

# COLORADO RIVER WOMEN'S COUNCIL BYLAWS

## Article I (Mission Statement)

The mission of Colorado River Women's Council ("CRWC") shall be to provide a community leadership role through business, education, networking and service.

## Article II (Purposes and Objectives)

A. The purposes and objectives of CRWC include, but are not limited to, the following:

1. Promote and support the business community;
2. Develop participation and opportunities in our community;
3. Promote civic and community projects;
4. Promote youth involvement and recognition;
5. Provide a forum for education, leadership, networking and communication in the community.

B. Non-Profit Status:

1. Tax Exempt Status. CRWC is organized exclusively for charitable, religious, 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 Service Code, or corresponding section of any future federal tax code. The Board of Directors shall conduct all corporate acts in accordance with the Arizona Nonprofit Corporation Act ("Act"), as amended, and with all state and federal laws and regulations which may be necessary to obtain tax-exempt status under applicable state and federal law. The Bylaws shall be maintained at the corporation's principle office in Arizona as required by the Act. Colorado River Women's Council Federal Tax ID number is 20-2191245.
2. Anti-Discrimination. CRWC shall fully comply with all applicable antidiscrimination laws, rules, and regulations. In particular, it shall not discriminate on the basis of race, color, sex, national or ethnic origin, or age.

CRWC will further not discriminate in its acceptance of members (or termination of membership), employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the basis of race, creed, color, national origin, or sex.

3. Dissolution. In the event of the dissolution of CRWC, distribution of assets shall be made in accordance with the provisions of the Articles or, if the Articles conflict with the Act, in accordance with the Act. In no event shall assets be directly or indirectly distributed to, or inure to the benefit of any member, former member, director, former director, officer, or former officer of the corporation. Specifically:
  - a. No part of the net earnings of CRWC shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except the Organization shall be authorized and empowered to pay reasonable compensation and/or reimbursement for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, CRWC shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or (b) by an organization, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.
  - b. Upon dissolution of CRWC, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by Superior Court of the county in which the principal office of CRWC is then located, exclusively for such purposes or to such organization or

organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

C. Offices:

1. The principle office of CRWC in the State of Arizona shall be located 6852 W. Chino Dr. Golden Valley, AZ 86413 or current President.
2. CRWC may have such other offices, either within or out of the State of Arizona, as the board of directors may designate or as the business of CRWC may require from time to time.
3. The registered office of CRWC, required by the Arizona Nonprofit Corporation Act to be maintained in the State of Arizona may be, but need not be, identical with the principle office in the State of Arizona, and the Board of Directors may change the address of the registered office from time to time.

**Article III (Membership)**

A. Membership: A person's eligibility and the process for becoming a member of CRWC is as follows:

A.

1. All persons residing or working within the Tri-State community and surrounding areas over the age of eighteen are eligible for membership within CRWC.
2. A person shall remain an active member of CRWC for so long as they attend a minimum of four meetings (luncheons, evening meeting and committee meetings) and are an active participant on a minimum of one committee within a 12-month period.
3. No membership fee is required. However, if you RSVP for lunch and do not attend you will be billed for the lunch. If you RSVP and do not pay for 3 lunches in a 12-month period membership may be revoked.

B. Meetings:

1. Regular monthly meetings open to all members shall be held each month on a regular recurring schedule. As meetings of the members are set on a regular and recurring schedule, members shall not be entitled to independent notice of meeting, except special meetings or other meetings which deviate from the regular recurring schedule. For said meetings, notice is sufficient if provided forty-eight hours in advance via email and/or posting on CRWC website and/or social media.
2. The purpose of regular monthly meetings is to communicate information and to vote on such issues as may be brought to members by the Board of Directors.
3. Members shall be allowed input on designated agenda items.
4. If an issue is presented to the members for vote, each active member is entitled to one vote. Absentee votes must be submitted in writing 24 hours prior to the meeting.
5. An annual meeting shall be held each year in May to vote for directors to take office effective July 1 of that same year and to conclude June 30 of the following year.
6. Special meetings may be called by the President or a majority of the Board of Directors

C. Dismissal of Member:

7. Members who do not follow the Code of Ethics established within these bylaws may be subject to dismissal by vote of the board of directors with the majority ruling.

## **Article IV (Board of Directors)**

- A. Policies & Procedures: The adoption and implementation of Policies and Procedures for CRWC shall be vested in the Board of Directors.
  
- B. Candidate Requirements: Only members of CRWC may stand as candidates for the Board of Directors.
  
- C. Number of Directors: The Board of Directors shall consist of no more than ten persons, including the Past President/Past Board Member position.
  
