

FRIENDS OF McDOWELL PARK

By-Laws

(formerly McDOWELL PARK ASSOCIATION)

Last revision, November 17, 2015

(Tentative, awaiting approval at the Nov 2015 Annual Meeting)

ARTICLE I - PURPOSE

The Friends of McDowell Park (FMP), formerly the McDowell Park Association (“MPA”) is an organization of volunteers established to promote the preservation and support the McDowell Mountain Regional Park, adjacent mountains and desert areas. The name change has been implemented to clarify our role as volunteers supporting the park and differentiate us from the official McDowell Mountain Regional Park system. The FMP desires to preserve the natural attributes of the McDowell Mountain Regional Park and to maintain the integrity and boundaries of the Park, while encouraging and protecting its values for scientific, educational and recreational experiences.

The FMP further desires to preserve the McDowell Mountains in a natural state and to protect areas within and adjacent to the McDowell Mountain Regional Park from activities or actions that would adversely impact the Park or the McDowell Mountains. The FMP seeks to promote cooperation with similar organizations and with local civic and social groups in furthering the mutual interests of the groups relative to the McDowell Mountain Area.

The FMP shall be nonprofit, nonsectarian and nonpartisan.

ARTICLE II - OFFICES AND CORPORATE SEAL

SECTION 1. Arizona Office. The FMP shall maintain its principal office in Maricopa County, Arizona.

SECTION 2. Other Offices. The FMP may also maintain offices at such other place or places within the State of Arizona as the Board of Directors (the “Board”) may designate from time to time, and the FMP may transact its business at such other offices with the same effect as that conducted at the principal office.

SECTION 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the FMP, but nevertheless if in any instance a corporate seal be used, the same shall be either (i) a circle having on the circumference thereof the name of the FMP and in the center the words “corporate seal, “the year incorporated, and the state where incorporated or (ii) a circle containing the words “corporate seal”.

ARTICLE III - MEMBERS

SECTION 1. Eligibility. Membership in the FMP shall be open to all individuals or organizations interested in its objectives.

SECTION 2. Dues. The annual dues for memberships in the FMP shall be determined by the Board of Directors. Membership dues are for the calendar year.

SECTION 3. Restrictions on Members. No member of the FMP shall use his/her membership in any manner, directly or indirectly, in any form of advertisement or solicitation of personal or private business.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. Powers. The business and affairs of the FMP shall be managed by its Board of Directors and such officers as the directors may elect or appoint.

SECTION 2. Chairman. The Board may, by a unanimous resolution, appoint from among its members a Chairman of the Board (the "Chairman") to serve, as long as he/she remains on the Board, until the appointment of a successor. The Chairman shall preside at all meetings of the Board and shall exercise such other duties, not inconsistent with these Bylaws, as the Board may from time to time prescribe.

SECTION 3. Quorum. A majority of the membership of the Board of Directors shall constitute a quorum, and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute. If a quorum shall not be present at any meeting of the Board of Directors, those present may adjourn the meeting to another time or place.

SECTION 4. Number and Election of Directors. Only members whose dues are fully paid shall be eligible to be elected as an officer or a director. The Board of Directors shall consist of not less than five members, elected by the current members. Director (s) shall be elected for a two-year term.

SECTION 5. Voting Rights. All Directors shall have equal voting rights on all matters to come before the Board.

SECTION 6. Vacancies. Vacancies may be filled by the affirmative vote of a majority of the remaining directors then in office, through less than a quorum, or by a sole remaining director. The directors so chosen shall hold office until the next annual meeting of the Board or until their successors are elected.

SECTION 7. Meetings. The Board shall meet at least annually for the purpose of organization, the election of directors and officers, and the transaction of other business, and if a quorum of directors be then present, prior notice of such meeting shall be unnecessary. The directors shall hold their meetings at such time and place as may be specified and written or telephonic notice shall be given. All meetings of the directors shall be open to any member of the FMP who wishes to attend. The directors, by unanimous consent, may change the place and time of such meetings.

SECTION 8. Special Meetings. The president, secretary, or treasurer may call special meetings of the Board and must do so on the written request of any director.

SECTION 9. Notice of Meetings. Notice of all Board meetings, except as herein otherwise provided, shall be given by mailing the same at least ten days or by telephoning or emailing the same at least two days before the meeting to the usual business or residence address of each of the directors. The Board may hold regular meetings with notice at such time and place as the Board may determine. Any business may be transacted at any Board meeting. At any meeting that directors attend, even though without any notice or waiver thereof, any business may be transacted.

SECTION 10. Waiver of Notice. A director's attendance at a meeting shall constitute waiver of notice of such meeting, except when the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any director may waive notice of any annual, regular or special meeting of the Board by executing a written waiver of notice either before or after the time of the meeting.

