

TUBAC COMMUNITY CENTER FOUNDATION, INC.

BY-LAWS

As approved by the Board of Directors on December 12, 2000

ARTICLE I - PURPOSE

The purpose of the Tubac Community Center Foundation, incorporated under Arizona statutes as a nonprofit organization, is to provide charitable, educational, recreational, social and any other civic purpose in the interest of residents of Santa Cruz County, Arizona, at the Santa Cruz County North Facility, 50 Bridge Road, Tubac, Arizona, in accordance with the Articles of Incorporation and obligations in Article VIII. These By-Laws govern the operation of the Foundation.

The Tubac Community Center will provide facilities for community services for Amado, Tubac, Carmen, Tumacacori and other Santa Cruz County residents.

This Santa Cruz County North Facility provides space for local government services including a branch of the county library, Sheriff's sub station, public works department, county services, and space for community activities.

ARTICLE II - ORGANIZATION

A Board of Directors, composed of five to seven members, shall govern the operation of the Foundation. Annually, in January, the incumbent Board elects the Board of Directors from candidates known to be dedicated to the purpose, goals and vision of the Foundation.

Each voting Director shall serve for a period up to three years. All Directors shall be limited to two (2) consecutive terms of service. After a year off the board, a former Director maybe reelected.

- A. Election of the Board Directors. The Board will appoint a Nomination Committee to select a slate of candidates for the annual election of board members. The Nomination Committee shall be composed of at least two persons. The Committee shall submit the candidate slate at least three weeks before the election. The Nomination Committee will verify that each candidate will accept a Director position.
- B. Elections to Fill Vacant Director Seats. After starting a new term, the Board of Directors may request the Nomination Committee to submit a new list of candidate(s) for any vacant board seats at least two weeks before an election to fill such seat(s). The Board of Directors may accept resignations of its members and replace Directors. If a board member has excessive absences, the Board may declare that position vacant. The election for vacant seats shall be conducted in the same manner as for the annual election. These elected Directors shall continue to serve until their term expires.
- C. Officers. The Board of Directors shall select the officers of the Foundation. All officers shall be elected Directors and perform duties specified in Article IV. The following officers positions shall be on the Board:
 - 1. President.
 - 2. First Vice-President
 - 3. Second-Vice President

4. Treasurer
5. Secretary

- D. Composition of the Board of Directors. The officer and non-officer Directors and Associated Board Members shall compose the Board of Directors. Each Director shall have one vote on the Board.
- E. Associate Board Members. The Board of Directors appoints Associate Board Members to serve at the will of the Directors. The Associate Board Members are full participants on the Board except votes for the election of officers. Up to ten Associate Board Members can serve on the Board at any one time. There are no term limits for Associate Board Members. Former Directors may serve as Associate Board Members.
- F. Committees. The Board shall establish Permanent Committees to operate the Tubac Community Center. The Chairs for these Permanent Committees shall be a Director, an Associated Board Member, or an independent Committee Chair, as discussed in Article IV. Committee Chairs, or a designated representative, shall attend board meetings and provide a status report to the Board.

ARTICLE III - MEETINGS

The Foundation shall conduct an Annual Meeting, Board Meetings, and Committee Meetings, as necessary.

- A. Annual Meeting. There shall be an annual meeting, in January. The annual election results for the Board of Directors will be announced and the new Directors installed on the Board. The Annual Report of Operations will be presented by the President.
- B. Board Meetings. Board meetings will be held, usually on a monthly basis, on the Third Friday, of each month. The President may change or call additional Board meetings, as necessary. A board meeting will be held at least every other month.
- C. Quorum. A majority of the Directors shall constitute a quorum. A quorum shall be required for any vote by the Board. The act of the majority of the Board present shall be the act of the Board.
- D. Summer Quorum. In the summer months, between May 15 and September 15, the quorum rules can be modified by the Board to allow Associate Board Members to temporarily serve in a Director's position. When and if invoked, the Board, with a quorum, shall designate a "summer" Director by a majority vote. Service as a "summer" Director does not affect other length of service provisions of these By-Laws; however, the duties and responsibilities of the Director's position are temporarily transferred to the "summer" director. The Director responsibilities and duties shall be automatically returned to the appropriate Director, whenever present, during this "summer" period. This "summer" quorum process may be used by the Board to fill temporary board vacancies, not to exceed four months.

