

FRIENDS OF YAVAPAI COUNTY ARES RACES, INC

A non-profit Corporation

BYLAWS

ARTICLE I

Name and Address:

The name of this Corporation shall be "Friends of Yavapai County ARES RACES, Inc". The mailing address shall be 1165 S Verde Santa Fe Pkwy, Cornville, AZ 86325-4952.

ARTICLE II

Business and Purpose:

This not-for-profit 501(c)(3) Corporation (National Taxonomy of Exempt Entities Code M12, SIC Code 8641, NAICS Code 813410) is formed for education, training and support for emergency radio communications activities appropriate to the following Statement of Purpose:

"Friends of Yavapai County ARES RACES, Inc" is dedicated to assisting Yavapai County ARES/RACES in establishing and maintaining emergency radio communications, communications infrastructure, education and training. We are a solution-oriented volunteer group which works in partnership with Yavapai County ARES/RACES supporting the Yavapai County Office of Emergency Management to assist in tasks it does not have the county-wide infrastructure or funds to accomplish on its own during incidents and events that require emergency communications.

Amateur Radio volunteers, ARES/RACES members, assisting the Yavapai County Office of Emergency Management, use their personal equipment in emergency and training operations. The cost of each individual's equipment is out-of-pocket. Friends of Yavapai County ARES RACES, Inc seeks funding for communications infrastructure equipment beyond the scope of individual members and not available through the OEM annual operating budget through membership dues, equipment and monetary donations and government and private grants.

ARTICLE III

Geographic Scope:

The Corporation shall be primarily concerned with the emergency communications needs of Yavapai County, Arizona.

ARTICLE IV

Structure of the Corporation:

The structure of the Corporation shall include at least the following, as provided in sections below:

(A) Officers; a minimum of three (3), President, Secretary and Treasurer selected from the ARES/RACES Emergency Coordinators (EC) and Assistant Emergency Coordinators (AEC) duly appointed by the Yavapai County Amateur Radio Emergency Communications Coordinator Liaison.

(B) At Large Members; a minimum of two (2) elected from the general membership.

All Officers and At Large Members must be FCC licensed Amateur Radio Operators and members of Yavapai County ARES RACES.

ARTICLE V

Board of Directors (Board):

The affairs of the Corporation shall be governed by its Board, consisting of the Officers and At Large Members and one non-voting Director/Advisor. The number of Directors may be changed at any time by the voting membership. Each Director shall serve without monetary compensation and shall continue to serve until resignation or removal by a majority of Board members.

Vacancies occurring on the Board of Directors shall be replaced by:

(A) Officer positions will be filled by selection of the remaining Officers in consultation with Yavapai County Amateur Radio Emergency Communications Coordinator Liaison from the appointed ARES/RACES Emergency Coordinators (EC) and Assistant Emergency Coordinators (AEC)

(B) At large member vacancies shall be filled through a vote of the membership from a slate of candidates proposed by a nominating committee composed of non-board members.

The Yavapai County Amateur Radio Emergency Communications Coordinator Liaison, or his designee, shall be an ex-officio non-voting member of the Board.

Without the prior written approval of the President, board members shall not use the Corporation name or logo for any purpose other than an activity undertaken on behalf of the Corporation.

Board members may be entrusted with sensitive information, and they are expected to treat it as such and seek the counsel of the President if they are in doubt about its proper use.

ARTICLE VI

Board Meetings and Actions:

The Board shall meet at least twice per year in open session or as may be needed to conduct Board business. The meeting held closest to the end of the physical year shall be considered the Annual Meeting. Notice of the Annual Meeting shall be given to each Board Member no less than thirty (30) days in advance of the meeting. To ensure a quorum, Board members shall confirm their intent to attend by confirming email to the Secretary no later than fifteen (15) days prior to the meeting date. If it is anticipated that a quorum will not be present at the meeting, the meeting shall be rescheduled within forty-five (45) days. The general membership shall be advised of the Annual Meeting by email no less than thirty (30) days prior to the meeting. Other Board meetings shall be announced no less than ten (10) days prior to the meeting by email to Board members and the general membership.

