

**BYLAWS
OF
FRIENDS OF SAN RAFAEL VALLEY**

an Arizona Non-Profit Corporation

April 16, 2024

ARTICLE I - OFFICES

The principal office of the corporation in the State of Arizona shall be located at 1338B Duquesne Road, Patagonia, Arizona, USA 85624. The corporation may have other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II - PURPOSE

Section 1. General Purpose This corporation is a nonprofit corporation organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose The corporation's purpose is to:

- Provide support and assistance for the preservation, restoration and conservation of the San Rafael State Natural Area and the surrounding San Rafael Valley.
- Offering programs and activities related to the cultural and historic environment of the Valley, including its historic buildings and appurtenances, plant and animal life and overall ecosystem to members and the general public with emphasis on youth groups.
- To identify and pursue resources and materials to conduct scientific research/studies and educational programs and activities.
- Advocating for ecological conservation and preservation and addressing environmental issues.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility Application for voting membership shall be open to those who support the purpose statement in Article II, Section 2 of these Bylaws. Membership is granted after completion and receipt of a membership application and payment of annual dues. Renewal of membership shall be due annually on the month and day of the original membership approval.

Section 2. Classification of Membership and Annual Dues The Corporation shall initially have the following classification of members and corresponding annual dues:

Individual	\$25
Family	\$50
Org/Business	\$200

Membership dues are not transferable or refundable.

The Board of Directors may at any time by majority vote approve a resolution to revise the membership classifications and/or the corresponding annual dues.

Section 3. Rights of Members Each Class of Membership regardless of the number of individuals included in the membership, shall have one vote per paid membership. When voting for director's positions, the Member may cast one vote for each open director's position.

Section 4. Termination Failure to pay annual dues as required shall result in an automatic termination of membership.

Failure of a member to conduct themselves in a manner supportive of the objectives of Friends of San Rafael Valley may result in termination of the member's membership. Prior to termination a written notice will be sent to the member at the last address of the member shown on the corporation's records. The notice shall include:

- the reason(s) for the proposed suspension or termination, and
- a thirty (30) day period during which the member will have an opportunity to respond in writing or request a meeting with the Board of Directors.
- After the thirty-day period or the member's meeting with the Board of Directors, a final decision will be rendered.

Section 5. Non-voting Membership The Board of Directors shall have the authority to establish and define non-voting categories of membership.

Section 6. Annual Meeting The annual membership meeting of the Corporation shall be held in the month of January of each year; or at such time thereafter as the Board of Directors deems practical. At the annual meeting the members shall elect directors and hear reports on the activities of the corporation.

Section 7. Special Meetings Special membership meetings may be called by a simple majority of the Board of Directors or by petition of at least ten per cent of the voting members by signing, dating and delivering to any Officer one or more written demands for the meeting, describing the purpose or purposes for which it is to be held.

Section 8. Notice of Annual and Special Membership Meetings A notice stating the date, time and place of each annual or special membership meeting shall be delivered two weeks prior thereto. Delivery may be in person, by United State Postal Service (USPS) mail, facsimile, email, video meeting or telephone to each member based on contact information in the records of the corporation. If mailed, such notices shall be deemed to be delivered when deposited with the USPS in a sealed envelope so addressed, with postage thereon prepaid. Notice by any other means shall be deemed delivered when transmitted.

Notice of annual meeting will include instructions for nominating qualified members to serve as a director.

Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

Section 9. Voting All issues to be voted on by the membership shall be decided by a simple majority of those physically present at the meeting in which the vote takes place. Proxy Voting shall not be permitted at any membership meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers The daily control and management of the affairs of the corporation and the distribution of its funds shall be vested in a Board of Directors.

Section 2. Number, Tenure and Qualifications The Board shall be composed of no fewer than three (3) and no more than nine (9) directors. The number of directors may be changed from time to time by vote of the majority of the current Board, but no decrease in the number of directors shall have the effect of shortening the term of an incumbent director.

To qualify for a director's position, a candidate must be a member of the Corporation whose membership dues are paid in full prior to the annual membership meeting.

Each director will serve a three (3) year term. The terms of the directors of the corporation shall be staggered so at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. Each director shall hold office until his or her successor is elected.

