

Friends of the Agua Fria National Monument
By-Laws
Adopted September 9, 2011

ARTICLE I. IDENTIFICATION

Section 1: Name. The name of the organization is Friends of the Agua Fria National Monument (FAFNM).

Section 2: Purpose. The FAFNM is organized exclusively for charitable, scientific, and educational purposes; more specifically to protect, preserve, and promote appreciation and enjoyment of the ecological, archaeological, scenic, and scientific resources and values of the Agua Fria National Monument.

Section 3: Character of Affairs. The FAFNM accomplishes its mission through volunteer and professional projects and activities such as interpretation, education, fundraising, and advocacy in consultation and coordination with the Bureau of Land Management (BLM).

Section 4: Fiscal Year. The fiscal year of the FAFNM shall begin at the start of the first day of October and end at the close of the last day of September.

Section 5: Governance. The FAFNM shall have a Board of Directors (Board) to set policy and conduct business.

Section 6: Office. The FAFNM shall have such offices as the Board may require and shall be at the location(s) within the State of Arizona as determined by the Board.

Section 7: Nonprofit Corporation. FAFNM is a nonprofit corporation organized under the Section 501(c)(3) of the Internal Revenue Code, as amended and the nonprofit corporation statutes of the State of Arizona and is empowered to conduct any or all lawful activities as provided therein, except as hereinafter provided.

ARTICLE II. MEMBERSHIP

Section 1: Members. The FAFNM is a membership organization and shall be governed by its Articles of Incorporation and these bylaws.

Section 2: Membership Definition. A membership in good standing is an individual, family, or organization that has completed and submitted to the FAFNM organization a membership application (see Section 5) and has paid annual dues.

Section 3: Membership Privileges/Limitations. Membership privileges for members in good standing and eighteen (18) years or older include the right:

1. to vote;
2. hold office;

All members in good standing may:

1. participate on committees;
2. participate on FAFNM projects.

Members may not assume responsibility for any of the following:

1. decisions on behalf of the FAFNM which are the responsibility of the Board's executive officers;
2. assets and liabilities held by the FAFNM; or
3. any privilege, responsibility, ownership, or right not expressly afforded to a member unless specifically given to the same by resolution by the Board, by the provisions for these bylaws, or as required by law.

Friends of the Agua Fria National Monument
By-Laws
Adopted September 9, 2011

Section 4: Categories of Memberships.

1. Membership categories shall include :
 - a) Individual – a person eighteen (18) years of age or older.
 - b) Family – a group of two or more persons living at the same address.
 - c) Organization – a business, organization, or corporation.
 - d) Junior – a person twelve (12) years of age until the person’s eighteenth birthday, sponsored by a member in good standing, and not included in a family membership. Upon reaching eighteen, the Junior member becomes an Individual member and has the right to vote for the balance of the fiscal year.
2. The Board may establish additional membership categories, with membership approval, that reflect different levels of contribution and effort.

Section 5: Membership Application. The membership application shall:

1. include an agreement by the member to support and abide by the purposes stated in the FAFNM Articles of Incorporation and these Bylaws;
2. list the dues for each membership category; and
3. require the member's signature.

Section 6: Membership Dues. The Board shall make a schedule of dues as stated in the FAFNM *Membership Dues Policy* applicable to members of the FAFNM. Changes to the schedule of dues may be proposed from time to time by the Board and shall be subject to membership approval.

1. Dues for new FAFNM memberships will be accepted with the membership application at any time. Dues for new membership accepted during the last four months of the fiscal year shall apply to both the current and successive fiscal years.
2. Dues for renewal memberships shall be paid to the FAFNM at the start of the fiscal year (October 1).
3. Members who have not paid their annual dues by the 1st of November will be considered delinquent and no longer a member.
4. Upon payment of annual dues, a delinquent member will be reinstated.

Section 7: Admission to Membership. Members are accepted without regard to race, color, national origin, religion, citizenship, sex, age, physical ability, or other non-merit-based factors.

Section 8: Termination of Membership. Any person whose actions are determined to be contrary to the application agreement by a members committee and approved by the Board, shall have their membership terminated. No refund will be allowed.

FAFNM shall have a policy procedure in place for disciplinary procedures and sanctions.

