of the Corporation and make a report thereof at the annual meeting pursuant to Section 402.

Section 802 The Corporation may have as many ad hoc committees as deemed desirable, any of which may be terminated when no longer needed.

**ARTICLE IX
FISCAL YEAR**

Section 901 The fiscal year of the Corporation shall be from September 1 to August 31.

**ARTICLE X
FINANCIAL REPORTING AND AUDIT**

Section 1001 Any Regional Administrator with a separate bank account shall publish a monthly Cash Flow Statement for submittal to the Corporation Treasurer by the second week after the end of the month.

Section 1002 The Corporation Treasurer shall perform the financial reporting pursuant to Section 603 and shall also provide a year end consolidated statement for submission to the Arizona Corporation Commission and provide the financial data required for IRS tax filings.

Section 1003 All bank accounts shall have two signers. For the Corporation account, one signer shall be the Treasurer and the other shall be the President.

Section 1004 The books of the Corporation shall be reviewed by the Audit Committee within sixty (60) days from the end of the fiscal year and a report on the audit shall be given at the next State membership meeting by the Corporation Treasurer.

**ARTICLE XI
FUNDING THE CORPORATE BANK ACCOUNT**

Section 1101 The financial requirements of the Corporation are set forth in the annual budget submitted by the Corporate Finance Committee. The Treasurer shall insure that sufficient funds are available in the state account to meet payable requirements.

**ARTICLE XII
INDEMNIFICATION AND EXEMPTION FROM DEBT**

Section 1201 The Corporation shall indemnify each of its officers, Directors and employees, whether or not then in office, and their executors, administrators and heirs, against all reasonable expenses actually and necessarily incurred by him or her, including, but not limited to judgments, attorney's fees and court costs in connection with the defense of any litigation or administrative proceeding to which he or she may have been made a party because he or she was a Director, officer or employee of the Corporation, provided, however, he or she shall have no right to reimbursement in relation to matters which he or she has been adjudged liable to the Corporation. The private property of the members, Directors, officers, employees and independent contractors shall be forever exempt from all Corporation debt and liabilities of any kind.

**ARTICLE XIII
AMENDMENTS**

Section 1301 These By-Laws may be amended or repealed and new By-Laws may be adopted two-thirds (2/3) affirmative vote of the Members present in person or by absentee ballot at any regular or special meeting called for that purpose, provided that the proposed amendment(s) shall have been introduced, to the membership, in writing and in proper form at least thirty (30) days prior to the meeting at which the vote will take place.

**ARTICLE XIV
EFFECTIVE DATE**

Section 1401 These By-Laws as amended shall become effective on **February 22nd, 2014** after their acceptance and approval by an affirmative vote as provided for in Article XIII of the By-Laws, as amended May 2013.

APPROVED at a meeting of the Board of Directors on **February 22nd, 2014**.

President

Secretary

CERTIFICATE OF THE SECRETARY

I, _____, the undersigned, do hereby certify:

- 1) That I am the present duly elected and acting Secretary of the Anza Trail Coalition of Arizona, a nonprofit corporation, incorporated under the law of the State of Arizona, and:
- 2) That the foregoing By-Laws, comprising seven (7) pages, constitute the amended By-Laws of said corporation as duly adopted.

Secretary