

**BY-LAWS**  
**FRIENDS OF MADERA CANYON**

**ARTICLE I. MISSION**

**The business of the Corporation shall be limited to pursuits advancing its mission in Madera Canyon, a part of the Coronado National Forest.**

**The Corporation's mission is to:**

**Maintain reasonable public access to the Canyon.**

**Serve as a steward for the Canyon, its animal and plant life, and its overall ecosystem.**

**Offer programs of public education concerning the history and ecology of the Canyon.**

**ARTICLE II. MEMBERSHIP**

**Section 1. Corporate Membership; Nondiscrimination**

**Membership in and programs offered by the Corporation are open to anyone upon application and payment of the membership fee, regardless of race, creed, color, national origin, handicap, sex, sexual preferences, age, or country of citizenship.**

**Membership shall expire one year from the date the fee for membership is received by the Corporation, or one year from the current membership expiration, whichever is later. Notwithstanding the previous provision, a Lifetime Guardian Membership shall not expire during the life of the member. A fee shall be considered received on the date the fee is deposited by the Corporation.**

**Once a membership has expired, the subsequent payment of a membership fee for that former member shall reset the date of the expiration of membership to one year from the date the fee was received.**

**Section 2. Categories of Membership; Voting**

**A Household Membership shall confer membership on all those residing in the household, except that the Household Membership shall exercise only a single vote. A Business**

**Member shall designate an individual who shall vote for the member and shall exercise only one vote on behalf of the member.**

### **Section 3. Meetings of the Membership**

**The annual meeting of the membership of the Friends of Madera Canyon shall be held each year, at a time and place designated by the Corporation's Board of Directors. Members shall be given at least ten days' notice of the time and place of such a meeting.**

### **Section 4. Membership Action Without Meeting**

**The membership may approve an action without a membership meeting if the action is approved by a majority of the members. A member's approval of such an action shall be evidenced by the written, signed consent of the member describing the action taken, and delivered to the Corporation for inclusion in the corporate records. For this purpose, a consent may be signed using an electronic signature as defined by Arizona statute.**

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1. Duties of the Board of Directors**

**The Corporation shall have a Board of Directors which shall meet at times and places set by the Board. The Board shall formulate the policy of the Corporation and direct its activities and operations.**

### **Section 2. Directors; Qualifications; Quorum**

**The Board of Directors shall have no fewer than nine and no more than thirteen Directors, including the Officers of the Corporation.**

**All Directors shall be members of the Friends of Madera Canyon during their service on the Board. No employee of the United States Forest Service shall serve as a Director.**

**A majority of the Directors shall constitute a quorum for the transaction of business. A quorum may be established and a Director may vote on an issue by proxy or by written electronic media. Unless otherwise provided by these By-Laws, a majority vote of the Directors present at a meeting shall decide any issue.**

### **Section 3. Directors; Terms; Election**

**Directors shall be elected for terms of three years, except that when the total number of Directors shall be changed, the terms of newly elected Directors shall be made with due regard for the need to maintain a staggered schedule of term expirations.**

**A Director who has served two consecutive terms shall be ineligible to serve again as Director until one year has expired following that Director's last service on the Board. However, if a Director is elected by the Board to fill a vacancy of one year or less, that period shall not count as a term for purposes of the preceding sentence.**

**Prior to September of each year, the President shall appoint a Nominating Committee of three other Directors. The Committee shall prepare a slate of not more than two candidates for each vacancy on the Board to be filled.**

**Ballots for the election of Directors shall be submitted to the membership by the end of November of each year. To be counted, a ballot shall be returned at least one week prior to the first Board meeting in January of the following year. Board members shall be elected by a majority vote of the returned ballots.**

**The President shall notify newly elected Directors of their election. Newly elected Directors should attend the January meeting of the Board, at which meeting the Board shall elect Officers for the coming year. The new Officers and any newly elected Directors shall be formally installed at the first succeeding Annual Meeting.**

#### **Section 4. Vacancies**

**If a Director shall leave the Board before the expiration of his or her term, the vacancy shall be filled by a majority vote of the remaining Directors. The Director so chosen shall serve out the remainder of the unexpired term.**

#### **Section 5. Ex Officio Members**

**There shall be three *ex officio* members of the Board, who shall not be accorded voting privileges, and who shall not serve as Officers: the Education Director of the Friends of Madera Canyon; an employee of the United States Forest Service, appointed by the Forest Supervisor of the Coronado National Forest, or by his or her designee; and a representative of the Green Valley Hiking Club, appointed by its board of directors.**

#### **Section 6. Board Members Emeritus**

**The Board may from time to time elect Members Emeritus of the Board. Such an honoree shall have served the Friends of Madera Canyon as an Officer for at least one three-year term, or have served as a committee chair for a similar period, or have been an active member of one or more committees of the Corporation for at least three years. Nominations may be made by any Director.**

**The status of Member Emeritus is intended to recognize the honoree and to permit the Friends of Madera Canyon to continue to enjoy the benefits of the honoree's experience in support of the Corporation. A Member Emeritus shall not be accorded voting privileges on the Board.**

#### **Section 7. Meetings of the Board**

**The Board shall hold regular meetings at such times and places as the Board shall determine.**

**The President may, on at least one week's written notice to all of the Directors, call a special meeting of the Board.**

**The President or the Vice President, or any three of the other Directors may, on at least three days' written notice to all the Directors, call an emergency meeting of the Board.**

**Notice of a special or emergency meeting of the Board shall include the time, place, and subject of the meeting, and may be given by electronic media.**

