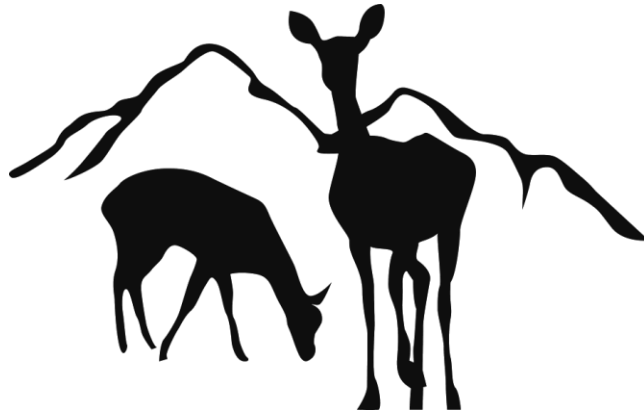




YARNELL REGIONAL COMMUNITY CENTER

BYLAWS

ARTICLE I

Name

The name of the Corporation shall be **Yarnell Regional Community Center**, also known as (aka) **YRCC**.

ARTICLE II

Office

The principal office shall be located at the Yarnell Regional Community Center, located in the community of Yarnell, 22302 S. State Highway 89, County of Yavapai, State of Arizona. The mailing address shall be P.O. Box 641, Yarnell, AZ, 85362.

ARTICLE III

Fiscal Year

The Fiscal Year of the Corporation shall begin on January 1 and run through December 31.

ARTICLE IV

Vision, Mission, and Service Area

Vision: A caring, compassionate, collaborative organization dedicated to improving the quality of life throughout the Yarnell region.

Mission: To provide services and programs that promote health and wellness, and enhance the quality of life throughout the greater community.

Service Area: The Community Center shall serve the Yarnell, Arizona, Region, herein defined as Yarnell, Glen Ilah, Peeples Valley, Congress, Kirkland, Skull Valley, Wilhoit and surrounding areas.

ARTICLE V

Membership

Section 1 — Membership Defined:

- a. Regular Membership: Any person aged 18 or older that resides full- or part-time or owns property in the service area and who has paid the annual membership dues shall be a Regular (Voting) Member.
- b. Supporting Membership: Any person aged 18 or older not otherwise qualifying for a Regular Membership may become a Supporting (Non-Voting) Member for the year by paying the membership dues for that year.
- c. Annual membership dues shall be established by the Board of Directors, and shall be valid for the calendar year beginning January 1 and ending December 31.

Section 2 — Regular (Voting) Members' Rights: Voting Members shall have the right to:

- a. attend meetings of the membership and offer input at designated opportunities;
- b. vote by written proxy, the form of which shall be determined by the Board of Directors; and
- c. be informed of the decisions and actions of the Board of Directors.

ARTICLE VI

Membership Meetings

Section 1 — Frequency and Purpose:

- a. A Membership Meeting shall be held in January for the purpose of nominating Members for the Board of Directors.
- b. The Annual Meeting shall be held in February for the purpose of electing Members for the Board of Directors; nominations recommended by the Board shall be presented at that time. Nominations may also be made by Regular Members by presenting a completed petition — the form of which shall be determined by the Board — naming a specific person, signed by at least five active Members, and delivered to any Board Member before the Annual Meeting as stated by the petition.
- c. Voting for new Board Members shall be by secret written ballot by members present at the Annual Meeting, including votes by proxy as elsewhere provided herein. Winners shall be those that receive the highest number of ballots. Voting results shall be certified by an election committee that counts the votes. The vote totals shall not be made public, unless so approved by the new Board after the meeting.

Section 2 — Special Meetings: Special Meetings may be called by the President, the Board of Directors, or by written request from not less than one-tenth (1/10) of the Members having voting rights. The Board shall schedule all such meetings as soon as practical for all concerned.

Section 3 — Notice of Meetings: All Members shall be notified of all Membership Meetings not less than ten days before the date of such meeting. Notification stating the place, date, time, and purpose of any meeting shall be delivered by phone, in person, by mail, by email, or by posting. Special Meetings may be excluded from these requirements if so approved by the Board.