ARTICLE III. MEETINGS OF MEMBERS

Section 1: Annual Meeting. An annual meeting of the membership shall be held during the fourth quarter of the fiscal year at a place determined by the Board. The meeting purpose will be for:

1. elections;
2. Treasurer’s report of year-to-date financial status;
3. review and approval of the budget for the next fiscal year; and

Friends of the Agua Fria National Monument
By-Laws
Adopted September 9, 2011

4. transaction of such other business as needed.

Section 2: Regular Meetings. Meetings of the membership may be held on dates, times, places, and purposes determined by the Board. The purpose of such meetings may include:

1. informing the membership of projects and activities related to the Agua Fria National Monument (AFNM);
2. recruiting volunteers to assist with projects and activities on the AFNM; and
3. promoting camaraderie among the members of the FAFNM.

Section 3: Special Meetings. Special meetings of the membership may be called by:

1. the President; or
2. a majority of the members of the Board; or
3. a written petition submitted to the Secretary and signed by at least one-fourth (1/4) of the membership.

A call for the meeting shall state the date, time, place and purpose of the Special Meeting.

Section 4: Notice of Meetings. Notice of each meeting will be provided to members specifying the place, date, time, and purpose of the meeting. The manner or method of notice shall be by US mail, unless the member has requested electronic communications (e.g. facsimile or email).

1. **Annual Meetings.** Notice shall be given to the membership at least thirty (30) days prior to the date of the meeting and include the slate of nominated officers.
2. **Regular Meetings.** Notice shall be given to the membership at least thirty (30) days prior to the date of the meeting.
3. **Special Meetings.** Notice of special member meetings shall be given to the membership at least ten (10) days prior to the date of the meeting.
4. **Notification.** Notice shall be deemed to be delivered five (5) days after deposit in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by facsimile or e-mail, such notice shall be deemed to be delivered upon successful transmission of the facsimile or e-mail message. Any known delivery error shall be investigated.

Section 5: Quorum. The members in attendance shall constitute a quorum at any membership meeting."

Section 6: Voting.

1. Each membership in good standing in the Individual, Family, and Organization categories shall be entitled to one (1) vote.
2. Members in the Junior category are not eligible to vote.
3. Voting at meetings may be by a show of hands or voice vote of those present, or by written ballot as determined by the presiding officer, except voting for the election of Officers and Directors shall be by written ballot.
4. Memberships can submit their vote by mail, facsimile, or other secure electronic method if received by stated deadline.

Friends of the Agua Fria National Monument
By-Laws
Adopted September 9, 2011

ARTICLE IV. THE BOARD

Section 1: Number and Tenure. The Board shall consist of no fewer than five (5) Officers and no fewer than three (3) Directors-at-Large. Officers shall serve staggered two year terms. Directors shall serve staggered three year terms. Officers and Directors are limited to serving no more than six (6) consecutive years in one position.

Section 2: Co-Board Member Position. There will be no position held by two or more people.

Section 3: Election of Officers and Directors. Members of the Board shall be elected by written ballot in the following manner:

1. A nominating committee, whose chair is appointed by the President, will seek nominees for Board positions encouraging broad geographic representation among various interest groups;
2. Candidates shall be members in good standing;
3. A slate of candidates shall be provided to the members at least thirty (30) days prior to the Annual Meeting;
4. Members may make additional nominations at or before the Annual Meeting;
5. Board members shall be elected by majority vote at the Annual Meeting at which a quorum has voted except as noted in Section 4 of this article...

Section 4: Vacancies. Any vacancy on the Board shall be filled by a majority vote of the remaining members of the Board. Any Officer or Director thus elected shall hold office until the next annual meeting of the members and until his or her successor is duly elected.

Exception: Any vacancy on the Board, for whatever reason, within the first six (6) months of the term shall be filled by election as allowed in Article III, Section 6 of these By-Laws.

Section 5: Compensation. All members of the Board shall serve and participate on a voluntary basis and receive no remuneration for their time. Actual expenses incurred by a board member while conducting Board business may be reimbursed per the FAFNM *Reimbursement Policy*.

Section 6: Conflict of Interest. Each Board candidate, upon nomination, and members of Board Committees upon appointment, will be required to complete and sign a Conflict of Interest Statement identifying any current or potential conflicts in accordance with the FAFNM *Conflict of Interest Policy*.

Section 7: Regular Meetings of the Board. The Board will meet at least six times a year on such dates, times, locations, and for purposes as determined by the Board. Such meetings of the Board will be open to FAFNM members and publicized in advance.

Section 8: Special Meetings. Special meetings of the Board may be called by the President or by a majority of the board members.

