

**BY-LAWS
FRIENDS OF MADERA CANYON**

The business of the Corporation shall be limited to those pursuits assisting or advancing historical, scientific, informational, educational or interpretive programs in Madera Canyon, Coronado National Forest, United States Forest Service.

It's goal and objectives are to:

1. Heighten the public interest in conservation through stressing the vital relationship between water, plants, wildlife, and man in Madera Canyon's pristine riparian area.
2. Assist the U.S. Forest Service in the maintenance and cleanliness of the Canyon.
3. Compile statistical data for the U.S. Forest Service to assist them in their short and long-range plans for the Canyon.
4. Assist the U.S. Forest Service with their efforts to provide a rewarding recreational opportunity for all visitors.

ARTICLE II ADMINISTRATION

SECTION I: BOARD OF DIRECTORS

The Corporation shall have a Board of Directors that will meet monthly at a time set by the Board to decide policy matters and guide the Corporation's operations as stated in the Articles of Incorporation and Volunteer Agreement with the Nogales Ranger District and the Partnership Agreement with the Coronado National Forest. It will formulate the policy of the corporation and will direct its activities.

SECTION II: BOARD MAKEUP AND ELECTION

The Board of Directors shall have no less than nine members and up to thirteen members including the elected Officers of President, Vice President, Secretary, and Treasurer. A majority of the Board shall constitute a quorum, including decisions by written internet query or proxy, for the transaction of business. No current employee of the U.S. Forest Service may serve as a voting member on the Board.

Election of the Board of Directors: Prior to September, the members of the Board shall appoint a Nominating Committee of up to three members. No current employees of the U.S. Forest Service may serve on the Nominating Committee. This Committee shall prepare a slate of not more than two willing candidates for each vacancy. Board Members shall be elected for three-year terms.

A Board Member who has served in two consecutive terms shall not be eligible to serve again until one year has expired since the last year of service on the Board. If a Board member is elected by the Board to fill a vacancy of one year or less, this partial service shall not count as a "term." All nominees must be members of the Friends of Madera Canyon at the time of their election to the Board, and during their term of office. Only one member of a Household may serve on the Board concurrently.

Ballots shall be submitted to the membership by mail with a return envelope by the end of November. All ballots must be returned one week prior to the first Board meeting in January. Board members shall be elected by a majority vote of the returned ballots. Elected new Board members will be notified by the President and asked to attend the January Board meeting. At that time the new Board will elect officers. The new Board and Officers will be installed at the Annual Meeting in mid-January. When the total number of members of the Board is changed, the election of members shall be made with due

regard to the need to maintain a staggered schedule of term expirations.

SECTION III: EX-OFFICIO MEMBERS

An ex-officio (non-voting) member of the Board shall be an employee of the U.S. Forest Service, appointed by the Forest Supervisor, Coronado National Forest or his or her delegate. An ex-officio (non-voting) member of the Board shall be a representative of the Green Valley Hiking Club appointed by the Club's Board of Directors.

SECTION IV: VACANCIES

Vacancies on the Board of Directors shall be filled by the majority approval of the remaining Board members of nominees submitted by the President for the remaining period of the unexpired term(s).

SECTION V: PRESIDENT DUTIES

The President of the Board shall preside over meetings of the Board and of the membership. He or she will be designated to act as liaison with the U.S. Forest Service. The President shall have the authority, with the approval of the Board of Directors, to execute all contracts binding the Corporation, except as otherwise provided in the By-Laws.

SECTION VI: VICE PRESIDENT DUTIES

The Vice President shall preside in the absence of the President, and assume the duties of the President in the event that he or she is unable to serve.

SECTION VII: SECRETARY DUTIES

The Secretary will keep records of all meetings of the Board and of the membership.

SECTION VIII: TREASURER DUTIES

The Treasurer is responsible for administering the finances of the Corporation. The Treasurer will keep or supervise the keeping of the Corporation books and financial records. The Board of Directors may require the incumbent in this position to be bonded, at the expense of the Corporation. The Treasurer will submit at the Annual Meeting of the Corporation an annual financial report of receipts and expenditures as of December of each year. A review will be conducted annually by a Committee appointed by the President, one of whom is a Board member, and one of whom is a qualified accountant.

SECTION IX: SPECIAL MEETINGS

The Board President may call a Special Meeting by giving each Board member at least one week's written notice prior to the meeting. The call for the meeting shall state the purpose(s).

SECTION X: EMERGENCY MEETINGS

The President or Vice President or any three Board members may call such meetings with a minimum of three days notice of time, date, and subject of the meeting.

SECTION XI: REMOVALS

Board members, elected officers, and committee chairpersons may be removed from office for any of the following reasons:

1. Use of the office for personal financial gain.
2. Misappropriation of corporate funds.
3. The President or presiding officer may grant an excused absence to a Board member who notifies that officer prior to the scheduled Board Meeting of the inability of the member to attend. If any Board member has three unexcused absences, the Board may vote to remove said member.

Any officer or committee chairperson so charged shall be notified in writing, and a date shall be set for meeting with the Board of Directors to investigate the charges. If the complaint is upheld by a majority of the Board members, such person shall be removed from his or her position and may be required to forfeit Corporation membership, at the discretion of the Board.