A majority of the entire Board shall constitute a quorum, except as otherwise required by law or in these Bylaws. The action of a quorum shall be the action of the Board.

Board meetings shall be open to the general membership. Only Active Yavapai County ARES/RACES members shall be considered voting members.

All expenditures of \$500 or more shall be approved by the Board.

ARTICLE VII

Officers:

The Officers of the Corporation include the President, Secretary, Treasurer, and such other officers as may be created by the Board.

Officers shall be elected for the Board from within the ranks of *Emergency Coordinators and Assistant Emergency Coordinators duly appointed by the Yavapai County Amateur Radio Emergency Communications Coordinator* and shall serve without compensation.

The President shall preside over meetings of the Board. The President shall be responsible to make proper notification of all meetings. The President is authorized to approve payment of expenses under \$500 without further authorization.

The President may appoint standing or special committees to assist in the functions of the Corporation. Such appointments shall be approved by the Board.

The Secretary shall keep minutes of meetings of the Board and shall be responsible for the correspondence and files of the Corporation.

The Treasurer shall be responsible for maintenance of Corporation assets, and all billings and payments due. The Treasurer is authorized to sign checks in payment of expenses under \$500 with the

approval of the President, or of expenses of \$500 or more when approved by the Board. Routine expenditures, listed in Attachment 1, may be paid by the Treasurer provided approval is given annually by the Board to the items on the routine expenditures list. The Treasurer shall also serve, or appoint a member with the President's approval, to sever as the Statutory Agent as required by the Arizona Corporation Commission.

Other powers and duties of Officers may be specified by resolution of the Board.

ARTICLE VIII

Membership, voting eligibility and dues:

Membership in the Organization shall be open to anyone with an interest in Emergency Communications in Yavapai County.

Only Active members of Yavapai ARES/RACES shall be considered voting members of the Corporation.

Annual dues of \$25 are required for membership in the Corporation to assist the Corporation in fulfilling its stated mission. Dues are payable on January 1st yearly. Members whose dues are in arrears in excess of sixty (60) days shall no longer be considered voting members. Members whose dues in arrears of one hundred and twenty (120) days shall be dropped from the membership role.

ARTICLE IX

Committees:

A Technical Committee, Nominating Committee and other Standing Committees and Ad Hoc Committees shall be created by the Board as deemed necessary.

ARTICLE X

Financial Administration:

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

All moneys and other assets received from dues, donations, bequests, grants, or other fund-raising activities shall be used to further the goals of the Corporation as described in these Bylaws.

All Corporation funds shall be deposited in an insured financial institution. All monies withdrawn from this account shall require the signature of the President or Treasurer.

No monies shall be distributed to Officers or Directors in compensation or wages.

Contracts may be entered into on behalf of the Corporation, when authorized by the Board and executed by the President.

The accounts of the Corporation shall be audited annually internally by two non-officer members appointed by vote the general membership.

Upon dissolution of the Corporation, assets shall be distributed in accordance with Article VIII of the Articles of incorporation.

ARTICLE XI

Insurance:

The Corporation shall maintain annual Director's and Officer's (D&O) Insurance policies with coverage determined by the Board of Directors.

ARTICLE XII

Amendment of Bylaws:

Any amendment to these Bylaws may be initiated by the Board. Such amendments may be adopted at any Board meeting provided that each Director has received not less than 14 days notice of the specific change to be considered. Such amendments must be agreed upon by a majority vote of the entire Board.

For the purpose of this article alone, Directors may vote by mail, e-mail or in person. Mailed votes shall be addressed to the Secretary and received prior to the meeting.

Any Article or portion thereof found to be in conflict with Federal or State rules, regulations or statutes shall be considered void and unenforceable until revised by the Board to compliant with current law and passed by a majority vote of the Board members.

Established this 23rd day of May, 2019.

President: Print _____ Signature: _____