



BYLAWS

Adopted by: Board of Directors, White Mountain Lake Community Association, Inc.

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Official Copy

White Mountain Lake Community Association, Inc.
Navajo County, Arizona

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ARTICLE I – NAME AND PURPOSE

Part A – General

Section 1. Name

(a) The name of this corporation shall be White Mountain Lake Community Association, Inc.

Section 2. Purpose

(a) The Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Part B – Specific Purposes and Limitations

Section 3. Specific Purposes

(a) To promote the general welfare of the community of White Mountain Lake, Arizona.

(b) To organize and sponsor social, cultural, and fundraising activities.

(c) To support and provide services that are beneficial to the community of White Mountain Lake, Arizona.

(d) To acquire, own, hold, and manage property or assets to advance the Association's objectives.

Section 4. No Inurement

(a) The Association is organized and operated on a non-profit basis, and no earnings or assets shall be distributed to, or benefit, any Director, Officer, Member, or private individual.

(b) The Association may pay reasonable compensation for services actually rendered and may make expenditures to further its exempt purposes.

ARTICLE II – LOCATION

Part A – Principal Office and Address

Section 1. Principal Office

(a) The principal office of the Association shall be located in White Mountain Lake, Navajo County, Arizona.

(b) The specific address shall be established and may be changed by resolution of the Board of Directors.

Section 2. Current Address

(a) The Association presently maintains its office at 1785 Edmond Circle, Show Low, Arizona 85901 - (Box 90828, White Mountain Lake, AZ 85912 for mailing).

(b) This address shall serve as the official address of record until otherwise changed by Board resolution.

Part B – Meeting Locations

Section 3. Meeting Locations

(a) Meetings of the membership and of the Board of Directors shall be held at the official address of the Association.

(b) The Board may designate another suitable location within Navajo County, Arizona, or an approved electronic meeting platform, in the notice of meeting.

ARTICLE III – MEMBERSHIP

Part A – Eligibility and Terms

Section 1. Eligibility

(a) Membership is open to all principal renters, and residents above the age of 18 residing within the White Mountain Lake community.

(b) Eligible members must support the objectives of the Association and comply with these Bylaws and duly adopted Board rules.

Section 2. Terms

(a) Membership shall be annual, beginning January 1 and ending December 31.

(b) Renewal notices shall be issued during November, prior to December 1.

- (c) New members joining mid-year shall have dues prorated by full months remaining in the membership year.

Part B – Rights and Dues

Section 1. Rights

- (a) Each member has the right to one vote.
- (b) Members may attend all meetings except executive sessions.
- (c) Members may vote by absentee ballot or electronically when authorized by the Board.
- (d) A member may be removed from a meeting by a two-thirds (2/3) vote of the Board for disruptive conduct.

Section 2. Dues

- (a) The Board of Directors shall have the authority to set the annual dues for the Association.
- (b) Once approved, dues shall be assessed and collected per Section 2 of this Article.

Section 3. Quorum of Membership

- (a) A quorum of the membership for the Annual Meeting or any Special Membership Meeting shall consist of 10 percent (10%) of all Members in Good Standing, present in person or electronically.
- (b) Absentee ballots shall be counted in the vote totals on noticed items but shall not be counted toward quorum.
- (c) If a quorum of the membership is not met, the meeting may proceed for informational purposes only; however, no official business or binding votes may be conducted.

Part C – Non-Transferability

Section 1. Non-Transferability

- (a) Membership is non-transferable and non-assignable.
- (b) Membership rights terminate upon death, resignation, or removal and do not pass to heirs or successors, property owners, or renters.

ARTICLE IV – BOARD OF DIRECTORS

Part A – Composition and Authority

Section 1. Composition

- (a) The Board shall consist of five (5) or seven (7) individual persons, all of whom must be members in good standing.
- (b) Each person counts as one Director regardless of multiple officer roles.
- (c) Officers are elected from among the Directors.
- (d) In case of a vacancy, the Board may continue to operate with at least three Director.

Section 2. Powers

- (a) The affairs of the Association shall be managed by the Board of Directors, except for those decisions reserved to the membership pursuant to these Bylaws or applicable law.

Section 3. Quorum and Voting

- (a) A quorum for any meeting of the Board of Directors shall consist of 3-of the 5-member majority of the Directors, then serving.
- (b) Actions of the Board shall require a majority vote of the Directors present, unless otherwise required by these Bylaws or applicable law.
- (c) Directors may participate by electronic means, and such participation shall constitute presence in person.

