

Bylaws of Yavapai Men’s Forum, Inc.

Dated: 5/24/2023TBD

Article I

Name

The name of this Arizona nonprofit corporation shall be the Yavapai Men’s Forum, Inc. (herein referred to as the Yavapai Men’s Forum)

Article II

Location

SECTION 2.1. The principal office of the Yavapai Men's Forum for the transaction of its business is located at ~~1042 Willow Creek Rd. STE A101, #226~~PO Box 12313, Prescott, AZ 863041.

SECTION 2.2. The Yavapai Men’s Forum may also have offices at such other places, within the State of Arizona, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

Article III

Powers & Purposes

SECTION 3.1. PURPOSE. The purposes for which the Yavapai Men’s Forum is organized are to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code, including but not limited to: (1) Providing opportunities for our membership to hear from and speak with political, business, educational and social leaders in our community and state, to enable members to make informed choices during local, state and national elections (2) Advocating and promoting the understanding of the constitutional and conservative foundations of our country thereby making the citizenry better informed and educated when deciding issues that affect the social and economic wellbeing of our society.

SECTION 3.2. POWERS. The Yavapai Men's Forum shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporation organized under the Arizona nonprofit corporation act.

SECTION 3.3. LIMITATIONS.

The Yavapai Men's Forum is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer director of the Yavapai Men's Forum, or any other individual, partnership or Yavapai Men's Forum, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

Article IV

Members

The Yavapai Men's Forum shall have members. The Board of Directors shall have control of the Yavapai Men's Forum per Article V. All other general members, defined in Sections 4.1 – 4.3, have limited rights in accordance with these Bylaws.

SECTION 4.1. REGULAR MEMBERS. To be ~~qualified~~ considered for Regular Membership, the following requirements must be met:

1. Be a male registered Republican.
2. Be current on dues.

SECTION 4.2. ASSOCIATE MEMBERS. To be ~~qualified~~ considered for Associate Membership, the following requirements shall be met:

1. Be a female registered Republican; or a Green Card Holder (Permanent Resident) that is sponsored by a Regular or Associate Member in good standing.
2. Be current on dues.

SECTION 4.3. STUDENT MEMBERS. To be ~~qualified~~ considered for Student Membership, the following requirements shall be met:

1. Be a registered Republican, or a child of a registered Republican.
2. Be an enrolled student under the age of 22.
3. Student members are not required to pay dues.

SECTION 4.4. HONORARY MEMBERS. The Board of Directors may elect as Honorary Members such distinguished person(s) as they deem proper. Honorary Members may not hold office or vote at meetings or elections.

SECTION 4.6. APPLICATION FOR MEMBERSHIP. Prospective members must submit an application for membership. ~~All new applications for membership are subject to the approval of~~ Approval for membership is at the sole discretion of the Board of Directors. The application fee must be paid by the prospective member prior to admittance to the Yavapai Men's Forum.

SECTION 4.7. MEMBERS' BENEFITS. The Yavapai Men's Forum is formed for the benefit of its members. The programs and events organized by the Yavapai Men's Forum are for members only. Non-members may participate in programs and events of the Yavapai Men's Forum at the discretion of the Board of Directors.

SECTION 4.87. DUES. Annual membership dues shall be determined by a majority vote of the Board of Directors at a regularly scheduled Executive Board Meeting. If no vote takes place in any given year, the amount of the dues for the previous fiscal year shall be deemed the amount of dues for the upcoming fiscal year. Any change to the dues amount shall take effect at the start of the fiscal year. Members are required to pay their dues no later than 30 days after the start of the fiscal year. Members who do not pay their dues by this date are still considered members, but not in good standing. Members who have not paid dues by the end of the fiscal year, will be removed from membership in YMF and will be required to submit a membership application and pay the applicable new membership application fee.

SECTION 4.9. REMOVAL. Commensurate with Section 4.6, revocation of membership of any member is at the sole discretion of the Board of Directors (except as defined in Section 5.5 for members of the Board).

Article V

Board of Directors

SECTION 5.1. POWERS. The Board of Directors, herein referred to as “the Board”, shall supervise and control the business, property, and affairs of the Yavapai Men’s Forum, except as otherwise provided by law or these Bylaws.

SECTION 5.2. NUMBER. There shall be a Board of Directors of the Yavapai Men’s Forum of not less than four (4) persons and not more than twelve (12) persons. The Board of Directors shall consist of the elected Officers, the Directors and the Immediate Past President.

