Friends of the Rio de Flag

A Nonprofit Corporation
Flagstaff, Arizona

Bylaws

Revisions approved March 15, 2019

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Article 1. Name and Mailing Address

The name of the Corporation shall be **Friends of the Rio de Flag.** The mailing address shall be P.O. Box 151 Flagstaff, AZ 86002.

The acronym for Friends of the Rio de Flag shall be FoRio. The terms "the Corporation" and "**FoRio**" may be used interchangeably in these Bylaws.

Article 2. Purposes and Goals

(a) The Corporation has been established exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

(b) The goals of the Corporation are:

> **To protect, restore, clean up and improve the Rio De Flag and its tributaries to maximize their beauty, educational, recreational, and natural resource values, including the riparian habitats they provide.**

(c) The following is the Corporation's Initial *Mission Statement:*

> **To promote the Rio De Flag's natural stream system as a unique and valuable natural resource, an asset, and amenity to the city of Flagstaff, AZ and the surrounding community.**

As the Corporation grows in membership, the Board of Directors may expand the goals and mission. Any such expansion shall require formal amendment of these Bylaws, a process described in Article 13.

Article 3. Geographic Scope

At least initially, the Friends of the Rio de Flag shall be concerned primarily with the Rio de Flag watershed area including the channel, its floodplain, tributaries and riparian and aquatic habitats including springs, and seeps within Coconino County and the City of Flagstaff.

Article 4. Structure of the Corporation

The structure of the Corporation shall include at least the following, as provided in Articles below: (1) the Membership, (2) the Board of Directors, (3) Officers, and (4) such committees, committee chairpersons and projects and project coordinators as shall be needed.

Article 5. Membership, Voting Eligibility, and Membership Contributions

Membership shall be defined as follows:

Individual Membership shall be open to any and all persons who are dedicated to promoting the mission, goals and purposes of the Corporation. Each Individual Member shall be eligible to cast one vote at the Annual Meeting of the Membership. (See Article 10).

Participation by minors

Working together, each project coordinator and any Board Member will determine whether the project's activities can be safely and effectively performed by two categories of minors: (a) a minor who is either 16 or 17 years old and (b) a minor below the age of 16 who is accompanied by a parent, guardian, or schoolteacher or official. Unless a project coordinator and the Board specify otherwise, FoRio's policies on participation by minors are the following:

(a) Minors 16 and 17 years old may participate in activities provided either (1) they are under direct supervision of a parent or legal guardian or (2) they have submitted written permission to participate from a parent or legal guardian.

FoRio will provide a specific form for the written permission, or a form provided by the participating group.

(b) Minors under 16 years old may participate in project activities only if supervised by a parent or legal guardian.

The policies in (a) and (b) apply broadly: across all of FoRio's membership classes and to the general public (whenever non-members are invited to participate in an activity coordinated by FoRio). Any exceptions (determined by a project coordinator and the President) to the general policies must be more stringent or exclusionary.

Membership contributions for Individual and Family Memberships shall be determined each year by the Board (see Article 6) and shall be due and payable on or before January 1 each year. Members whose membership contributions (when required) are in arrears more than 90 days shall not be eligible to vote, nor to serve as Officers or on the Board.

Honorary Memberships maybe provided for outstanding service or other reasons at the discretion of the Board.

Members are expected to adhere to the provisions stated in these Bylaws. No Member of the Corporation shall act as a representative of the Corporation without written authorization from the Board. (See Articles 6 and 8.)

Without the prior written approval of the Board, a Member shall not use the Corporation's name or logo for any purpose other than an activity undertaken on behalf of the Corporation.

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

Article 6. Board of Directors (Board)

The affairs of the Corporation shall be governed by its Board of Directors, which consists of the Officers (see Article 8) and not more than eight additional Directors. The number of Directors may be changed at any time by action of the majority of the existing Board.

Directors shall be elected at the Annual Meeting by the Membership. The term of office for each Director shall be three years. Each Director shall serve without monetary compensation.

The Directors whose names appear in the Articles of Incorporation serve as the Directors until the first Annual Meeting of the Members or until their successors are elected and qualify. These initial Directors are eligible for election to further (staggered) terms.

Any mid-term vacancy occurring on the Board may be filled through an appointment by a majority of the remaining Directors so as to fill the remaining portion of the term.

Any action by the Board to change the number of Directors shall be taken so that one-third of the directors serves in each of three staggered three-year terms. Although this rule must be followed in the long run, it need be followed in specific appointments only if sufficiently many qualified candidates are available. The Board may fill additional seats by appointment; a Director so appointed shall serve until the next Annual Meeting of the Membership, at which time Members shall elect Directors to fill the remaining terms for these seats.

The Leader of the City's Flagstaff Area Stream Team and AZG&F's Urban Liaison Staff position, and the Flagstaff Mayor or one Councilmember may, if they so choose, be an ex-officio, non-voting member of the Board.

Article 7. Board Meetings and Actions

The Board normally meets monthly and shall be open to any member who wishes to attend. One of these Board meetings shall be held within 60 days after the Annual Meeting of the Membership for the purpose of electing Officers. (See Article 8.) Special meetings, as may be needed to conduct Board business, may be called by the President or by 20 percent of the Directors. Notice of any special meeting shall be given to each Director not less than seven days in advance of the meeting.

A majority (fifty percent plus one) of the entire Board shall constitute a quorum except as otherwise required by law or in these Bylaws. The action or decision of a quorum shall be the action or decision of the Board.

