Amended and Restated Bylaws of the Phoenix Mountains Preservation Council, Inc.

~~**As amended and adopted February 1, 2016**~~

As amended and adopted October 5, 2026

PURPOSE ~~AND MISSION~~: Phoenix Mountains Preservation Council, Inc. (PMPC) is a 501(c)(4) tax-exempt social welfare organization operating exclusively to promote the common good and general welfare of the people of the community through activities that enhance the protection, maintenance and continuing improvement of the City of Phoenix Mountain Preserves. ~~PMPC is dedicated to reducing the negative effects on these great natural assets, adding lands to the preserves, and keeping the Phoenix Mountain Preserves for public enjoyment of the open spaces, nature, places of respite, and outdoor recreational and educational activities.~~

MISSION STATEMENT: The Phoenix Mountains Preservation Council is the voice of the mountain preserves, advancing their protection, expansion, and celebration through policy advocacy, community partnerships, and public education.

For board review only, pending edit & approval

ARTICLE I – Membership

Section 1. Group Membership

Organizations which have expressed an interest in working together toward the common goal of the Council may become members of the Council. Each organization shall appoint or elect one of its members to represent its organization at meetings of the Council. Should the appointed or elected representative of a member organization be unable to attend a meeting of the Council that organization may be represented by a duly named proxy, provided the Council is notified of such proxy by the absent member in advance of the meeting. A majority of the Board of Directors of the Council may vote to approve or disapprove the acceptance of any organization seeking to become a member.

Section 2. Individual Membership

Individuals may become member of the Council upon payment of dues provided that a majority of the Board of Directors does not vote disapproval of such individual membership.

Section 3. Family Memberships

Families may become members of the Council upon payment of dues provided that a majority of the Board of Directors does not vote disapproval of such memberships. Each Family with a Family Membership shall appoint one representative to represent the Family Membership at meetings of the Council.

Section 4. Other Memberships

Other membership classifications may be established as approved by a majority of votes of the Board of Directors of the Council.

ARTICLE II – Membership Dues
Membership shall be contingent upon payment of annual dues, which shall be determined by the Board of Directors of the Council. The dues shall be renewable on the calendar year basis.

ARTICLE III – Voting
Each member in good standing shall be entitled to one vote. Only one vote may be cast by an individual.

ARTICLE IV – Quorum
Five (5) members of the Board of Directors of the Council shall be present to constitute a quorum.

ARTICLE V – Order of Business
Unless otherwise provided in the Bylaws all meetings shall be governed by the rules contained in *Robert's Rules of Order.*

ARTICLE VI – Board of Directors
The Board of Directors shall be composed of a minimum of ten (10) members.

ARTICLE VII – Officers
The Officers of the Council shall consist of:
President
Vice-President
Recording Secretary
Treasurer & Membership
Past President
Board Operations

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ARTICLE VIII – Term of Office
Section 1. Term of Office
The term of office for all elected Board of Directors shall be accordance with the Articles of Incorporation of the Phoenix Mountains Preservation Council, Inc.

Section 2. Term of Appointed Officers
The term of office for the appointed Officers shall be one year.

Section 3. Term of Office of Past President
The immediate Past President of the Incorporation shall continue to serve as an officer in good standing of the Corporation until such time as the President elected to succeed him/her is replaced by a vote of the Board of Directors.

Section 4. Removal from Office
The unexcused absence from three consecutive meetings of the Council of the Board of Directors may entitle the Board of Directors to declare the office vacant, whereupon, the Board of Directors may fill the vacancy by appointment.

ARTICLE IX – Committees

Section 1 Executive Committee

The Board of Directors may name such individual members as it may deem advisable from time to time to serve as members of an Executive Committee in an advisory capacity to the Council. Members of the Executive Committee shall serve at the discretion of the Board of Directors.

Section 2 Committees

Such other committees, standing or special, shall be appointed by the President or the Board of Directors from time to time as deemed necessary to carry on the work of the Council. The President shall be ex-officio a member of all committees except the Nomination Committee.

