

By Laws for

The Winkelman Resource Management Center

ARTICLE I. Name

The name of this organization shall be "The Winkelman Resource Management Center" hereinafter called the "CENTER".

ARTICLE II. Purpose

Winkelman Natural Resource Conservation District (WNRCD) Resource Management Center is a nonprofit organization whose mission is to teach conservation, to promote understanding and appreciation of the environment, and to encourage responsible stewardship of natural resources.

One of the primary goals of Winkelman Resource Management Center to offer conservation education programs that present a balanced, scientific approach to resource management which encourages critical thinking skills in making decisions.

The Center will also sponsor or conduct scientific research and publish scientific articles as allowed under enabling legislation.

ARTICLE III. Membership

Section 1. Membership

The membership of the CENTER shall be open to any Winkelman Natural Resource Conservation District Cooperator who desires to promote environmental education and wise stewardship of natural resources.

Section 2. Membership Categories

The membership of the CENTER shall consist of the following membership categories:

- a. Individual members: any Cooperator interested in or involved in resource management, research, environmental education, and so on is eligible to become a member. Individual members are allowed to vote.
- b. Institutional members: any accredited Institution of learning, including individual teachers actively teaching at a district school, botanical garden, research Institute, corporation, business, company, CENTER, organization, interest group, partnership, public agency, governmental body that desires to join the CENTER under its jurisdictional name.
- c. Honorary members: any individual or organization that has provided extraordinary support and assistance toward accomplishing the objectives of the CENTER and are designated by unanimous vote of the Advisory Board. Honorary members are not

allowed to vote and will not be assessed membership fees. ARTICLE IV. Advisory Board

Section 1. Powers

The business and affairs of the CENTER shall be under the direction of the Advisory Board, which may exercise all powers of the CENTER and do all such lawful actions as are not prohibited by statute or by the Articles of Incorporation or these Bylaws, including but not limited to the following:

- a. formulating the strategic direction and general operating policy of the CENTER;
- b. approving the annual budget of the CENTER;
- c. filling temporary vacancies in Advisory Board membership by appointment;
- d. approving the establishment of committees proposed by the President or as it deems necessary;
- e. amending the Bylaws as required and permitted under these Bylaws;
- f. determining, designing, and directing such other matters as are relevant to the CENTER's purposes and functions;
- g. defining membership categories and establishing membership category fee schedules if any.
- h. Hiring, overseeing and advising the Center's Director. The Director shall conduct the day to day business of the Center and any employees, volunteers.
- i. Setting employee policies.

Section 2. Number and Term

The Advisory Board shall consist of the four (4) officers and not less than one (1) voting member appointed by the Winkelman Natural Resource Conservation District (WNRCD) Board of Supervisors. Although the composition of the Advisory Board should reflect natural resource and educational interests of the State of Arizona and WNRCD, officers and members are primarily sought on the basis of their willingness to participate in the affairs of the CENTER and to provide leadership in accomplishing the mission of the CENTER. The Chairman of the WRMC shall be elected by the Advisory board and can be rotated amongst the other serving officers. . At least one member of the WNRCD Board of Supervisors shall serve on the Advisory Board. The term for each Advisory Board member shall be two (2) years. . The first three appointed members shall serve three (3) year terms.

Section 3. Quorum

A simple majority of the membership of the Advisory Board shall constitute a quorum and shall have the power to transact business.

Section 4. Appointments

Appointments to the Advisory Board shall be by the Board at the ED Center Spring meeting. Notice to the membership requesting nominations for the Advisory Board shall occur 30 days prior to the spring meeting.

Section 5. Resignation, Removal, and Temporary Replacement of Advisory Board Members

Any board member may resign at any time. Such resignation shall be made in writing, submitted to the Secretary (or to the President if the Secretary resigns) and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Secretary (President). The acceptance of a resignation shall not be necessary to make it effective.

Any board member may be removed with or without cause, by a vote of a majority of the remaining members of the Advisory Board at any meeting of the Advisory Board, provided that notice of the meeting indicates the matter shall be considered and the board member shall have the opportunity to be heard.

The Advisory Board may fill vacancies on the Advisory Board in accordance with Section 1 of this article.

Section 6. Compensation

Members of the Advisory board shall not receive compensation for their services, but shall receive reimbursement for expenses incurred if authorized by the Advisory Board.

Section 7. Regular Meetings

Regular meetings of the Advisory Board shall be held within the WNRCD no less than four (4) times per year at such place and on such date as the Advisory Board shall establish. Notice of any regular meeting shall be given at least fifteen (15) calendar days in advance to each Advisory Board member.

Section 8. Special Meetings

Special meetings of the Advisory Board may be called by the President of the CENTER or at the written request of three (3) board members. The President or board members calling the special meeting may fix the place for holding the special meeting. Notice of any special meeting shall be given at least fifteen (15) calendar days in advance to each Advisory Board member.

Section 9. Telephone Meetings

Members of the Advisory Board may participate in any regular, executive, or special meeting of the Advisory Board by telephone or any other means of communication by which all persons participating in the meeting can hear one another and be heard. Participation in the meeting pursuant to this section shall constitute presence in person at such meeting. Notice of any meeting to be held with one or more members participating by telephone must be given to each Advisory Board member not less than five (5) calendar days prior to the date of each meeting.