All expenditures of $400 or more shall require prior approval by the Board except for budgeted expenditures as outlined in a grant or contract previously approved by the Board.

Article 8. Officers

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

Officers shall be elected by the Board from within its ranks or members of the organization and shall serve for a one-year term without compensation. At the end of a term, Officers may be re-elected to the same office or be elected to a different office. Any vacancy in an office may be filled through appointment by the Board for the remaining term.

The President shall preside over meetings of the Board, and of the Membership. Furthermore, the President shall be responsible for periodic reports to the Membership and for communication to the members and the public including meetings times and location notices regarding various events.

The President may appoint standing or special committees and project coordinators to assist in the functions of the Corporation. Such appointments are interim appointments until approved by the Board.

The Vice President shall serve in the absence of the President and generally shall be responsible for the Corporation in the absence of the President or at the President's discretion and oversee committee chairs and project coordinators and report their progress to the board.

The Secretary shall keep minutes (summary) of meetings of the Board and of the Membership, and shall be responsible for the correspondence and files of the Corporation. The Secretary shall oversee the maintenance of the FoRio website, Facebook page and/or other social networks.

The Treasurer shall be responsible for maintenance of the Corporation's assets and for all billings and payments due. The Treasurer shall prepare checks for payment of corporate expenses, but any expense of more than $400 requires authorization by the Board of Directors.

The Treasurer is responsible for preparing and submitting reports required by the Internal Revenue Service, the Arizona Department of Revenue, and the Arizona Corporation Commission.

The Treasurer or Secretary is responsible for maintaining the official membership list and collection of contributions to the corporation.

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

Article 9. Meetings of the Membership

An Annual Meeting of the Membership shall be held each year for election of Directors and for other business that may be placed on the agenda. Notice of the date, time, and place of

the Annual Meeting shall be sent to all Members not less than 14 days in advance of the Meeting. (See Article 10.) This mailing shall include an agenda and a ballot.

Regular monthly meetings of the Membership are generally held on the first Thursday of the month or may be called anytime during the year by the President with a majority vote of the Board. The officers and board will meet at least semi-annually to set the speakers/topics for the remainder of the year. Notice of any change to our regular monthly the date, time, and place of any such meeting shall be sent to all Members not less than 10 days in advance of the meeting.

Unless otherwise provided by these Bylaws, *Robert's Rules of Order* (in its most recent edition) shall determine procedure at Board and Membership Meetings.

Article 10. Elections

Not less than 30 days in advance of the Annual Meeting, the Board shall appoint a Nominating Committee of three Members to produce a list of candidates for Directorships. One of these three shall be a Director and shall chair the Nominating Committee; the other two may or may not include Directors.

A ballot, prepared by the Nominating Committee, shall be sent via email or other communication determined by the board to all Members with the notice of the Annual Meeting at least 14 days prior to the meeting. This ballot shall include the Committee's list of nominees plus spaces for nominees that may be written in by the Members. The Committee may nominate persons who are currently serving as Directors or Officers. To be available for tabulation, all absentee ballots and write-in votes must be received by the Secretary before 5 p.m. of the day preceding the election.

Candidates must have been a member in good standing of the FoRio. The candidates receiving the greatest number of votes at the Annual Meeting shall be declared to be elected.

Article 11. Termination of Members

Any Member may be removed for cause upon a two-thirds vote of the entire Board, taken at any meeting of the Corporation, provided that the Member in question has been given at least 10 days written notice that such action is to be considered.

Article 12. Financial Administration

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

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

The Treasurer may establish one or more separate accounts (internal or external) in which money from Membership contributions, donations, bequests, grants, and the like is placed. Such separate accounts may have specific purposes, such as paying for physical improvements for specific projects (for example, interpretive signage, riparian restoration, channel stabilization, and cleanup) or for printing informational brochures.

All Corporation funds shall be deposited in one or more insured accounts. All monies of more than $400 withdrawn from these accounts shall require the signature of the President or their designated Officer, not the treasurer.

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

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

Article 13. Amendment of Bylaws

Any amendment to these Bylaws may be initiated by the Board or by petition of 20 percent of the Members. Such amendment 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 amendment must be agreed upon by a two-thirds vote of the entire Board.

For the purpose of this article alone, Directors may vote by email, or in person. Votes by email shall be addressed to either the Secretary or the President and must be received prior to noon on the meeting day.

Adoption of Bylaws

We, the undersigned, constitute a majority of the current Directors of this Corporation (as listed in the Articles of Incorporation) and also encompass all of the Directors present at the March 8, 2018 meeting of the Board. We hereby adopt the foregoing Bylaws, consisting of the six preceding pages (inclusive of this page), as the Bylaws of this Corporation.

Bryan Bates	9045 Beauty Way, Flagstaff, AZ 86004
Thomas (Tom) Bean	4680 Lake Mary Road, Flagstaff, AZ 86005
Paul Beier	140 E Paseo del Rio, Flagstaff, AZ, United States
Coral Evans	518 S O'Leary Street, Flagstaff, AZ 86001
Kathy Flaccus	1021 N Hopi Drive, Flagstaff, AZ 86001
Allen Haden	2169 E Skyline Drive, Flagstaff, AZ 86004
Collis Lovely	ADD
Richard (Rick) Miller	1200 W Shullenbarger Drive, Flagstaff, AZ 86005