YARNELL REGIONAL COMMUNITY CENTER

BYLAWS - PROPOSED CHANGES v. 3

Black font – original 2019 language maintained | Blue underline = AI proposed addition / YELLOW highlights reflect language proposed by the YRCC Board and Board Review Committee.

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 -Weaver Mountains Communities.

Mission: To provide services and programs that promote health and wellness, and enhance the quality of life throughout the Weaver Mountains Communities.

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-who has paid the annual membership dues shall **be an active member**.

b. Annual membership dues shall be established by the Board of Directors, and shall be valid ~~for~~ for one year from the date of purchase of a membership.

Section 2 - Members shall have the right to:

a. attend meetings of the membership and offer input at designated opportunities;
b. vote in person or 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.

Section 3 - Membership restriction: If a member has been barred from the YRCC for illegal, aggressive or similar inappropriate behavior, he or she:
a. is no longer an active member;
b. is not eligible to vote;
c. is not eligible for a refund of their membership fee.

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. -Notice of a Special Membership Meeting shall state the purpose or purposes for which the meeting is called. The notice requirements of this Section apply to Special Membership Meetings.

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 active 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 hear a statement from the Director in question. The Board may go into Executive Session to discuss the remobal/resinstatement proposed, and then return to the regular Board session to 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 Board 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 as needed.

b. Member Attendance: Any active Member may observe a Board Meeting. Input from any observer at Board Meetings may or may not be allowed by the Board at any time~~.~~ Members may not attend an Executive Session.

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. Executive Sessions are attended only by Board members for the purposes of discussing personnel, sensitive financial matters, and other purposes allowable by Arizona law.

f. Electronic Decision: A ~~-~~ decision of the 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 decision as an addendum to the previous month's meeting minutes, to be approved at the next Board Meeting.

g. All meetings of the Corporation shall be guided 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. If there are only three Members on the Board of

directors, all three will constitute a quorum. 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 any means of communication through which all participating Directors can simultaneously hear one another. A Director participating by such means is deemed present in person at the meeting.

Section 8 - Majority: A majority vote shall be defined as 50%+1 of Board Members. A Director who abstains is not counted as an affirmative or negative vote.

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~~ All current 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 and Executive sessions 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.

Joint officer positions: Except for the President, all of the

Section 5 - 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 6 - Indemnification: To the fullest extent permitted by the Arizona Nonprofit Corporation Act, as amended from time to time, the Corporation may indemnify and advance expenses to its Directors and officers and may purchase and maintain insurance on their behalf. Any indemnification or advancement of expenses shall be authorized and made in accordance with applicable law. The rights provided by this Section are in

addition to any other rights to which a Director or officer may be entitled under law, the Articles of Incorporation, these Bylaws, agreement, or Board action.

ARTICLE IX

Board Committees

Section 1 - Purpose and Leadership: The Board may establish standing or ad hoc advisory committees to assist in pursuit of the Mission. Advisory committees do not exercise the authority of the Board. The President shall appoint a Director to serve as liaison between each advisory committee and the Board.

Section 2 - Committee Membership: An officer shall be ex officio members of any Advisory Committee. Advisory committees may include Directors-at-large, active Members, volunteers, staff, and other persons whose experience would benefit the committee.

Section 3 - Scope of Authority: Advisory committees shall conduct research and activities within the purposes designated by the Board and shall report findings and recommendations to the Board for action. No advisory committee may bind the Corporation, approve contracts, expend funds, or exercise Board authority unless specifically authorized by the Board and permitted by law.

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, subject to applicable Arizona law.

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 Corporation shall not discriminate in the selection of officers, Directors, committee members, employees, volunteers, members, or persons served on the basis of race, color, religion, creed, sex, sexual orientation, gender identity or expression, age, disability, national origin, ancestry, marital status, veteran status, political affiliation, or any other status protected by applicable law.

APPROVAL

President: _____ Date: _____

Secretary: _____ Date: _____

Date Adopted by Membership: _____