Section 4 — Quorum: A Quorum of the membership for a meeting requiring voting by the membership shall consist of no less than 10% of the Regular Membership.

Section 5 — Postings: An agenda for a Membership Meeting shall be posted at the Community Center and Post Office no less than 10 days before the meeting. Minutes of each Membership Meeting shall be posted at the Community Center within one month after the meeting. The responsibility for posting shall rest with the Secretary of the Board. Posting may be placed at other locations as determined by the Secretary.

ARTICLE VII

Board of Directors

Section 1 — Preferred Qualities of Board Members: Understands our community and its needs; has passion for our Mission and Vision; is willing to commit time and energy; works well in a group; listens well and is thoughtful; and has skills that fit the needs of the Board. Board Members shall have no undisclosed conflict of interest. A conflict of interest shall be defined as a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity.

Section 2 — General Powers and Duties: The affairs of the Corporation shall be managed by its duly elected Board of Directors. The Board has the responsibility and authority to protect the interests of the Corporation. The role of the Board of Directors is fourfold: 1) to hire, review, terminate and establish duties of the Executive Director as necessary; 2) to provide governing through policy; 3) to be responsible for the Corporation's fundraising and 4) to have fiduciary control of the Corporation. The Board may authorize the Executive Director to enter into any contract as needed to continue the Mission. Board Members should be considered "informal ambassadors" of goodwill to all the communities.

Section 3 — Number and Tenure: The number of Directors shall be seven. To maintain that number three Directors shall be elected in the odd years, and four shall be elected in even years, each for a two-year term. There is no limit to the number of terms a Director may serve. To qualify as a Board Member, a person must be an active Regular (Voting) Member.

Section 4 — Vacancy: The Board may appoint, with the concurrence of at least four Directors, a Director to fill an unexpired term. The Board may continue to function with as few as three Board Members until qualified replacements are found and appointed.

Section 5 — Removal/Reinstatement:

- a. A Director of the Board may be removed from the Board by a super-majority vote of the Board (five Board Directors) for any of the following reasons:
 - 1) three consecutive unexcused absences at Board Meetings;
 - 2) egregious actions on the part of a Director that are not in the interest of the Corporation; or
 - 3) repeated unilateral action on the part of a Director in opposition to the expressed wishes of the Board.
- b. If a petition signed by at least 20% of the membership, and presented to the Board at any Regular Meeting, requesting the Board to take action to remove/reinstate a Director from/to the Board, the Board shall, at their next meeting, consider the request and either accept it, removing/reinstating the Member's Board position, or reject it, allowing the Member's Board status to remain as it is.

The results of such action shall then be transmitted to the full membership by the Secretary before the next meeting.

Section 6 — Meetings: Frequency and Purpose: A Regular Meeting Of the Board of Directors shall be held monthly for the Purpose of overseeing and conducting the ongoing activities and responsibilities of the Corporation. All meetings shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

- a. **Types of Meetings:** The Board of Directors shall have Regular and Special Meetings, and Executive Sessions.
- b. **Member Attendance:** Any Regular or Supporting Member in good standing may observe a Board Meeting. An Executive Session may be attended only by Board Members. Input from any observer at Board Meetings may or may not be allowed by the Board at any time.
- c. **Regular Meetings:** Monthly meeting dates and times for Regular Meetings shall be set by the new Board of Directors at an Executive Session at the conclusion of the Annual Meeting or at a Special Meeting. The meeting time and/or date of any meeting may be changed at any meeting by a majority vote of the Directors.
- d. **Special Meetings:** Special Meetings of the Board of Directors may be called by the President or any two Directors. Directors of the Board shall be notified of Special Board Meetings no less than four days in advance by phone, mail, email or in person.
- e. **Electronic Consensus:** A consensus of Board Members achieved by email or other electronic means shall have the same power as a face-to-face Board Meeting. The Secretary shall record the results of such a consensus as an addendum to the previous month's meeting minutes, to be approved at the next Board Meeting.
- f. **All meetings** of the Corporation shall be governed by Robert's Rules of Order (latest edition) on all points not covered in these Bylaws.