The initial directors of the corporation shall be composed of three groups of two (2) directors each, with Group 1 serving for one (1) year, Group 2 serving for two (2) years

and Group 3 serving for three (3) years. Thereafter, each group of directors shall serve their respective three (3) year terms. To maintain the balance of staggered terms, any increase or decrease in the number of directors shall be so apportioned among the groups as to make all groups as nearly equal in number as possible.

Section 3. Vacancies A vacancy in the Board of Directors because of death, resignation, removal, disqualification, by reason of an increase in the number of directors or any other cause may be filled by the affirmative vote of a majority vote of the remaining directors for the unexpired portion of the term.

Section 4. Nominations The Board of Directors, a committee appointed by the Board of Directors or Members, may nominate candidate(s) to stand for election as director prior to the annual meeting. All nominees must meet the qualifications outlined in Section 2 of this Article and their nomination shall be submitted to the Secretary of the Board of Directors at least 7 days prior to the date of the annual membership meeting.

Section 5. Regular Meetings The Board by resolution may specify the date, time and place for holding regular Board meetings either within or without the State of Arizona without other notice.

Section 6. Special Meetings Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board may fix any date, time or place, either within or without the State of Arizona, as the place for holding any special meeting of the Board called by them.

Section 7. Notice of Special Meetings A notice stating the date, time and place of each special Board of Directors' meeting shall be delivered two days prior thereto by telephone or written notice delivered personally, facsimile, email, video, telephone or other electronic methods to each director at his/her physical address, mobile phone, or electronic address as shown in the records of the corporation. Notice shall be deemed effective when personally delivered or transmitted.

Section 8. Meeting by Video or Telephone Conference Members of the Board may participate in a meeting by means of a video or telephone conference or similar electronic communication equipment provided all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

Section 9. Quorum Each Director shall have one vote. A majority of the total number of directors shall constitute a quorum for the transaction of business at any Board meeting, but if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting without further notice. If a quorum is present when the meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors.

Section 10. Manner of Acting The act of a majority of the directors present at a meeting in which a quorum is present shall be the act of the Board of Directors, unless the act of a lesser or greater number is required by law or by these Bylaws. Proxy Voting shall not be permitted at any Board of Directors' meeting.

Section 11. Resignation Any director may resign at any time by delivering written notice to the President or the Secretary, or to the registered office of the corporation.

Section 12. Removal A member of the Board of Directors who fails to meet any minimum requirement for a Director's position as referenced in these bylaws, a Board of Directors' resolution or policy, shall be given thirty (30) days' notice to meet minimum requirements or automatically forfeit his/her position.

Any member of the Board of Directors may be removed from office with cause by vote of two thirds of the remaining directors, if in their judgment the best interest of the Corporation would be served thereby.

Prior to removal of a member of the Board of Directors, except those automatically removed for not meeting minimum requirements, a written notice shall be sent to the Director at the last address shown on the corporation's records. The notice shall include:

- the reason(s) for the proposed removal from office of Director,
- notice of a thirty (30) day period during which the Director will have an opportunity to respond in writing or request a meeting with the Board of Directors.

An Officer of the Board of Directors who has been removed as a director shall be simultaneously removed as an officer.

Section 13. Compensation Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, directors may receive reimbursement for expenses associated with attendance at each regular or special meeting of the Board or other Board related activities as defined by Board of Director's resolution or policy.

Section 14. Action by Directors Any action required by law to be taken at a meeting of Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the date and action so taken, is signed in person or via electronic signature, by all of the directors. Any such written consent shall be maintained as if it were minutes of a regular or special Board meeting. Such consent shall have the same force and effect as a vote of the Board of Directors assembled

Section 15. Loans No loans shall be made by the Corporation to any of its Board of Directors.

ARTICLE V - OFFICERS

Section 1. Officers The officers of the corporation shall be a President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. All officers must have the status of active members of the Board. The Board of Directors may elect or appoint such other officers, including Vice President, Assistant Secretary and Assistant Treasurer, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office The officers of the corporation shall be elected annually by the Board of Directors at the regular annual Board of Directors meeting. Each officer shall hold office until his or her successor shall have been duly elected.

Section 3. Resignation Any Officer may resign at any time by delivering written notice to the President or the Secretary, or to the registered office of the corporation.