SECTION 11. Action without Meeting. Unless otherwise restricted by the Bylaws, any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if all members or the Board or committee, as the case may be, consent thereto in writing or by phone, and the written consents or memoranda of phone conferences are filed with the minutes of the next meeting of the Board.

SECTION 12. Place of Meetings. The Board may hold meeting, annual, regular and special, either within or without the state of Arizona. It may hold such meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 13. Committees. The Board of Directors may, from time-to-time, elect from the members of the FMP such committees, consisting of such number of members as the Board may deem advisable or appropriate. Each such committee shall have the power to perform the duties which may be delegated to it by the Board of Directors.

SECTION V - OFFICERS

SECTION 1. Designation of Titles. Officers of this organization shall be: president, vice president, secretary and treasurer. The officers shall be selected by the directors at a new directors meeting prior to December 31st or as soon as practical and shall take office on the first day of January. All officers shall be directors.

SECTION 2. Election Term of Office Qualification. The Board shall elect the officers of the FMP annually. Each officer shall hold office for one year or until his/her successor shall have been chosen, until his/her death, or until he/she resigns or is removed in the manner hereinafter provided. Election of officers for the following year shall be held at the Annual Membership and Board meeting or a soon thereafter as possible. Only those Board members elected to serve, or who have not been replaced, for the subsequent year shall be eligible to vote in this election of officers.

SECTION 3. Subordinate Officers. The Board may appoint such subordinate officers, agents, or employees as the Board may deem necessary or advisable, including one or more additional vice presidents, one or more assistant treasurers and one or more assistant secretaries, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time to determine. The Board may delegate to any officer or to any committee the power to appoint any such additional officers, agents, or employees. Notwithstanding the foregoing, no assistant treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state or city government.

SECTION 4. Removal. The Board may remove any officer or agent, by a majority vote of the Board members, whenever in its judgment the best interest of the FMP will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

SECTION 5. Vacancies. A vacancy in any office, because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Section 2 of this Article V for election or appointment to such office.

SECTION 6. President. The president shall preside at all meetings of the FMP and Board of Directors, and shall coordinate the work of the officers and committees in order that FMP objectives may be promoted; he/she shall sign all contracts and agreements and all other instruments requiring execution on behalf of the FMP, and shall act as operating and directing head of the FMP, subject to policies established by the Board of Directors.

SECTION 7. Vice President. The vice president, as authorized by the Board, shall have all the powers and perform all the duties of the president in case of the temporary absence or inability of the president to act. In case the office of president is permanently vacated, the vice president shall become president and the Board shall select a new vice president.

SECTION 8. Secretary. The secretary shall see that the minutes of all meetings of the Board of Directors and any standing committees are kept. He/she shall be the custodian of the Corporate

Seal and shall affix it to all proper instruments when deemed advisable by him/her. He/she shall give or cause to be given required notices of all meetings of the members and of the Board of Directors. He/she shall have charge of all the books and records of the FMP including the books of account, and in general shall perform all the duties incident to the office of secretary of a corporation, and such other duties as may be assigned to him/her. The secretary shall be responsible for all written or verbal communications with the membership at large or other such correspondence outside the FMP on its behalf. Also, this person shall be responsible for mailing out notifications to members of their membership renewal.

SECTION 9. Treasurer. The treasurer shall have general custody of the funds and securities of the FMP, except such as may be required by law to be deposited with any state official. He/she shall see to the deposit of the funds of the FMP in such bank of banks as the Board of Directors may designate. Regular books of account shall be kept under his/her direction and supervision, and he/she shall render financial statements to the president, directors and members at proper times. The treasurer shall have charge of the preparation and filing of such reports, financial statements, and returns as may be required by law. He/she shall give to the FMP such fidelity bond as may be required by the Board, and the premium therefore shall be paid by the FMP as an operating expense.

ARTICLE VI - GENERAL MEMBERSHIP MEETINGS

SECTION 1. Regular Meetings, Regular meetings shall be held in months to be determined by the Board. At least five (5) days' notice shall be given of change of date, or notice given in the local paper, ten (10) days in advance.

SECTION 2. Annual Meeting. A regular meeting of the FMP held in the first quarter of each calendar year shall be known as the Annual Meeting, and shall be for the purpose of electing directors, receiving reports, and conducting other business that may arise.

SECTION 3. Special Meetings. Special meetings of the FMP membership may be called by the president or by majority vote of the Board. At least five (5) days' notice of such a meeting shall be given.

ARTICLE VII - PARLIAMENTARY RULES

The latest edition of Robert's Manual of Parliamentary Rules shall govern the proceedings of all meetings of the members of the Board and any committees of the Board, unless they are inconsistent with these Bylaws.