SECTION XII: EMERITUS BOARD MEMBERSHIP

The Board of Directors may elect Emeritus Board Members, who meet the following criteria: Honorees shall have served Friends of Madera Canyon as an elected officer for at least one three-year term, or have been a committee chairperson for a similar period, or **have** been an active member and participant of one or more recognized Friends of Madera Canyon committees for at least a three year period. A majority of the Board of Directors present and voting is required for election of a nominee. The position is one without voting privileges on Board matters, and is intended to recognize and utilize the experience of said Emeritus Board Member in discussions and support of any of the functions of the Friends of Madera Canyon. Nominations may be made by any Board member, or suggested to a Board member by any Friends of Madera Canyon member. Nominees will be elected by a majority vote of the Board members present and voting at a regularly scheduled Board meeting.

ARTICLE III AMENDING THE BY-LAWS

Amendments originate with the Board of Directors and, if approved by the Board, shall be submitted to a vote of the membership. A vote of two-thirds of the membership responding on a mail ballot is required to put the Amendment into effect.

ARTICLE IV COMMITTEES

There shall be two types of committees of the Corporation: Standing Committees and Temporary Committees.

SECTION I: STANDING COMMITTEES

1. Administration
2. Fundraising
3. Education
4. Operations
5. Outreach

6. Volunteers
7. Membership

Each Committee shall consist of a coordinator appointed by the President for a one-year term. Coordinators will be board members who will oversee the activities related to the committees.

SECTION II: TEMPORARY COMMITTEES

Temporary Committees (Ad Hoc) may be formed as necessary by the Board and shall exist until the goal or goals established for the Committee have been met.

ARTICLE V MEMBERSHIP

SECTION I: MEMBERSHIP

Membership is open to anyone upon application, regardless of race, creed, color, National origin, handicap, sex, sexual preferences, age, or country of citizenship. The annual membership fee will be set by the Board of Directors annually. All regular memberships shall expire on December 31st. For members joining between January 1st and September 30th, membership shall expire on December 31st of that year, and for those joining after September 30th, membership shall expire December 31st of the following year. Other membership categories will be approved and established by the Board.

SECTION II: MEMBERSHIP CATEGORIES

The membership category of Household shall include all residing members of the given household and shall exercise one vote. The membership category of Business, Corporate, or Commercial shall have one designated individual who shall be the voting member for the organization and exercise one vote.

ARTICLE VI FISCAL POLICY

SECTION I: EXPENDITURES

An expenditure of \$300.00 or more, not already approved by the Board for that year's annual budget, must be requested in writing and approved by the Board of Directors before the money is spent.

SECTION II: NEW VENTURES

All new ventures in the activities of the Corporation, such as a major publication, handling of a possibly controversial sales item, the purchase of costly objects for museums, and the development of interpretive materials must be approved by the Board of Directors. Expenditures for all new ventures shall be specifically authorized for such purposes by the Board of Directors before the Treasurer may make disbursements in these matters.

SECTION III: DISBURSEMENTS

The Treasurer shall make no disbursements of \$300.00 or more other than printing of brochures, without authorization of the Board of Directors. The Treasurer shall deposit all funds of the Corporation in a bank approved by the Board of Directors at frequent intervals and in the name of the Corporation. The Treasurer will make a current report of finances at each Board of Directors meetings.

SECTION IV: INVESTMENTS

Whenever cash balances of the Corporation are deemed to be in excess of actual needs for the immediate future, the Board may authorize the investment of any surpluses for interest-earning purposes in U.S. Government bonds, banks, and/or board approved appropriate community foundations. Such deposits shall be made in the name of the Corporation with authority of making of deposits and withdrawals vested in the Treasurer of the Corporation. The Board is empowered to authorize loans or donations to other volunteer organizations that have established their tax exempt status under Section 501[c](3) of the Internal Revenue Code, for the purpose of furthering their educational and interpretive work, when deemed advisable.

SECTION V: REIMBURSEMENTS

There shall be no disbursements except those made by the Board from funds which are authorized for this use. Such reimbursement must be supported by valid receipts to cover all expenditures made from these funds in a form acceptable to the Treasurer.

SECTION VI: CHECKS

All checks drawn by the Corporation shall be signed by one of the following: President, Vice President, or Treasurer.

ARTICLE VII RELATIONS WITH THE U.S. FOREST SERVICE

The Corporation's operations in the Coronado National Forest are dependent upon formal designation as a volunteer organization.

ARTICLE VIII BY-LAWS REVIEW

The By-Laws of the Friends of Madera Canyon shall be reviewed every three (3) years, prior to the Annual meeting, by a committee appointed by the President.

ARTICLE IX INDEMNIFICATION

Each director and officer of the Friends of Madera Canyon now or hereafter serving as such shall be indemnified by the Friends of Madera Canyon against any and all claims and liabilities to which he or she has or may become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected as such director or officer. The Friends of Madera Canyon shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability or wrong payments made by him or her in satisfaction of such claim or claims, either by compromise or in satisfaction of a judgment. No such person shall be indemnified against, or be reimbursed for, any expense or payments incurred in connection with any claim or liability established to have arisen out of his or her own willful misconduct or gross negligence.

Notice: The right of indemnification hereinabove provided for shall not be exclusive of any right to which any director or officer of the Friends of Madera Canyon may otherwise be entitled by law.

Authorization: No agency, organization, or individual shall apply for funds using the Friends of Madera Canyon's name without the expressed written consent of the Friends of Madera Canyon.

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