Section 4. Removal Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 5. Vacancies A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President The President shall be the chief executive officer of the corporation and shall in general supervise and manage all of the business and affairs of the corporation. He or she shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice President If the Board of Directors elects a Vice President, in the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Treasurer In the absence of the President or Vice President or in the event of his or her inability or refusal to act, the Treasurer shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

The Board of Directors may request the Treasurer give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine by Board of Directors' resolution. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and other depositaries as shall be selected in accordance with the provisions of Article VIII of these Bylaws; prepare and deliver a Financial Report at the annual membership meetings, at regular Board of Directors' meetings and at any other time requested by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Secretary The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books or electronic folders available as required by law; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records: keep a register of the post office and electronic addresses of each director which shall be furnished to the Secretary by such director; membership files, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In concert with President arrange all meeting and issue all notices as required.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Number, Tenure and Qualifications The Board of Directors, by majority vote, may elect from its members an Executive Committee, which will assist in preparing and implementing corporation policies and programs. The number of members of the Executive Committee shall not be less than three (3). The members shall serve for one (1) year or until they are reselected or their successors are elected.

Section 2. Powers The Executive Committee shall have the authority to direct and oversee the implementation of policies, initiatives, and programs recommended by the Board. The Executive Committee shall also have the authority to monitor and oversee the budget and monitor contracts on behalf of the corporation.

Section 3. Chair of the Executive Committee The President shall serve as Chair of the Executive Committee.

Section 4. Meetings The Executive Committee shall meet, from time to time, when

any such meeting is called by the Chair, or by a majority of the members of the Executive Committee. Notice for such meeting shall be delivered orally or in writing twenty-four (24) hours in advance of the meeting.

Section 5. Quorum A majority of the total members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Section 6. Manner of Acting The act of a majority of the members present at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee.

Section 7. Action by the Executive Committee without Meeting Any action which would otherwise be taken at a meeting of the Executive Committee may be taken without a meeting if such action is approved, in writing or by electronic mail, by all of the members of the Executive Committee.

Section 8. Meeting by Video or Telephone Conference Members of the Executive Committee may participate in a meeting by means of video or telephone conference or similar electronic or communication equipment provided all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

ARTICLE VII - COMMITTEES

Section 1. Committees of Directors The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adoption of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the

directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof.

Section 4. Chair One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 5. Vacancy A vacancy in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 6. Quorum Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts The Board of Directors may authorize any officer or officers, 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 confined to specific instances.

Section 2. Loans No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Orders or Electronic Transactions All checks, drafts, orders or electronic transactions for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer, officers, 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 and countersigned by the President of the corporation.

Section 4. Deposits All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts and Contributions The Treasurer may accept on behalf of the corporation any contribution, gift, bequest or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state or federal law.

ARTICLE IX- BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and such other records as may be deemed necessary or advisable or required by law at its registered or principal office and other locations designated by Board of Directors resolution. All books and records of the corporation may be inspected by any director or member, or by his or her agent or attorney for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Corporation.

ARTICLE X - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI – CONFLICT OF INTEREST

The Board of Directors shall be responsible for developing a Conflict of Interest Policy to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the Corporation. The Conflict of Interest Policy will supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit organizations.

ARTICLE XII - INDEMNIFICATION

To the full extent permitted by Arizona Revised Statutes, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit or proceeding by reason of the fact that he/she is or was a director or officer of the corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve

indemnification for any other person the corporation has the power to indemnify under Arizona Revised Statutes. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence, misconduct or malfeasance in the performance of a duty. The corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE XII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona nonprofit corporations law or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

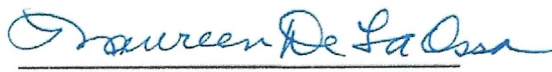
ARTICLE XIII - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting. Written notice setting forth the proposed amendment or summary of the changes shall be given to each director within the time and the manner provided in Article 4, Section 7 Notice of Special Meetings.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted without any such notice upon the affirmative vote of at least two-thirds of the members of the Board of Directors.

In WITNESS WHEREOF, the foregoing Bylaws are hereby executed on behalf of the corporation, by Carol Bonchalk, its President and by Maureen De La Ossa, its Secretary, effective as of April 16, 2024.


Carol Bonchalk, President


Maureen De La Ossa, Secretary