**A meeting of the Board may be conducted through any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in such a meeting shall be deemed to be present in person at the meeting.**

#### **Section 8. Board Action Without Meeting**

**The Board may take action without meeting if the action is taken by all of the Directors and evidenced by the written, signed consent of each Director describing the action taken, which consents shall be included in the Corporation's records. For this purpose, a consent may be signed using an electronic signature as defined by Arizona statute.**

#### **Section 9. Removals from Office**

**A Director, an Officer of the Corporation, or the chair of a committee of the Corporation may be removed from office for any of the following reasons:**

- The use of the position for personal financial gain.**
- Misappropriation of funds of the Corporation.**
- In the case of a Director or Officer, three unexcused absences from regular meetings of the Board. The President or, in the absence of the President, the Vice President, may excuse the attendance at a regular Board meeting of a Director who notifies the President or Vice President, as the case may be, prior to the meeting, of the inability of the Director to attend.**

**Prior to removal for any of these reasons, the person so charged shall be notified of the charges in writing and a date shall be set for the Board to meet to hear and investigate the charges. Following the hearing and investigation, the person so charged may be removed from office by a majority vote of the Board. At the discretion of the Board, a person removed from office under this section may also forfeit his or her membership in the Friends of Madera Canyon.**

## **ARTICLE IV. OFFICERS**

### **Section 1. Corporate Officers**

**The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. No more than one member of a household shall serve as an Officer at any one time.**

### **Section 2. Duties of the President**

**The President shall preside at meetings of the Board and of the membership of the Friends of Madera Canyon, and shall serve as liaison of the Corporation with the United States Forest Service. With the approval of the Board, the President shall execute all contracts binding the Corporation, except as may otherwise be provided in these By-Laws.**

### **Section 3. Duties of the Vice President**

**In the absence of the President, the Vice President shall preside over meetings, and shall assume the duties of the President if the President is unable to serve.**

### **Section 4. Duties of the Secretary**

**The Secretary shall keep minutes of all meetings of the Board and of the membership of the Friends of Madera Canyon, which minutes shall constitute the only official record of such meetings.**

### **Section 5. Duties of the Treasurer**

**The Treasurer shall administer the finances of the Corporation and keep, or supervise the keeping of, the Corporation's books and financial records. The Board may require the Treasurer to be bonded, at the expense of the Corporation.**

**The Treasurer shall deposit all funds of the Corporation in a bank approved by the Board. Such deposits shall be made at frequent intervals and into accounts held under the name of the Corporation.**

**At each regular Board meeting, the Treasurer shall report the current finances of the Corporation; and at the annual meeting of the membership of the Friends of Madera Canyon, the Treasurer shall report the finances of the Corporation for the immediately preceding calendar year. A review of the Corporation's finances shall be conducted annually by a committee appointed by the President.**

## **ARTICLE V: COMMITTEES**

### **Section 1. Corporate Committees; Types**

**The Corporation shall have committees, which may be either of two types, standing committees or ad hoc committees.**

### **Section 2. Standing Committees**

**The following five standing committees are hereby established: the Education Committee, the Finance Committee, the Membership Committee, the Scholarship Committee, and the Grants and Fundraising Committee.**

**The Board may in its discretion from time to time establish other standing committees.**

**The President shall appoint the members of each standing committee, and appoint for each one a committee chair to oversee the activities of the committee.**

### **Section 3. Ad Hoc Committees**

**The Board may establish such ad hoc committees as in its discretion shall seem necessary, and shall charge each such committee with the goals it is to meet. The President shall appoint for each ad hoc committee a chair and other members. An ad hoc committee shall continue until the Board shall in its discretion decide that the committee is no longer required.**

## **ARTICLE VI: FISCAL POLICY**

### **Section 1. Disbursement of Funds; Approvals**

**All disbursement of funds of the Corporation shall be approved by the President, the Vice President, or the Treasurer. No disbursement of more than \$2,500 shall be made without the prior approval of the Board, either specially or by inclusion of such disbursement in the annual budget of the Corporation approved by the Board. Those making disbursements on behalf of the Corporation shall obtain receipts to support all disbursements.**

### **Section 2. Investments**

**When cash balances of the Corporation are deemed by the Board to be in excess of the immediate needs of the Corporation, the Board may in its discretion authorize the investment of any surpluses in interest-bearing U.S. Government bonds, bank accounts, or community foundations. Such deposits shall be made by the Treasurer in the name of the Corporation, with authority for making withdrawals vested in the President and Treasurer of the Corporation.**

**The Board may in its discretion authorize loans or donations to other organizations organized under Section 501(c)(3) of the Internal Revenue Code for the purpose of furthering the educational and interpretive work of such organizations.**

### **Section 3. New Ventures**

**The Board of Directors shall specifically authorize expenditures for all new ventures of the Corporation before any disbursements shall be made in regard to them.**

## **ARTICLE VII: RELATIONS WITH THE U.S. FOREST SERVICE**

### **Section 1. Designation by the Forest Service**

**The activities of the Corporation in the Coronado National Forest depend upon the formal designation of the Corporation as a volunteer organization by the United States Forest Service.**

## **ARTICLE VIII: INDEMNIFICATION**

### **Section 1. 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.**

**The right of indemnification here 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.**

## **ARTICLE IX: BY-LAWS**

### **Section 1: Review**

**These By-Laws shall be reviewed, as deemed necessary, by a committee appointed by the President.**

## **Section 2: Amendment**

**Amendments proposed to these By-Laws, following approval by the Board, shall be submitted to the membership of the Corporation, and shall be adopted if approved by a two-thirds vote of those members of the Corporation responding on the question.**

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