ARTICLE IV - BOARD OF DIRECTORS – POWERS AND DUTIES

All powers and duties of the Foundation are derived from the Article of Incorporation and these By-Laws. These instruments shall govern all officers, Directors, the Board of Directors, Associate Board Members, Committee Chairs and members, agents, contractors, and any others employed by this Foundation.

There shall be no compensation provided to any Board member, other than for accountable expenses and services.

- A. Duties of the President. The duties and responsibilities of the President shall include:
1. Chair the Board of Directors.
 2. Preside at all Board Meetings and the Annual Meeting.
 3. Present the Foundation's Annual Report of Operations at the Annual Meeting.
 4. Before Board Meetings, provide an agenda to the Directors and Associate Board Members.
 5. Ensure all Committees have Chairs and monitor status between Board Meetings.
 6. Act as the official spokesperson for the Foundation.
 7. Sign applications for grants and official correspondence.
 8. Sign formal written legal documents or contracts, as approved by the Board of Directors. These may require prior legal review.
- B. Duties of the First Vice-President. The duties and responsibilities of the First Vice-President shall include:
1. Conduct Board meetings when the President is absent or not available.
 2. Perform all other duties of the President in his/her absence.
 3. Perform such other duties as assigned.
 4. Shall Chair the Maintenance of Facility Committee.
- C. Duties of the Second-Vice President. The duties and responsibilities of the Second Vice-President shall include:
1. Conduct Board meetings when the President and First Vice-President are absent or not available.
 2. Perform all other the duties of the President and First Vice-President in their absence.
 3. Perform such other duties as assigned.
 4. Shall Chair the Activities, Community Liaison, and Publicity Committee.
- D. Duties of the Treasurer. The duties and responsibilities of the Treasurer shall include:
1. Submit a Treasurer's Report, from the current financial records, at Board and Annual Meetings.
 2. Shall be the custodian of all funds of the Foundation.
 3. Shall be responsible for the deposit of all funds into the Foundation's bank accounts that are federally insured.
 4. May invest funds that are in excess of operating expenses in Treasury Bills, Certificates of Deposit, or money market funds.
 5. Shall disburse funds to cover accountable expenditures, submitted by Directors, Committee Chairs or others required to accomplish activities or services directed by the Board. The Board, in advance, shall approve disbursements when not directly related to the day-to-day expenses in managing the Tubac Community Center and its grounds. All Foundation expenses shall be accountable by written documentation, receipts and/or estimates before disbursement. All disbursed funds not expended shall be returned to the Treasurer.
 6. Shall provide funding for day-to-day operating expenses that have received prior Board approval, such as utility bills and similar routine operational and maintenance expenses.
 7. Shall keep and maintain a financial record of all disbursements, with approved written estimates for any future obligated expenses and not provide funds for any expense that exceeds an estimate by more than ten (10) percent without prior authorization by the Board.
 8. Shall not disburse funds for more than \$500.00 without the signatures of two authorized officers on the check.
 9. Shall submit financial records to an independent audit and review annually. The annual audit shall be completed not later than December 1. The audit results will be announced at the Annual Meeting.
 10. Perform such other duties as assigned.
 11. Shall be a member of the Grants and Financial Committee.
- E. Duties of the Secretary. The duties and responsibilities of the Secretary shall include:

1. Shall maintain minutes of Board and Annual Meetings.
2. Shall maintain the current copy of the Articles of Incorporation, these By-Laws and the Santa Cruz County Facility Use policies.
3. Shall provide updated copies of the Article of Incorporation and By-Laws as indicated in Article VII.
4. Assist the Directors in administrative matters including correspondence for the Foundation.
5. Perform such other duties as assigned.