SECTION 5.3. ELECTION TERM. Directors of the Yavapai Men’s Forum shall serve until they resign, are removed from office by the Board of Directors, or are unable to perform their duties.

SECTION 5.4. VACANCIES. Any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office and during a regularly scheduled Board meeting. The Board of Directors shall appoint a regular member of the Yavapai Men’s Forum to fill any vacancy. A vacancy is not required to be filled as long as the minimum number of Board members is retained per Section 5.2.

SECTION 5.5. REMOVAL. Any member of the Board may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Board members then in office acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Directors, unless the President has excused the absences.

SECTION 5.6. COMPENSATION. Board members shall not receive salaries for their services. The Yavapai Men’s Forum shall not provide personal loans to any Board member.

Article VI

Meetings

SECTION 6.1. EXECUTIVE MEETING. Executive meetings of the Board of Directors shall be held once each month at a date and time to be determined by the Board, except a meeting of the Board of Directors is not required in the month of December, due to the Christmas season. Meetings may be cancelled or rescheduled by the President due to extenuating circumstances.

SECTION 6.2. REGULAR MEETINGS. Regular meetings of the general membership shall be held once each month at a date and time to be determined by the Board of Directors. At least 25% of the membership must be present at any regular or special meeting for the transaction of business. The transaction of business does not include presentations, speeches, or debates commonly set for regular meetings. Meetings may be cancelled or rescheduled by the President due to extenuating circumstances. If a regular meeting includes a meal, the price of the meal shall be determined by the Board of Directors at a regularly scheduled Executive Board meeting by a majority vote of those directors present. Standing Rules shall be used to govern the administrative details of Regular meetings and as such shall be determined by a majority vote of the Board of Directors.

SECTION 6.3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, or by any five (5) Board members, on five (5) days notice to be held at such time, day and place as shall be designated in the notice of the meeting.

SECTION 6.4. NOTICE OF MEETINGS. The time, day and place of any executive meeting of the Board of Directors shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting.

SECTION 6.5. TELEPHONE MEETINGS. Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

SECTION 6.6. RECORD OF MEETINGS. The Secretary or, in the absence of the Secretary, one of the Directors designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting.

SECTION 6.7. QUORUM: VOTE REQUIRED.

- a. A majority of Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board, the Board members present at the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.
- b. A minimum of 25% of the membership must be present at any regular meeting for the transaction of business. The transaction of business does not include presentations, speeches, or debates commonly set for regular meetings.

SECTION 6.8. ACTION BY UNANIMOUS CONSENT. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if:

- a. Consents in writing, setting forth the action so taken, shall be signed by all of the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.
- b. Consents by electronic mail, setting forth the action so taken, are submitted by all the Board members, received by the Yavapai Men's Forum, and filed by the Secretary with the minutes of the meetings of the Board of Directors.

Article VII

Officers & Agents

SECTION 7.1. OFFICERS. The officers of the Yavapai Men's Forum shall minimally consist of a President, a Vice-President, a Secretary, and a Treasurer. One person shall not hold two offices with the permissible exception of a Secretary-Treasurer.

SECTION 7.2. OTHER OFFICERS AND AGENTS. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 7.3. ELECTION: TERM OF OFFICERS; RESIGNATION; REMOVAL; VACANCIES.

- a. The officers of the Yavapai Men's Forum shall be elected by the membership. A nominating committee of not less than three (3) members shall be appointed by the Board of Directors. The committee shall make its report at the regular meeting in April, of the second year of the term of office (odd-numbered years), at which time additional nominations shall be called for from the floor.
- b. Elections for officers shall be held at the regular meeting in May in odd-numbered years.
- c. Elections shall be by voice vote unless more than one person is nominated for an office, in which case, votes shall be cast by secret ballot. A majority of the votes cast shall be required to be elected. If more than 2 candidates run for an office and no candidate gets a majority of the vote, a runoff election involving the two candidates with the most votes shall occur.
- d. The officers of the Yavapai Men's Forum shall hold office for terms of two (2) years or until their successors are elected and qualified. The President and Vice-President may serve no more than two (2) complete two (2) year terms unless deemed necessary by reason of emergency by the Board of directors for one additional term. Officers will take office at the June regular meeting.
- e. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

- f. Any officer may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board called expressly for that purpose. The Board shall fill any vacancy occurring in any office of the Yavapai Men's Forum for the unexpired term.

SECTION 7.4. PRESIDENT. The President of the Board shall preside at meetings of the Board of Directors and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. The President shall provide general direction and guidance for the Yavapai Men's Forum.

