

# BYLAWS

of the

## NUTRIOSO COMMUNITY ASSOCIATION, INC. an Arizona Non-Profit Corporation

### ARTICLE ONE Offices & Purpose

The place in this state where the principal office of the corporation is to be located is Nutrioso, Apache County, in the address of the Statutory Agent, or as determined by the Board of Directors. The corporation is organized exclusively for, and will be operated exclusively for charitable purposes serving Apache County and may make distribution to other organizations that qualify as exempt organizations under Sec. 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. It will not engage in any activities, other than as an insubstantial part of its activities, that do not further its purposes as a charity.

No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, trustees or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions, the corporation, shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Sec. 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

### ARTICLE TWO. Membership

#### SECTION 1. Types of Membership.

There shall be two types of membership open to persons 18 years or age and older, who are either full-time or part-time residents of Nutrioso, or own land in Nutrioso, an unincorporated area of Southern Apache County.

A. Single Membership: This person enjoys all the privileges of the corporation, including voting and holding office.

B. Household Membership: Open to two persons living at the same residence who enjoy all privileges of the corporation. Each person is entitled to one vote. Only one copy of any mailing will be sent to a household.

#### SECTION 2. Dues

A. The Board shall have discretion to set the dues each year. Dues are payable on or before the 1st day of January each year. No member may vote whose dues are not paid for the current year. Dues shall be of a modest amount, encouraging membership to citizens of the general community.

B. During the month of November, the Secretary shall send to each member a statement of his dues for the ensuing year.

C. Dues of a new member may be, at the Board's discretion, prorated from the first day of the month in which such new member is elected to membership.

#### SECTION 3. Election to Membership.

Any person interested in becoming a member of the corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Secretary of the corporation. Each application shall be considered by the Board of Directors at its regular meetings, or at any special meeting of the Board, and approved or disapproved. Applicants whose applications are so approved shall become members of the corporation on payment of the required initiation fee and dues. They shall be furnished with a membership card, if utilized, and a copy of the Bylaws if requested. Applicants not accepted shall be notified in writing and their application fee returned. Applicants for membership who have been rejected may not reapply within twelve (12) months after such rejection.

SECTION 4. Membership Cards or Certificates. The Board of Directors at its discretion, may decide whether to issue membership cards and/or certificates to its members, and under what terms it desires to do so.

#### SECTION 5. Termination of Membership.

Memberships may be terminated:

A. By Resignation. Any member in good standing may resign from the corporation upon written notice to the Secretary; but no member may resign in debt to the corporation. Dues obligations are considered a debt to the corporation and they become incurred on the first day of the calendar year.

B. By Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the calendar year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no cases may a person be entitled to vote at any meeting whose dues are unpaid as of the date of the meeting.

C. By Expulsion. The Board of Directors, by affirmative vote of three-quarters of all of

the members of the Board, may suspend or expel a member after an appropriate hearing, and the Board shall have complete authority to decide whether counsel may attend the Board meeting. The expelled member may not reapply for membership for a period of one (1) year from the date of expulsion.

SECTION 6. Reinstatement. On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member for membership on such terms as the board of directors may deem appropriate.

### ARTICLE THREE. Meetings

SECTION 1. General Membership Regular Meetings. A minimum of two (2) regular meetings per year of the general membership shall be held, one in July and the Annual Meeting in August, at a time and place to be determined by the Board of Directors and shall be held within the greater Nutrioso area. Notice of such regular meetings shall be posted in the Post Office in Nutrioso ten days prior to such meeting and/or mailed, at the discretion of the Board. For the Annual Meeting in August, the Secretary shall mail a notice giving the time and location and the list of candidates to be voted on at such Annual Meeting.

SECTION 2. General Membership Special Meetings. Special meetings of the general membership may be called by the President, a majority of the Board at a Board Meeting, or by the Secretary upon written request of at least five members of the corporation in good standing, provided written notice be given all members five or more days in advance of said special meeting. Such special meeting shall be held at such hour and place as may be designated by the person or persons herein authorized to call such meeting, but must be held in the greater Nutrioso area. Notice of such meeting shall contain the purpose for which the meeting is being called. No other business may be transacted at the meeting.

SECTION 3. Quorum. A quorum for all general membership meetings shall consist of ten (10) percent of the members in good standing. A quorum must be present in order to conduct binding business.

SECTION 4. Regular Board Meetings. Regular meetings of the Board of Directors shall be held at least six times per year, but must be called at least once in every quarter of the calendar year and during the month of May to appoint a Nominating Committee. Such Board Meetings shall be held at such hour and place as may be designated by the Board but must be held within the greater Nutrioso area. Written or verbal notice of each such meeting to each board member must be made by the Secretary, at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 5. Special Board Meetings. Special meetings of the Board of Directors may be called by the President or by the Secretary upon receipt of a written request signed by at least three members of the Board. Written notice of such meetings shall be mailed by the Secretary to each board member, at least 5 days and not more than 10 days, prior to the date of the meeting. Special Board Meetings shall be held at such hour and place as may be designated by the person or persons herein authorized to call such meeting but must be held within the greater Nutrioso area. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 6. Proxies. No proxy voting is authorized. No election of officers or directors can be conducted by mail.

SECTION 7. Annual Meeting. The annual meeting and election of officers shall be held during the month of August on a day and time and location to be determined by the Board of Directors. The Annual Meeting must be held in the greater Nutrioso area. Written notice of such meeting along with the candidates nominated for the positions shall be mailed at least ten days prior to the Annual Meeting to the members of the corporation.

#### ARTICLE FOUR. Board of Directors

SECTION 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. The Board members must be members of the corporation.