- D. Director Terms:
  - 1. A Past President or past Board Member shall serve on the Board of Directors, commencing at such time as her or his term of office expires and concluding at such time as there is another Past President or past Board Member.
  - 2. Other persons serving on the Board of Directors shall be elected at the annual meeting and shall serve a two-year term. With the Treasure and Vice President starting 2022 and Secretary and President
  
- E. Board Meetings: The Board of Directors shall hold board meetings on a monthly basis, on a date and time prior to the regular meeting as selected by the President.
  
- F. Notice and Voting:
  - 1. Each person serving on the Board of Directors shall be given at least two days' advance notice of the time and place of all board meetings and shall be given at least one-day notice in advance of the time and place of all special board meetings.
  - 2. The presiding officer shall prepare an agenda in advance of each board meeting which shall be provided to the Board of Directors at the time notice of the meeting is provided.
  - 3. The President or a majority of the members of the Board of Directors may call special board meetings.
  - 4. A majority of the Board of Directors present shall constitute a quorum at any regular monthly or special board meeting.

5. Each director shall be entitled to one vote, which must be exercised in person and not by proxy.
6. On all votes of the Board of Directors, a simple majority of the quorum then present is required to carry all motions unless otherwise specifically set forth herein.

G. Dismissal:

1. Any person serving on the Board of Directors may be dismissed from the Board of Directors for adequate cause by two-thirds vote of the whole Board of Directors, at any regular monthly board or special board meeting.
2. Cause adequate for dismissal from the Board of Directors shall include:
  - a) Permanently relocating outside the local Tri-State and surrounding areas, both as to employment and residence;
  - b) Any felony conviction, while serving on the board;
  - c) Any misdemeanor conviction involving an element of moral turpitude;
  - d) Any material violation of duties owed to CRWC under Arizona's laws of corporate governance; and,
  - e) Any non-trivial violation of CRWC's Policies and Procedures, including, but not necessarily limited to, CRWC's Code of Ethics.
3. Three consecutive absences shall be grounds for immediate dismissal from the Board of Directors, unless excused by the affirmative vote of the Board of Directors.
4. Any dismissed director shall forfeit all rights and privileges associated with serving on the Board of Directors. However, a dismissed director shall remain a CRWC member provided that he or she qualifies per III(A) above.

### **Article V (Election of Directors)**

1. The initial slate of candidates shall be prepared by a nominating committee.
2. The nominating committee shall consist of three members who shall be selected as follows:

- a) The Past President/Past Board Member shall chair the committee;
  - b) Before the annual meeting in April of each year, the President shall appoint two members at large as proposed members of the nominating committee. Members of the Board of Directors shall not be members of the nominating committee.
3. The nominating committee shall meet within seven days after appointment to prepare a slate of candidates to fill each position on the Board of Directors.
  4. Within fourteen days of the May meeting, the President shall mail and/or email the slate of candidates to all active members, and at such time shall further provide notice of each member's right that they, or other person nominated by them, be identified as a candidate for election.
  5. Any person nominated as a candidate must provide written or email notice to the President five or more days before the May meeting.
  6. Each candidate must be an active CRWC member.
  7. Each candidate must agree verbally and/or in writing to: 1) accept the responsibility of serving as director; and, 2) be bound by these Bylaws and any Policies and Procedures adopted by the Board of Directors.
  8. Candidates shall be listed on the ballot in alphabetical order, last name first, by position.
  9. The total list of candidates shall constitute the official ballot and shall be presented to, and voted upon by, the active members at the May regular meeting.
  10. Voting shall be by ballot or affirmation of majority of members present with each member being entitled to one vote. Absentee ballot may be submitted on, or prior to, day of voting.
  11. If there are multiple candidates for a given office, the President shall appoint a committee of three election judges from members who are not directors, candidates for election, or members of the nominating committee, to supervise the election and count the votes. If the slate of candidates is unopposed, the option of a voice vote may be used at the discretion of the President.

12. The committee of judges shall certify the election of the members of the Board of Directors. Should a tie occur, there will be a run-off election prior to the next regular meeting.
13. Installation of officers and directors shall be held at the June regular meeting.
14. Officers and directors shall be seated at the June regular meeting. It is the prerogative of the outgoing President as to whether to hold an installation ceremony.
15. Should a vacancy occur on the Board of Directors (other than at the expiration of a term) the President shall propose one or more candidate(s) to the Board of Directors, who will then vote to fill such vacancy by majority vote.