Section 9: Quorum and Manner of Acting.

1. A simple majority of the Board shall constitute a quorum.
2. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.
3. All meetings shall be held in a manner that allows for a record of voting to be filed with the minutes of such meeting.

Friends of the Agua Fria National Monument
By-Laws
Adopted September 9, 2011

Section 10: Removal. Any member of the board of directors may be removed from office, with cause, at any time by an affirmative vote of the majority of the Board at a meeting called expressly for that purpose.

Cause shall be defined as:

1. conduct unbecoming to the principles and welfare for which this organization is created;
2. violation of the FAFNM *Conflict of Interest Policy*.
3. excessive absences; and
4. violation of state or federal rules, laws, or applicable statutes regarding the Agua Fria National Monument (AFNM).

Section 11: Resignation.

1. Resignation from the Board must be in writing and received by the Secretary, or in absence of the Secretary, the President.
2. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event.
3. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 12: Electronic Participation.

1. The Board shall permit any or all members to participate in a regular or special Board meeting through the use of any means of communication by which all members participating may simultaneously communicate/interact during the meeting.
2. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 13: Executive Session. The Board may meet in Executive Session which excludes all except the Board members and others invited to participate in order to provide information on the issue being discussed. The type of issue that could be moved to Executive session would be those such as discussion of a confidential nature including staffing issues, litigation, or other cases as required. Voting on the issue will take place in the regular Board meeting following the close of discussion and the Executive session.

Section 14: Accepting. The Board may accept on behalf of the FAFNM any contribution, gift, bequest or devise for general or special purposes of the organization. The board shall consult with legal counsel familiar with such matters, to be certain that any gift accepted shall not burden the organization with any financial, environmental, or other liabilities, and shall not be of a nature which would endanger the organization's standing as a tax-exempt public charity.

Section 15. Propaganda or Influencing. The FAFNM will not exceed IRS rules or guidelines for carrying on propaganda or otherwise attempting to influence legislation; nor shall the organization exceed IRS rules or guidelines related to participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 16. Duties at the Time of Expiration. At the expiration of a board member's term, from whatever cause, he/she shall surrender all books, monies, papers, and property of the FAFNM to their successor or, if that is not possible, the President.

Friends of the Agua Fria National Monument
By-Laws
Adopted September 9, 2011

ARTICLE V. BLM LIAISON

Section 1: Appointment. The Board shall ask the Bureau of Land Management (BLM) to appoint a liaison to the FAFNM who is actively engaged in working on the Monument and knowledgeable concerning the agency's rules and regulations; the liaison is not a voting member and cannot hold a Board position. The liaison or designee will attend the members' and board meetings to discuss program direction, projects, and other issues; supply any necessary project information such as safety, previous research, inventory and planning results, photographs and drawings; supply project equipment when available and/or budget allows. The liaison will inform the Board of policies relating to activities on BLM public lands; include and involve FAFNM in project planning and input for the development and use of informational, interpretive, and safety materials; and continue to use FAFNM members as trained volunteers in ongoing programs related to the Agua Fria National Monument.

ARTICLE VI. DUTIES OF THE OFFICERS AND DIRECTORS

Section 1: General. All officers and directors must be members in good standing of the FAFNM. The Board shall exercise all the powers that may be exercised or performed by the corporation under the nonprofit corporation statutes of the State of Arizona, the Articles of Incorporation, and these Bylaws.

Section 2: President.

1. Presides over membership and board meetings of the FAFNM.
2. Serves as ex-officio member of committees.
3. Appoints chairpersons to the various committees.
4. Is responsible for the signing of all official documents on behalf of the FAFNM. The President can delegate this authority for specific documents with board approval
5. Serves as the official representative of the FAFNM in matters involving groups external to it.
6. Serves for one (1) year in an advisory ex-officio capacity as Immediate Past President after the end of his/her term.

In the absence of any officer, or for any other reason that the President may deem sufficient, s/he may delegate the powers or duties of such officer to any other officer, or director, for the time being, provided a majority of the entire Board concurs therein.

Section 3: Vice-President.

1. Serves as presiding officer in the absence of the President at membership and board meetings.
2. Assists the President in all matters as appropriate.
3. Coordinates fundraising activities for the benefit of FAFNM.
4. Assumes the office of President if that office is vacated for any reason.

Section 4: Secretary.