Part B – Duties and Responsibilities

Section 1. Duties

- (a) To create and adopt an annual budget.
- (b) Oversee and approve programs, events, and activities.
- (c) Ensure proper accounting practices.
- (d) Reconcile all cash and bank accounts monthly.

- (e) Review financial reconciliations at each monthly Board meeting and present the yearly financial outcomes at the Annual Meeting.
- (f) Appoint and approve committees and committee members as needed.
- (g) Post the meeting schedule in two visible community locations and electronically on the WMLCA website and/or social media site.
- (h) Uphold the Association's mission, vision, and values.
- (i) Conduct an annual review of, and approve as necessary, the Association's Bylaws and Policies and Procedures.

Section 2. Terms and Elections

- (a) "If the Board consists of five (5) Directors, terms shall be staggered with two serving three (3) years, two serving two (2) years, and one serving one (1) year.
- (b) Elections occur at the Annual Meeting by written, absentee, or electronic ballot.
- (c) The Board may appoint a Nominating Committee but must accept any additional nominations from the floor after the call to order, when conducting an election.

Section 3. Vacancies

- (a) Vacancies are filled by Board appointment until the next election.

Section 4. Liability

- (a) No Director is personally liable for good-faith acts.

Part C – Removal and Oath

Section 1. Removal by Members

- (a) A Director may be removed, with or without cause, by majority vote of the members present at a duly noticed membership meeting.

Section 2. Removal by Board

- (a) A Director may be removed, with or without cause, by a two-thirds (2/3) vote of the remaining Directors, with at least five (5) days' notice of the proposed removal.

Section 3. Oath of Office

- (a) Each Director shall sign an Oath of Office pledging to uphold these Bylaws and serve faithfully.
- (b) The oath must be read aloud before the Board and is valid only when accompanied by a signed acknowledgment of receipt of the current Bylaws and Policies & Procedures.

ARTICLE V – OFFICERS

Part A – Establishment and Term

Section 1. Officers

- (a) President, Vice President, Secretary and Treasurer.
- (b) All Officers must be Directors.

Section 2. Election and Term

- (a) Officers are elected annually by the Board of Directors from among its members at the first Board meeting following the Annual Membership Meeting.
- (b) Each Officer serves a one-year officer term or until a successor is duly elected.
- (c) The officer term is distinct from the Director's elected term of service under Article IV, Section 2.

Part B – Duties and Responsibilities

Section 1. Duties

- (a) President: Presides at meetings, provides leadership, executes authorized documents, and performs duties assigned by the Board.
- (b) Vice President: Assists the President and acts in the President's absence.
- (c) Secretary: Keeps accurate minutes, maintains corporate records, provides required notices, and authenticates official documents, except where law requires the President's signature.
- (d) Treasurer: Has custody of funds, ensures deposits, maintains accurate accounts, performs monthly reconciliations, and presents financial reports at Board Monthly Meetings and Annual Meetings.

- (e) All Officers shall perform the duties customary to their respective offices and any additional duties as may be detailed in the Association's Policies and Procedures Manual or as assigned by the Board President.

Part C – Office Management

Section 1. Dual Offices

- (a) One individual may hold multiple offices, except President and Secretary.
- (b) Vacancies may be temporarily covered by a director holding another office.

Section 2. Removal and Vacancies

- (a) Any Officer may be removed, with or without cause, by a two-thirds (2/3) Board vote.
- (b) Removal affects the officer role only, not Board membership.
- (c) Officer vacancies are filled by the Board for the unexpired term.

ARTICLE VI – MEETINGS

Part A – Membership Meetings

Section 1. Annual Meeting

- (a) The Annual Meeting of the membership shall be held on the second Saturday in September, or on such other date as may be determined by the Board of Directors.
- (b) The purpose of the Annual Meeting is to receive reports of the Board and Officers, review the Association's finances and activities, elect Directors, and conduct any other business properly brought before the membership in accordance with these Bylaws.
- (c) Notice of the Annual Meeting shall be provided to all members at least twenty-one (21) days in advance.

Section 2. Special Meetings

- (a) Special meetings of the membership may be called by the Board of Directors or by petition of at least 5% of the members in good standing.
- (b) Notice and quorum requirements shall be the same as for the Annual Meeting, and meetings shall be held consistently with the location provisions of Article II.