SECTION 2. Number and Tenure. The Board of Directors shall consist of one Director, the President, the Vice-President, the Secretary, and the Treasurer. Terms of office for Board members shall stagger. To transition to two-year terms, at the 2007 election, the President, Treasurer, and Director shall be elected for a term of two years, and the Vice-President and Secretary shall be elected for a term of one year. Thereafter, all terms of office shall be for two years. The number of Directors may be increased by the Board, and members selected to fill such additional positions shall serve until such additional Director position(s) are filled by the regular nomination process. No Officer may hold more than one office concurrently during a term of service.

SECTION 3. The President shall preside at all general meetings and meetings of the Board of Directors and shall preserve order and see that all Bylaws, Rules and Decisions of the corporation are strictly enforced. He shall have general supervision of all activities and shall serve as an ex-officio member of all committees, except the nominating committee.

SECTION 4. The Vice President shall assist the President when necessary and in his absence, or upon his request shall perform the duties and be invested with the powers of the President. If the office of President becomes vacant, the Vice-President shall become President. In the absence of the President and Vice-President, any member may be chosen by the members present to preside at a meeting.

SECTION 5. The Secretary shall keep the minutes of all general membership and board meetings, shall maintain a correct list of the names and addresses of all members and maintain an accurate attendance record. The Secretary shall have general supervision over all clerical matters and all books and papers not assigned to other officers. Further, the Secretary shall conduct the correspondence of the corporation, including notification of meetings, when required, and carry out such other duties as may be prescribed in the Articles and Bylaws.

SECTION 6. The Treasurer shall have charge of all funds belonging to the corporation; he shall collect all monies due the corporation by virtue of membership dues, assessments, donations, fund-raisers of every nature and shall deposit same to the credit of the corporation. He shall pay by check from such funds all authorized expenditures of the corporation. He shall require all deposits to be made within a reasonable time. He shall submit at the Annual Meeting an Annual Report and turn his books, vouchers, receipts, etc. over to a Certified Public Accountant or a duly appointed Finance Committee, as directed by the Board, for the annual audit. The determination of filing of income tax records rests with the Treasurer, and if no filing is required, the Treasurer will keep a file supporting such decision.

SECTION 7. The Board of Directors may appoint assistants and restructure responsibilities and work loads as may be necessary, including one or more assistant secretaries and one or more assistant treasurers, such assistants having the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any such assistants do not have voting privileges on any Board matters and are not members of the Board of Directors.

SECTION 8. The Board of Directors shall appoint a BBQ Chairman no later than January of each year. The BBQ Chairman shall appoint his own committees, and shall submit a budget to the Board of Directors for approval at least ninety (90) days prior to the date of the BBQ. A member may be both BBQ Chairman and an elected Board member.

SECTION 9. The Board of Directors may each year appoint special Committees to advance the work of the Corporation in ways which may well be served by Committees, Such Committees shall always be subject to the final authority of the Board of Directors.

SECTION 10. Any Committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint

successors to those persons whose service has been terminated.

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SECTION 11. Resignations. Any Board member, assistant, or committee member, may resign from his office at any time by written notice delivered or addressed to the corporation at its known place of business. Any such resignation will be effective upon its receipt by the corporation unless some later time is therein fixed. Acceptance of a resignation will not be required to make it effective.

SECTION 12. Removal. Any officer elected by the membership, or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served by such removal, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

SECTION 13. Vacancies. A vacancy in any office, except President, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. A vacancy in the office of the President proceeds as set forth in Section 4 of this Article.

#### ARTICLE FIVE. Election of Board of Directors

SECTION 1. Board Elections. At the Annual General Membership Meeting, vacancies in the Board of Directors for the ensuing year shall be filled. If only one candidate for each open position has been nominated, they shall take office. If more than one candidate has been nominated for an open position, an election shall be held and the position shall be filled by secret, written ballot from among those nominated in accordance with these Bylaws. The nominated candidate receiving the greatest number of votes for each position shall be declared elected. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within the thirty (30) days immediately following the election.

SECTION 2. Board Nominations. No person may be a candidate who has not been nominated, and in order to be eligible for office, a candidate must have been a member in good standing for at least thirty days.

A. During the month of May, the Board shall select a nominating committee consisting of three members, not more than one of whom shall be a member of the Board, and two alternates. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a chairman for the committee and it shall be his duty to call a Committee Meeting which shall be held on or before May 30th.

B. The Committee shall nominate one candidate for each open Board of Director position, and

after securing the consent of each person so nominated, shall report their nominations to the Secretary in writing on or before June 1st.

C. Upon receipt of the Nominating Committee's report, the Secretary shall post the list of candidates in the Nutrioso Post Office and/or mail the information to all members.

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D. Additional nominations may be made at the July General Meeting, provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his nominator shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

E. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Article.

#### ARTICLE SIX.

##### Contracts, Checks, Deposits, and Gifts

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

SECTION 2. Checks, Drafts or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited within a reasonable time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

#### ARTICLE SEVEN.

##### Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors, and the membership committee, if any, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any members, or his or her agent or attorney, for any proper purposes at any reasonable time.

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#### ARTICLE EIGHT.

##### Dedication of Assets; Distribution on Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Sec. 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE NINE.

##### Fiscal Year

The fiscal year of the corporation shall be the calendar year.

#### ARTICLE TEN.

##### Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation of the Bylaws of the corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the same, shall be deemed equivalent to the giving of such notice.

#### ARTICLE ELEVEN.

##### Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority vote of a quorum at any regular or special general membership meeting. At least thirty (30) days written notice must be given to all members of the intention to alter, amend, repeal or adopt new Bylaws at such meeting.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.