SECTION 7.5. THE VICE PRESIDENT. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

SECTION 7.6. SECRETARY. The Secretary shall keep the minutes of all meetings of the Board of Directors, perform all other duties usually incident to the office, and such other duties as may be assigned by the Board of Directors.

SECTION 7.7. TREASURER. The Treasurer shall cause regular books of account to be kept, and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Yavapai Men's Forum, shall deliver an annual report at the annual meeting, and shall perform all other duties properly required of the Treasurer by the Board of Directors.

SECTION 7.8. BONDING OF OFFICERS. The Board of Directors may require any officer, or other person entrusted with the handling of funds or valuable property of the Yavapai Men's Forum to give bond to the Yavapai Men's Forum, with sufficient surety or sureties, conditioned upon the faithful performance of such person's duties.

Article VIII

Committees

SECTION 8.1. EXECUTIVE COMMITTEE. The Board of Directors shall establish an Executive Committee, consisting of the President, Vice-President, Secretary, and Treasurer. Except as

provided in Section 8.1(A) below, the Executive Committee shall have the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such nature as to require action prior to the next regular meeting of the Board of Directors but do not require a calling of a special meeting of the Board of Directors. Any action taken by the Committee involving the exercise of the powers of the Board of Directors shall be reported promptly to the Board and ratified at the next meeting of the Board following such action. The Executive Committee shall be subject to the authority of the Board of Directors in all matters.

SECTION 8.1(A) LIMITATIONS. The Executive Committee shall not have the power to:

- a. Amend the Bylaws.
- b. Appoint or remove Directors.
- c. Approve a dissolution or merger or the sale of all the Yavapai Men's Forum's assets.
- d. Adopt the budget; or
- e. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Yavapai Men's Forum.

SECTION 8.2. OTHER COMMITTEES.

The Board of Directors shall be in charge of membership, programming, public relations, and finance of the Yavapai Men's Forum. Each of these duties, which are not already covered by an elected position, can be headed by a member of the Board of Directors at the request of the President, but every member of the Board of Directors shall participate in the execution of these duties.

The Board of Directors may also designate such other committees as they deem necessary for the efficient conduct of the business of the Yavapai Men's Forum, which committees may consist either of members of the Board of Directors or such other persons as are designated in the resolution authorizing the creation of that committee. Such committees may be discontinued when no longer necessary.

Article XIV

Contributions & Depositories

SECTION 9.1. VOLUNTARY CONTRIBUTIONS. The Yavapai Men's Forum may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

SECTION 9.2. DEPOSITORIES. The Board of Directors shall determine what depositories shall be used by the Yavapai Men's Forum as long as such depositories are located within the State of Arizona and are authorized to transact business by the State of Arizona and are federally insured. All checks and orders for the payment of money from said depository shall be signed such signatories as have been authorized and required in advance by the Board of Directors.

Article X

Dissolution

The Yavapai Men's Forum may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Yavapai Men's Forum then in office taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon. No Director, officer or employee or person connected with the Yavapai Men's Forum shall be entitled to share in the distribution of any of the Yavapai Men's Forum assets upon its dissolution.

On dissolution, after provision is made for payment of debts, all property of the Yavapai Men's Forum, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of Section 501(c) of the Internal Revenue Code of 1986, or any successor provision, and as the Board of Directors of the Yavapai Men's Forum shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

Article XI

General

SECTION 11.1. FISCAL YEAR. The Yavapai Men’s Forum shall operate on a fiscal year ending June 30. Alteration of the fiscal year by the Board of Directors shall not require amendments of these Bylaws.

SECTION 11.2. EXECUTION OF CONTRACTS AND DOCUMENTS. All contracts and evidence of debt may be executed only as directed by the Board of Directors.

Article XII

Indemnification

The Yavapai Men’s Forum may indemnify a person who is or was a director, officer, employee or agent of the Yavapai Men’s Forum or who is or was serving in another capacity at the request of the Yavapai Men’s Forum, to the extent authorized by law, and ~~will~~may purchase and maintain insurance to protect itself and such persons against liability.

Article XIII

Amendments

These Bylaws may be amended or repealed, or new Bylaws adopted by the affirmative vote of not less than two-thirds (2/3) vote of all members present at any regular meeting of the Yavapai Men’s Forum, provided notice of the proposed change is given not less than ten (10) days prior to such meeting.

Article XIV

Parliamentary Authority

The latest edition of Robert’s Rules of Order, Newly Revised, shall guide all proceedings unless inconsistent with any of the provision of these Bylaws.

ADOPTED: ~~May 24th, 2023~~ TBD