ARTICLE VIII - COMPENSATION AND RESIGNATIONS

SECTION 1. Fees and Compensation. No director, officer, or committee member shall receive any compensation for his/her services in that capacity, except for compensation in a reasonable

amount for services rendered as determined by the Board and reimbursement for necessary and reasonable out-of-pocket expenses.

SECTION 2. Loans. The FMP shall not lend money to or use its credit to assist its directors, whether or not employees, or officers. Any director or officer who assents to or participates in making of any such loan shall be liable to the FMP for the amount of such loan until repaid.

SECTION 3. Resignations. Any director or officer may resign his/her office at any time by giving notice of his/her resignation to the president, secretary or treasurer of the FMP. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE IX - FISCAL YEAR

The fiscal year of the FMP shall be as determined by the Board.

ARTICLE X - RECORDKEEPING, CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Recordkeeping. The FMP shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote.

SECTION 2. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the FMP, and such authority may be general or confined to specific instances.

SECTION 3. Loans. No loans shall be contracted on behalf of the FMP and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

SECTION 4. Expenditures. All expenditures must be approved by the Board of Directors unless the Expenditure has been authorized by the Bylaws in a manner as stated herein.

SECTION 5. Checks and Drafts. All checks, drafts or other orders for payment of money, or notes or other evidences of indebtedness issued in the name of the FMP shall be signed by such officer or officers, agent or agents, of the FMP and in such manner as the Board shall, by resolution, from time to time determine. In the absence of such a determination by the Board, such instruments shall be signed by the treasurer or the president of the FMP.

SECTION 6. Deposits. All funds of the FMP not otherwise employed shall be deposited within fifteen (15) working days of receipt of such funds to the credit of the FMP in such banks, trust companies, or other depositaries as the Board may select.

ARTICLE XI - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director, officer, employee, member of a committee or person connected with the FMP, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the FMP, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the FMP in effecting any of its purposes or reimbursement for necessary and reasonable out-of-pocket expenses as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the FMP's assets upon the dissolution of the FMP. Upon such dissolution or winding up of the affairs of the FMP, the Board shall, after paying or making provision for the payment of all of the liabilities of the FMP, either dispose of all the assets of the FMP exclusively for one or more exempt purposes, within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"), or distribute the assets to one or more organizations that shall then qualify as exempt organizations under section 501 (c) (3) of the Code. Any such assets not so disposed of or distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the FMP is then located, exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c) (3) of the Code or to such organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE XII - EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the FMP shall take any action or carry on any activity by or on behalf of the FMP not permitted to be taken or carried on by an organization described in section 501 (c) (3) of the Code or use the organization's contributions which are deductible under section 170(c) (2) of the Code. In no event shall the FMP, as any substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except as is otherwise provided in section 501 (h) of the Code. Nor shall the FMP participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII - CONFLICTS OF INTEREST

SECTION 1. Conflict-of-Interest Transactions. No contract or other transactions between the FMP and its directors or officers or between the FMP and any other corporation, firm, association, or entity in which its directors or officers are members, directors, or officers or are financially interested shall be either void or voidable because of the relationship or interest or because the director or officer is present at the meeting of the Board or of the committee of the Board that authorizes, approves, or ratifies such contract or transaction or because his/her or their votes are counted for such purpose, if either of the following apply:

- (a) The fact of such relationship or interest is disclosed or known to the Board or to the committee thereof which authorizes, approves, or ratifies the contract or transaction by a

vote or consent sufficient for the purpose without counting the votes or consents of the interested directors.

- (b) The contract or transaction is fair and reasonable to the FMP at the time the contract or transaction is authorized, approved, or ratified in the light of circumstances known to those entitled to vote on the matter at the time.

SECTION 2. Quorum. Common or interested directors or officers may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes, approves, or ratifies the contract or transaction.

ARTICLE XIV - INDEMNIFICATION

SECTION 1. Indemnification. The FMP may indemnify its directors, officers, employees, and agents against expenses incurred in actions by third parties or by or in right of the FMP to the full extent permitted by and as provided in section 10-005 (C) of the Arizona Revised statutes.

SECTION 2. Insurance. The FMP may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the FMP or is or was serving at the request of the FMP as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her, in any such capacity or arising out of his/her, status as such, whether or not the FMP would have the power to indemnify him/her against such liability under this Article of these Bylaws.

ARTICLE XV - REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered or amended at any general membership meeting of the FMP by two-thirds vote of the duly qualified members present. Written notice of the amendment shall have been given to each member at least thirty (30) days prior to the date of the meeting at which action is to be taken.

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