Section 3. Voting

- (a) Absentee and secure electronic ballots are permitted.
- (b) Absentee ballots received before call to order are counted on noticed items, all meetings.
- (c) Remote participation counts toward quorum.

Part B – Board Meetings

Section 1. Board Meetings

- (a) Regular meetings of the Board shall be held monthly unless waived by the Board.
- (b) Special meetings of the Board may be called with 48 hours' notice.
- (c) A quorum is a majority of the Directors then in office.

Section 2. Open Meetings

- (a) Board meetings shall be open to the membership, with executive session permitted for legal, personnel, or confidential matters.

Part C – Meeting Procedures

Section 1. Rules of Order

- (a) The latest edition of Robert's Rules of Order 12th Edition, Newly Revised, shall govern the conduct of meetings of the Association and the Board, except where inconsistent with these Bylaws or applicable law.
- (b) For routine matters, the Board may use simplified parliamentary procedure guides for convenience, provided that in any case of dispute the official Robert's Rules of Order 12th Edition, Newly Revised, shall be utilized to preside over meetings.

ARTICLE VII – CONFLICT OF INTEREST

Part A – Disclosure and Conduct

Section 1. Disclosure Requirement

- (a) Directors and Officers are required by law and by these Bylaws to disclose any actual or potential conflict of interest to the Board.
- (b) Such disclosure shall be recorded in the minutes of the meeting.

Section 2. Abstention

- (a) A Director or Officer with a conflict of interest shall abstain from discussion and voting on any matter.

Part B – Consequences

Section 3. Failure to Disclose

- (a) Failure to disclose a conflict of interest may constitute a breach of fiduciary duty and shall be grounds for removal from the Board.

Section 4. Referral for Investigation

- (a) In cases where nondisclosure or misconduct involves potential financial impropriety, fraud, or other unlawful acts, the Board reserves the right to refer the matter to law enforcement or other appropriate authorities.

ARTICLE VIII – FINANCES AND RECORDS

Part A – Accounts and Oversight

Section 1. Accounts

- (a) Funds shall be maintained in Association Accounts.
- (b) Financial records shall be accessible to members as provided in the Policy and Procedure manual.
- (c) Authorized signers are the President, Treasurer, and one other Director.
- (d) Two signatures are required for any disbursements.

Part B – Books and Records

Section 1. Books and Records

- (a) The Association shall keep correct and complete books and records of account, minutes of all meetings of the Board and membership, and a record of members entitled to vote.
- (b) The Treasurer shall be responsible for maintaining accurate and complete financial books and records of account, in accordance with generally accepted nonprofit practices and applicable law.
- (c) The Secretary shall be responsible for maintaining accurate minutes of all meetings and the official membership records.
- (d) Books and records of the Association shall be available for inspection by any member in Good Standing, or their authorized agent, at a reasonable time and location designated by the Board, provided that at least five (5) business days' written notice is given.
- (e) Inspection rights shall not extend to records containing confidential or personal information, including but not limited to individual member voting records, personnel files, legal records, bank account numbers, social security numbers, phone numbers, email addresses, or other identifying information of members.
- (f) Records of votes shall be maintained to verify the accuracy of election results, but individual voting records of members, including absentee and electronic ballots, shall remain confidential and shall not be disclosed to any member, Director, or Officer, except as required by law or court order.
- (g) Only the names and mailing addresses of members, as required by Arizona law, shall be open for inspection.
- (h) Copies of records may be provided upon request, with the requesting party responsible for the reasonable subsequent cost of reproduction.

Part C – Audit and Review

Section 1. Audit

(a) An annual audit or review shall be performed by two members not related to any Director, or by an external auditor, in accordance with procedures and standards set forth in the Policy Manual.

(b) The Treasurer shall present any audit report at the Annual Meeting or within 30 days of the completion of the audit, whichever comes first.

ARTICLE IX – AMENDMENTS

Part A – Procedure

Section 1. Amendment Process

(a) Bylaws may be amended by majority vote of members at a duly noticed meeting with 31 days' notice.

ARTICLE X – DISSOLUTION

Part A – Distribution of Assets

Section 1. Dissolution Procedure

(a) Upon dissolution of the Association, and after paying or making provision for the payment of all liabilities, all remaining assets shall be distributed exclusively for charitable purposes.

