

Friends of Northern Arizona Forests

A Nonprofit Corporation

Flagstaff, Arizona

Bylaws

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Article 1. Name and Mailing Address

The name of the Corporation shall be **Friends of Northern Arizona Forests**. The mailing address shall be P.O. Box 3041, Flagstaff, AZ 86003-3041.

The acronym for Friends of Northern Arizona Forests shall be FoNAF. The terms “the Corporation” and “FoNAF” 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 encapsulated in the following initial *Mission Statement*.

Friends of Northern Arizona Forests is dedicated to assisting the United States Forest Service in maintaining, protecting, and restoring the natural and cultural resources and the scenic beauty of our forest lands for the enjoyment and use of present and future generations. We are a solution-oriented volunteer group that works in partnership with the Forest Service to assist the Service in tasks it does not have the staff or the funds to accomplish on its own. In addition, we seek to connect the community and the Forest Service to the benefit of both parties and of the forest itself.

As the Corporation grows in membership, the Board of Directors may expand the mission to include other federal agencies that manage public lands in northern Arizona. Any such expansion shall require formal amendment of these Bylaws, a process described in Article 14.

Article 3. Geographic Scope

At least initially, Friends of Northern Arizona Forests shall be concerned primarily with the portion of Coconino National Forest that lies in the Ranger District(s) that surround 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, (4) Executive Committee, and (5) such committees or projects 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 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).

At its discretion, the Board may establish a student rate for Individual Membership.

Family Membership shall be open to immediate family members, including minor children, who are dedicated to promoting the goals and purposes of the Corporation. Each adult Member (that is, Member of age 18 or older) under Family Membership shall be eligible to cast one vote at the Annual Meeting of the Membership.

Participation by minors

Working together, each project coordinator and the President 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 or guardian. Unless a project coordinator and the President specify otherwise, FoNAF'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.

FoNAF will provide a specific form for the written permission.

(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 FoNAF's membership classes and to the general public (whenever non-members are invited to participate in an activity coordinated by FoNAF).

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

Honorary Memberships may be 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 President or the Board. (See Articles 6 and 8.)

Without the prior written approval of the President, 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 less than four nor more than thirty 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—except that the first board elected at an Annual Meeting shall serve staggered terms: one-third to serve three years, one-third to serve two years, and one-third to serve one year. 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 District Ranger for the Ranger District(s) that surround the city of Flagstaff, or the Ranger's designee, shall be an ex-officio, non-voting member of the Board.

Article 7. Board Meetings and Actions

The Board shall meet at least twice per year in open session. 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 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.

All expenditures of \$200 or more shall require prior approval 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 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, the Executive Committee, and the Membership. Furthermore, the President shall be responsible for periodic reports to the Membership and for communication to the public. The President is authorized to approve payment of expenses under \$200 without further authorization.

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.

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

The Treasurer shall be responsible for maintenance of the Corporation's assets and for all billings and payments due. For payment of expenses, the Treasurer is authorized to sign checks under \$200 if approved by the President and to sign checks for \$200 or more if approved by the Board. Routine expenditures, including but not limited to website fees, postage, and fees for the P.O. box, may be paid by the Treasurer provided prior approval is given annually by the Board.

The Treasurer is responsible for sending whatever annual reports are expected by the Internal Revenue Service, the Arizona Department of Revenue, and the Arizona Corporation Commission.

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

Article 9. Executive Committee

The President may appoint an Executive Committee consisting of the Officers and at least three other Directors. Additional Executive Committee members may be added at the discretion of the President, but at no time may the Executive Committee exceed 13 members.

The Executive Committee shall be empowered to make decisions and take action between meetings of the Board.

A majority of the Executive Committee that includes the President or the Vice President shall constitute a quorum.

The District Ranger for the Ranger District(s) that surround the city of Flagstaff, or the Ranger's designee, shall be an ex-officio, non-voting member of the Executive Committee.

Article 10. Meetings of the Membership

An Annual Meeting of the Membership shall be held each year in September or October 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 11.) This mailing shall include an agenda and a ballot. A quorum for the Annual Meeting shall consist of those Members present plus those voting by absentee ballot.

Other meetings of the Membership may be called during the year by the President or by majority vote of either the Executive Committee or the Board. Notice of the date, time, and place of any such meeting shall be sent to all Members not less than 14 days in advance of the meeting. A quorum shall consist of the Members present.

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

Article 11. Elections

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

A ballot, prepared by the Nominating Committee, shall be sent to all Members with the notice of the Annual 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.

The candidates receiving the greatest number of votes at the Annual Meeting shall be declared to be elected.

Article 12. 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 13. 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 on the Coconino National Forest (for example, interpretive signage, trail building and repair) or for printing informational brochures.

All Corporation funds shall be deposited in one or more insured accounts. All monies withdrawn from these accounts shall require the signature of one of the following: the President, the Treasurer, or the President's designated Officer. At its discretion, the Board may change the policy to require two signatures from among these persons.

No monies shall be distributed to Officers, Directors, or other Members 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.

The accounts of the Corporation shall be audited annually.

Article 14. 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 mail, by email, or in person. Mailed votes shall be addressed to the Secretary at the Corporation's P.O. box and must be received prior to the meeting. 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 Amended Bylaws

This amended version of the Bylaws was adopted by the Board of Directors on 19 May 2010.

Tom Mackin
Secretary

5/19/2010
Date of signature