ARTICLE X – Duties of Officers

The Duties of the Officers shall be those as prescribed by *Robert's Rules of Order.*

ARTICLE XI – Election of Board of Directors

The Board of Directors of the Council shall be members of the Council in good standing and shall be elected by majority votes of the members present at the Council's Annual Membership Meeting to be held at First Monday of May each year. The Board of Directors shall determine the location and time of the Annual Meeting and shall notify the Council's membership of such time and location at least 20 days prior to the meeting.

ARTICLE XII – Meetings

Section 1 Annual Meeting of the Board of Directors

The Annual Meeting of the Board of Directors shall be held not later than twenty (20) days following the Annual Membership Meeting. Or as determined by the Board of Directors.

Section 2 Annual Membership Meeting

The Annual Membership Meeting of the Council shall be held on the first Monday of May each year for the purpose of electing board members and recommending to the Board of Directors those persons they desire to be officers of the Phoenix Mountains Preservation Council, Inc. The officers recommended shall be for the office of President; Vice-President; Secretary; Membership Correspondent; ~~and~~ Treasurer; and Board Operations. At the first Annual Membership Meeting the members shall elect to the Board of Directors - three members to serve for three years; three members to serve for two years; and four members to serve for one year. Additional Board Members may select their own term. Succeeding Annual Membership meetings shall elect four or five board members to serve as officers. For any reason should it become necessary to change the date of the Annual Meeting the Board of Directors shall notify the Council's membership of such time and location at least twenty (20) days prior to the meeting.

Section 3 Meetings

The Council shall meet a minimum of four times annually (calendar year) in the following months: February, May, September, and December, or at such times and

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places as the members shall determine. Additional meetings may be called by agreement of at least two members of the Board of Directors of the Council. A conference call may be used to hold a meeting and to include Board Members and others in meeting discussions. Board Members attending by conference call, shall be deemed to be in attendance for the purpose of establishing a quorum for voting. Meetings may be held by means of conference telephone or other similar communications equipment of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to such communication shall constitute presence in person at such meeting. Quorum by email vote: Council member voting approval/disapproval regarding the final draft of a pre-agreed draft of a document is permitted by email. The email quorum vote shall be printed and verified for the record.

ARTICLE XIII – Liability and Insurance

Section 1 No Personal Liability of Directors

No person who is now, or who later becomes, a member of this Council shall be personally liable to its creditors for an indebtedness or liability, and any and all creditors or other obligations of this Council shall look only to the assets of this Council for payment.

Section 2 Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such Bylaws of Phoenix Mountains Preservation Council Page 4capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

~~**ARTICLE XIIII – Miscellaneous**~~

ARTICLE XIV – Miscellaneous

Section 1 Negotiable Instruments

All checks, drafts or other orders for payments of money, notes or other evidence of a indebtedness issued in the name of the Council shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board of Directors of the Council.

Section 2 Deposits

All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Board of Directors of the Council may select or as may be selected by any officer or officer, agent or agents of the Council to whom such power may from time to time be delegated by the Board or Directors of the Council.

Section 3 Employees

The Council may employ such persons as they deem necessary for the development of

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the Council's objectives.

Section 4 Amendment of the Bylaws
The members of the Council by affirmation vote of two-thirds of the members present and entitled to vote, may make, alter or amend the Bylaws of the Phoenix Mountains Preservation Council, Inc., at any regular or specific meeting provided a copy of the amendment and the proposed changes be contained in the notice of such meeting which must be mailed to the Council's membership at least 20 days prior to said meeting.

BYLAWS ADOPTED & AMENDED:

- *Bylaws as adopted Monday, February 6, 1989*
- *Bylaws as amended at Annual Meeting May 6, 1991*
- *Bylaws as amended at Monthly Meeting November 5, 2001*
- *Bylaws as amended at Monthly Meeting February 1, 2016*
- *Bylaws as amended at Monthly Meeting October 5, 2026 (pending approval)*

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