(b) Distribution shall be made to one or more organizations that are organized and operated for the benefit of the White Mountain Lake community and that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

Section 2. Default Distribution

(a) If no such organization exists, assets shall be distributed to a unit of local government within Navajo County, Arizona, for public purposes benefiting the White Mountain Lake Community.

ARTICLE XI – INDEMNIFICATION

Part A – General Provisions

Section 1. Indemnity and Insurance

(a) Directors and Officers shall be indemnified to the fullest extent permitted under Arizona law.

(b) The Association may purchase and maintain insurance on behalf of any Director or Officer against any liability asserted against or incurred in such capacity, whether or not the Association would have the power to indemnify such person under Arizona law.

ARTICLE XII – POLITICAL AND LEGISLATIVE ACTIVITIES

Part A – Restrictions

Section 1. Limitations

(a) No substantial part of the Association's activities may consist of lobbying.

(b) The Association shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

(c) All activities of the Association shall be limited to those permitted under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII – NON-DISCRIMINATION

Part A – Policy

Section 1. Equal Opportunity

(a) The Association shall not discriminate on the basis of race, color, religion, sex, national origin, age, disability, or any other status protected by applicable law.

ARTICLE XIV – COMPENSATION AND REIMBURSEMENT

Part A – Compensation Policy

Section 1. Compensation

- (a) Directors and Officers of the Board shall serve without pay or compensation.
- (b) Other Association volunteers shall also serve without compensation unless an expense is pre-approved by a vote of the Board at a Regular WMLCA Meeting.
- (c) A reasonable and verifiable personal expense may be eligible for reimbursement if approved by a vote of the Board or as authorized in the Board's Policies and Procedures.

In addition, any allocable, allowable, and reasonable expense approved at a Regular WMLCA meeting will be considered for reimbursement. All expense receipts must be original documents and must be submitted to the WMLCA Board within 31 days of the expenditure.

ARTICLE XV – WHISTLEBLOWER AND DOCUMENT RETENTION POLICIES

Part A – Whistleblower Protection

Section 1. Non-Retaliation

- (a) The Association shall not retaliate against any Director, Officer, member, volunteer, or employee who, in good faith, reports suspected misconduct, violations of law, or breaches of fiduciary duty to the Board or to appropriate authorities.
- (b) Reports shall be investigated promptly and fairly, and confidentiality shall be preserved to the extent possible.

Part B – Document Retention

Section 1. Retention and Destruction

- (a) The Association shall maintain its books, records, and documents in accordance with applicable law and generally accepted nonprofit practices.
 - (b) Records shall not be destroyed if they are subject to pending or reasonably anticipated investigations, audits, or litigation.
 - (c) The Board may adopt specific retention schedules for categories of documents.
- Reference: *WMLCA Policies and Procedures Records Retention Policy*.

ARTICLE XVI – SEVERABILITY

Part A – Validity

Section 1. Effect of Invalid Provisions

- (a) If any provision of these Bylaws is found to be invalid, illegal, or unenforceable by a court of competent jurisdiction, the remainder of the Bylaws shall remain in full force and effect.

DEFINITIONS

1. **Association** – White Mountain Lake Community Association, Inc.
2. **Board** – The Board of Directors of the Association.
3. **Director** – A duly elected or appointed member of the Board of Directors.
4. **Officer** – A Director elected by the Board to serve as President, Vice President, Secretary, or Treasurer.
5. **Member in Good Standing** – A member current in dues and not suspended or removed under these Bylaws.
6. **Dues** – Money paid annually by members to cover the Association's operational expenses.
7. **Donation** – Any voluntary payment or contribution not classified as dues.
8. **Attend** – A member's appearance at a meeting, whether in person, by absentee ballot (for noticed votes), or by approved electronic means.
9. **Quorum** – The minimum number of members or Directors required to transact business as set forth in these Bylaws.
10. **Majority Vote** – More than half of the votes cast by those entitled to vote, unless otherwise specified.
11. **Two-Thirds Vote** – At least two-thirds of the votes cast by those entitled to vote, unless otherwise specified.
12. **Policies and Procedures** – The rules and guidelines adopted by the Board to govern Association operations consistent with these Bylaws.
13. **Fiscal Year** – The accounting year of the Association, beginning January 1 and ending December 31.
14. **Notice** – Written communication delivered personally, by mail, social media, electronic, or any other means approved by the Board. Notice is effective when provided in at least one form reasonably calculated to reach members.