#### **Article VI (Officers of the Board)**

1. The Board of Directors shall consist of the Executive Board and Regular Board Members.
  - a) The Executive Board shall consist of:
    1. President: The President shall preside at all meetings of the membership and the Board of Directors and shall perform all duties related to the office.
      - a The President shall be an ex-officio member of all committees of CRWC.
      - b The incoming President must be a present or past member of the Board of Directors or be solicited for the position by the majority of the current board.
    2. Vice President: The Vice President shall serve as presiding officer in the absence of the President and shall perform such duties as requested by the President.



3. Secretary: The Secretary shall be responsible for keeping minutes of any board meeting and shall furnish these minutes to the Board of Directors for review and approval.
4. Treasurer: The Treasurer shall monitor all funds received by, and disbursed for, CRWC and shall report such receipts and disbursements to the Board of Directors at all meetings.
5. Past President/Past Board Member: The Past President/Past Board Member shall chair the nominating committee and serve on the Board of Directors. The Past President/Past Board Member may be any Past President/Past Board Member per Article IV, D 1 a.

b) Regular Board Positions

- Program Chairperson.
- Publicity Chairperson.
- Hospitality Chairperson.
- Membership Chairperson.

2. Other Duties: All duties assigned, other than as set forth above, are at the will of the Board of Directors.

### **Article VII (Financial Responsibilities)**

1. Fiscal Year: The fiscal year shall be from July 1st through June 30<sup>th</sup> of each year.
2. Financial Review: An annual financial review shall be conducted by one or more non-board members and shall be completed within 3 months of the fiscal year end. The persons conducting the review shall be appointed by the then serving President.

### **Article VIII (Amendment of Bylaws)**

These bylaws may be amended by vote of majority of the Board of Directors present provided the:

1. Proposed amendment has been considered at a previous Board Meeting; or,
2. Copies have been sent to members of the Board of Directors at least thirty days before the vote is taken.

### **Article IX (Ultimate Authority)**

The ultimate authority on any issues or questions arising and not covered by these Bylaws shall be the most recent edition of Robert's Rules of Order.

### **Article X (Conflict of Interest Policy)**

1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (CRWC's) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of CRWC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Definitions.
  - a) Interested Person: Any director, principal officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
  - b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - i. An ownership or investment interest in any entity with which CRWC has a transaction or arrangement;
    - ii. A compensation arrangement with CRWC or with any entity or individual with which CRWC has a transaction or arrangement; or,
    - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CRWC is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate

Board of Directors or committee decides that a conflict of interest exists, after notice, as set forth below.

3. Procedures.

- a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.
- b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors or committee members shall decide if a conflict of interest exists.
- c) Procedures for Addressing the Conflict of Interest.
  - i. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii. The presiding officer of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the Board of Directors or committee shall determine whether-CRWC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in CRWC's best interest, for its own benefit, and whether it is fair and

reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

- a) If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Records of Proceedings. The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. Compensation.

- a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from CRWC for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CRWC

for services is precluded from voting on matters pertaining to that member's compensation.

- c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CRWC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

7. Annual Statements. Each member Board of Directors shall annually sign a statement which affirms such person:

- a) Has received a copy of the By-laws,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands CRWC is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

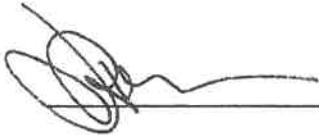
8. Periodic Reviews. To ensure CRWC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable based on competent survey information and the result of arm's length bargaining.
- b) Whether the partnerships, joint ventures, and arrangements with management organizations conform to CRWC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services. Further charitable purposes do not result in inurement, impermissible private benefit or in an excess benefit transaction.

9. Use of Outside Experts. When conducting the periodic reviews, CRWC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

We, the undersigned, hereby certify and affirm that these Bylaws were provided for review and approval at a regularly and appropriately noticed meeting conducted the 2<sup>nd</sup> day of October, 2019 and, after due deliberation were adopted by a majority of the Board of Directors then present and are fully binding on CRWC, superseding and amending all prior Bylaws.

**President:**

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Dated: 11/3/2021

**Vice- President:**

Barbara Zarycki

Dated: 11/2/2021

**Treasurer:**

Melinda Sobuske

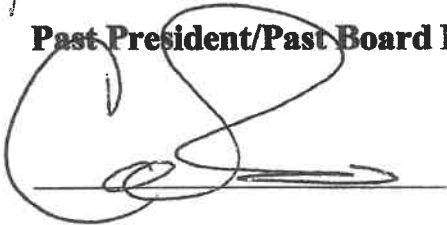
Dated: 11/1/2021

**Secretary:**

Barbara Weber

Dated: 11/1/2021

**Past President/Past Board Member:**

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Dated: 11-5-2021