1. Ensures that the following duties are carried out:
2. Preparation and distribution of Board and membership meeting notices.
3. Compilation and maintenance of records including minutes.
4. Preparation and distribution of minutes to the Board and membership.

Friends of the Agua Fria National Monument
By-Laws
Adopted September 9, 2011

Section 5: Treasurer.

1. Collects, records, deposits, and reports on all membership dues as well as cash and non-cash donations to the organization.
2. Makes disbursements of organization funds per the Board approved budget.
3. Prepares and presents organizational financial reports to the Board and membership quarterly.
4. Performs all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.
5. Exhibits the books of accounts, financial records, transactions, and financial condition to any member of the Board, or to their agent or attorney when requested.
6. Provides correct and complete financial reports to be available to members as required by law.
7. Produces and distributes the annual financial report that discloses the true financial condition of the organization to the membership no later than May 15 for the prior fiscal year.

Section 6: Archivist/ Historian

1. Shall be the curator of all official FAFNM documents.
2. Procures and ensures safe storage of documents and records of significance related to the Agua Fria National Monument (AFNM) in an archival environment.
3. Ensures such documents shall be made available as serves the mission of the FAFNM.
4. Ensure that the record of document inventory, use, and loan is maintained.
5. Ensures that FAFNM has an inventory and a finding guide.
6. Conducts his/her work in consultation and coordination with the BLM.

Section 7: Directors at Large. Directors-at-Large may serve as committee chairs or in other capacities as appropriate.

ARTICLE VII. COMPENSATED STAFF

Section 1: Authority to Hire Staff. The Board may hire, with majority vote, compensated staff who serves at the pleasure of the Board as defined in the FAFNM *Hiring Policy*.

ARTICLE VIII. COMMITTEES

Section 1: General.

1. The standing committees of the FAFNM shall be those which are specified in this Article.
2. The Board, by resolution adopted by a majority of the Directors, may designate, appoint, and dissolve additional committees.
3. Committee chairpersons shall be appointed by the President, and approved by the Board, and may at any other time be replaced by the President.
4. Each committee chair is responsible for recruiting committee members from the membership.
5. All committee chairs and members must be members in good standing.

Friends of the Agua Fria National Monument
By-Laws
Adopted September 9, 2011

Section 2: Standing Committees. There shall be standing committees as written herein which are considered a permanent part of the organization. Members of a standing committee may change when new officers are elected, but the purpose of the committee and its functions and duties do not change.

There shall be the following Standing Committees:

- Cultural Resources
- Natural Resources
- Recreation and Tourism

ARTICLE IX. FINANCES

Section 1. Accounts.

1. The Board shall designate banks or depositories in which the funds of the FAFNM shall be kept.
2. Accounts under the control of the Board shall be kept in the name of the FAFNM.
3. In the absence of written authorization from the Board to the contrary, all obligations shall be signed by two people authorized by the Board.

Section 2: Expenditure Approval. No disbursement of the funds of FAFNM shall be made unless the same is approved by the Board.

Section 3: Preparation of Budget. The Board shall prepare and publish an annual budget for membership approval at the Annual Meeting.

Section 4: Audit. The accounts of the FAFNM shall be audited and/or reviewed annually by a qualified independent auditor as soon as practical after the close of the fiscal year.

ARTICLE X. MISCELLANEOUS

Section 1: Rules of Order. Unless otherwise stated by these Bylaws, the rules contained in Robert's Rules of Order shall govern all meetings of the FAFNM and all meetings of the Board, whether a regular, annual, or special meeting.

Section 2: Indemnification. The corporation shall indemnify and hold harmless the Officers and Directors, employees and agents of the corporation to the extent permitted by the nonprofit corporation statutes of the State of Arizona.

Section 3: Dissolution. FAFNM may be dissolved by a three-fourths ($\frac{3}{4}$) vote of the Board. In the event of dissolution of the corporation or termination of its corporate existence for any reason, refer to the FAFNM Articles of Incorporation.

ARTICLE XI. AMENDMENTS TO BYLAWS

Section 1: Bylaw Review. The bylaws shall be reviewed by a Bylaw Committee every five (5) years with recommendations for revisions.

Section 2: Amendments. These bylaws may be amended when necessary by the majority vote of the membership following

- a meeting at which the proposed amendment(s) has been submitted to the Board; and

**Friends of the Agua Fria National Monument
By-Laws
Adopted September 9, 2011**

- following the procedures in **Article III. Meetings of Members**