F. Duties and Responsibilities of the Permanent Committees and their Chairs:

1. All Permanent committees should have at least three members. The Committee Chair or a designated representative should attend all Board Meetings.
2. Each Committee Chair or designated representative shall report the status of the Committee to the Board, including future Committee activities and issues that the Board needs to resolve in order to enhance the working of the Committee and the Foundation.
3. Annually, each Committee shall submit a summary report of its accomplishments and activities for incorporation into the Annual Report of Operations at the Annual Meeting.
4. The following are the Permanent Committees:
 - a. Recreation Committee. – Shall be responsible for outside athletic and recreational activities including coordination with organized and non-organized users of our recreation facilities. This Committee Chair shall be a Director or an Associate Board Member.
 - b. Maintenance and Facility Committee. – Shall be responsible for all inside and external building maintenance and housekeeping activities including coordination with tenant activities and shall liaison with the County Administration including requests for facility funding. This Committee Chair is the First Vice President.
 - c. Grants and Financial Committee. – Shall be Responsible to manage the administration and preparation of requests for grants from other organizations, awarding of grants by the Foundation, and fundraising activities, with the approval by the Board. This Committee Chair shall be a Director or an Associate Board Member.
 - d. Activities, Community Liaison, and Publicity Committee. – Shall be responsible to coordinate with various organizations, activities, and groups for use of the building and scheduling. This Committee is the Second Vice President.
 - e. Volunteer Coordination Committee. – Shall be responsible to locate, train, and schedule volunteers necessary to support various activities for the daily operation of the center and special activities. This Committee Chair shall be a Director or an Associate Board Member.
 - f. Nomination Committee. Shall be responsible for duties assigned in Article II.
5. Others and Ad Hoc Committees –To be determined.

ARTICLE V - FINANCIAL MANAGEMENT

The Board of Directors shall be responsible for the financial management of the Foundation. The Board shall delegate bookkeeping and cash management to the Treasurer.

The Foundation shall operate to prevent becoming a private foundation as described in the Articles of Incorporation. If the Foundation is dissolved, the remaining assets, after payment of any outstanding obligations, shall be distributed exclusively to charitable, vocational, or scientific organizations, which would then qualify under the provisions of Section 501(c)3 of the Internal Revenue Code.

ARTICLE VI -BUDGETING

The officers of the Foundation shall prepare a budget to assure financial solvency. The approved Budget and results of the annual audit shall be presented at the Annual Meeting.

ARTICLE VII - AMENDMENTS TO THE ARTICLES OF INCORPORATION AND THE BY-LAWS

The Board of Directors may amend the Articles of Incorporation by a three-fourths (3/4) vote of the Directors.

A majority vote of the Directors shall approve amendments to these By-Laws.

The Secretary shall incorporate an amendment to the Articles of Incorporation or to the By-Laws and provide a copy to all Directors and Associate Board Members.

In case of a conflict between these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall have precedence.

ARTICLE VIII - BOARDS OBLIGATIONS

The Board of Directors shall adhere to the Articles of Incorporation of the Tubac Community Center Foundation, Inc., the laws and statutes of the State of Arizona, and Resolutions by the Board of Supervisors of Santa Cruz County. The Board shall abide by the effective edition of the Santa Cruz County Board of Supervisor's "Interim Use Policy" attached to Resolution #1999-22 (approved August 24, 1999) or successor directive(s), which govern to the North County Facility. The County policies shall be attached and incorporated into these By-Laws.

- A. Nonprofit Obligation. The Board of Directors shall ensure the Foundation conforms to the federal Internal Revenue Code Section 501(c)3 and Arizona Department of Revenue requirements so as not to jeopardize its tax-exempt status as a nonprofit organization.
- B. Other Obligations. From time to time, the Foundation may receive a grant or funding from a private individual or organization, which imposes additional obligations on the use of these funds.
 - 1. The Board shall ensure these "other" obligations are in accordance with these By-Laws and this Article.
 - 2. Unless such an imposed obligation is modified to conform to these By-Laws, the Board shall direct the Treasurer to return such funds to the funding source.
 - 3. The Board shall ensure the other obligations associated with a funding source are faithfully executed by the Foundation.

Prohibited Activities. There are several prohibited activities by the Santa Cruz County's Use Policy (see attached copy). The Board will try to prevent these from occurring at the Tubac Community Center or on the Facility's grounds.