Section 7 — Quorum: The presence of at least four Members of the Board of Directors shall constitute a Quorum for the transaction of any business at any Board Meeting. An act of the majority of such Quorum shall be deemed an act of the Board of Directors. Any Board Member may participate in any meeting by telephone, Skype, or any other technology that allow instant two-way communication. Such participation would carry the same weight of action as if they were present in person.

Section 8 — Majority: A majority vote shall be defined as 50%+1 of Board Members.

Section 9 — Family Members: Only one member of an immediate family shall serve on the Board simultaneously, unless otherwise approved by the existing Board.

ARTICLE VIII

Officers

Section 1 — Election of Officers: The seven Directors shall elect, from among themselves, in an Executive Session at the conclusion of the Annual Meeting, the following officers: President, Vice President, Secretary, and Treasurer. Officers may be changed by majority vote of the Board at any subsequent meeting. The remaining Directors shall stand as Members at Large.

Section 2 — Terms of Office: Each Officer shall hold office for one year, or until his/her successor has been duly elected and installed. That Officer is eligible to be reelected during her/his terms without limit.

Section 3 — Removal from Office: Any Officer elected or appointed by the Board of Directors may be removed from said office by a majority vote of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 4 — Powers and Duties:

President: The President shall: preside at all meetings of the Board of Directors and the membership; call Special Meetings whenever she/he deems it necessary; shall cultivate and maintain a strong relationship with the Executive Director, and be an ex-officio member of all committees established by the Board.

Vice President: The Vice President shall perform the duties of the President in the event of the President's absence, resignation, or inability, for whatever reason, to perform his/her duties. She/he shall also be an ex-officio member of all committees appointed by the Directors.

Secretary: The Secretary shall take the minutes of all meetings of the Corporation and shall maintain all such books and records as may be required by the Board of Directors. The Secretary shall be responsible for notification of meetings to the membership and shall post all minutes and agendas of Membership Meetings at the Community Center. The Secretary shall also be responsible for notification to the Directors of the Board of any Special Meetings and shall deliver agendas and minutes of Regular and Special Meeting to the Directors.

Treasurer: The Treasurer shall serve as Financial Officer of the Corporation, chair the Finance Committee; assure accurate financial records are being kept; and recommend periodic financial reviews as authorized by the Board.

Section 6 — Compensation: No officer or Member may receive monetary or other compensation for her/his service to the Corporation unless specifically authorized by the Board of Directors.

Section 7 — Indemnification: Every Board Member of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Board Member(s) in connection with any threatened, pending, or completed action, suit, or proceeding to which she/he may become involved by reason of being or having been a Board Member unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. However, in the event of a settlement, the indemnification herein shall apply only when the foregoing right of indemnification shall be in addition to and not exclusive of all other rights that such Member of the Board is entitled.

ARTICLE IX

Board Committees

Section 1 — Purpose and Leadership: The Board may, at its discretion, establish standing Committees and/or ad hoc committees in order to assist in the pursuit of the Mission. The President shall appoint a Member of the Board to serve as a Member and to be the liaison between each Committee and the Board.

Section 2 — Committee Membership: The President and Vice President shall be ex-officio members of each appointed Committee. Committees shall be composed of other active members of the Community Center, who serve by volunteering or by invitation in consultation with the Committee Chairperson.

Section 3 — Scope of Authority: Committees shall address their research and activities to the purposes(s) designated by the Board, and shall report their findings and recommendations to the Board for further action.

Section 4 — Removal: Committee Members whose actions do not serve the best interests of the Board may be removed from the Committee by a majority vote of the Board of Directors.

ARTICLE X

Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, and new or amended Bylaws be adopted by a two-thirds majority of the membership present, if there is a quorum, at any Annual Meeting or at any Special Meeting, provided at least ten (10) days written notice is posted of intention to alter, amend, repeal, or adopt new Bylaws at that meeting.

ARTICLE XI

Nondiscrimination

Nondiscrimination Policy: The officers, Directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, creed, religion, ancestry, national origin, marital status, physical disability, veteran's status, political affiliation, or sexual orientation.

APPROVAL

President: _____ Date: _____

Secretary: _____ Date: _____

Date Adopted by Membership: _____