Section 10. Action Without a Meeting

Any action required, which may be taken at a meeting of the Advisory Board of the CENTER, may be taken without a meeting if the consent in writing, setting forth the action so taken, is signed by all Advisory Board members. This consent shall have the same force and effect as a unanimous vote of the Advisory Board.

ARTICLE V. Officers

Section 1. Positions and Advisory Board Authority

Officers of the CENTER shall consist of a President, Vice-President, Secretary, and Treasurer. The Advisory Board shall have the authority to remove, with or without cause, any officer of the CENTER in order to serve the best interests of the CENTER. The Secretary and Treasurer may be combined as necessary.

Section 2. Duties of the President

The President of the CENTER Advisory Board shall perform such duties as are authorized and assigned by the Advisory Board and these Bylaws. The President is specifically responsible for:

- a. conducting meetings of the CENTER when acting as Chairman
- b. securing and assigning the remaining positions (2) of the Appointments Committee (chaired by the Past-President);
- c. proposing, for approval by the Advisory Board, the establishment of new standing committees or special project working groups;
- d. establishing at his/her discretion temporary committees that are necessary to facilitate the efficient operation of the CENTER; and
- e. appointing the committee chairs for standing committees.

Section 3. Duties of the Vice-President

The Vice-President, in addition to such other duties as these Bylaws and the Advisory Board, from time to time, may assign, shall generally assist the President. The Vice-President is specially responsible for:

- a. serving in the President's absence or upon the President's resignation or disability and
- b. serving as representative to any education activities or programs.
- c. Conduct meetings of the CENTER when acting as Chairman

Section 4. Duties of the Secretary

The Secretary shall have such powers and shall perform such duties as the Advisory Board and these Bylaws may delegate to that office. Prior to relinquishing office or upon the appointment of a successor, the Secretary shall deliver to his or her successor, or the President or Vice-President, all book papers, records and other property belonging to the CENTER in his/her possession. The Secretary is specifically responsible for:

- a. keeping a record of and publishing minutes of meetings of the Advisory Board;

- b. maintaining files of and handling CENTER correspondence, in conjunction with the President, other than finance;
- c. submitting updated information for the CENTER web page;
- d. handling CENTER publications, except sales, and press releases;
- e. preparing and mailing out, with the assistance of the Treasurer, the CENTER newsletter;
- f. maintaining records of all changes to the Bylaws and Articles on Incorporation and current versions of both;
- g. in cooperation with the Treasurer, submit all monies, reports and forms to the State and Federal agencies.

Section 5. Duties of the Treasurer

The Treasurer shall have such powers and shall perform such duties as the Advisory Board and these Bylaws may delegate to that office. Prior to relinquishing office or upon the appointment of a successor, the Treasurer shall deliver to his/her successor, or the President or Vice-President, all book papers, records and other property belonging to the CENTER in his/her possession. The Treasurer shall be responsible for accomplishing directly or for the oversight, when applicable, of the employee/contractor charged with the day to day financial activities of the CENTER. The day to day financial activities of the CENTER include:

- a. collecting and safely keeping all funds paid to the CENTER;
- b. making payment on all debts and authorized expenses out of CENTER funds;
- c. opening such bank accounts as are required and obtaining Advisory Board approval for the accounts;
- d. keeping accurate financial records of CENTER expenses and revenues, including an adequate set of books, and issuing periodic financial statements and/or reports;
- e. coordinating with a tax advisor, when such an advisor is contracted;
- f. maintaining membership records/ mailing lists and assisting the Secretary with CENTER membership mailings; and
- g. serving as the CENTER contact for publication sales.
- h. in cooperation with the Secretary, submit all monies, reports and forms to the State and Federal agencies.
- i. Authorize periodic audits.

Oversight shall mean periodic review and analysis of the financial information, but shall not be interpreted to mean actual day to day supervision of these employees/contractors.

Section 6. Duties of the Past-President

The Past-President shall serve on the Advisory Board as a non-voting member to advise the President and Advisory Board. The Past-President also shall chair the Appointment Committee.

Section 7. Officer Appointments

The President, Vice President, Secretary and Treasurer shall be appointed at the Spring meeting of the Winkelman Natural Resource Conservation District.

Section 8. Advisory Board Members and Employees

The Advisory Board, from time to time, may designate one or more of its members to assist any one or more of the officers in the conduct of their duties. In addition, it may secure an Executive Director to be responsible for central office functions, day to day operation of the CENTER, supervision of all other staff, and such other activities as may be described in the Executive Directors' position description developed by the Advisory Board. The Executive Director and other staff may be hired on a full or part-time basis in accordance with terms and conditions, including salary or other compensation that is fair and reasonable to conduct the affairs of the CENTER consistent with Advisory Board direction. The Executive director may serve as a Member of the Advisory Board No other employee of the CENTER may serve, while employed by the CENTER, as a member of the Advisory Board of the CENTER.

Section 9. Bonding

The Treasurer, or any other person entrusted with the handling of funds or property of the CENTER, shall furnish at the discretion of the Advisory Board, but at the expense of the CENTER, a fidelity bond approved by the Advisory Board, in such sum as the Advisory Board shall prescribe.

ARTICLE VI. Committees

Section 1. Executive Committee

The Executive Committee shall consist of all officers. The Executive Committee may exercise the authority of the Advisory Board and may meet between Advisory Board meetings to conduct business for the CENTER. A majority of affirmative votes is required for action by this committee. The Advisory Board shall determine guidelines for Executive Committee actions. The President shall report such actions made by the Executive Committee to the full Advisory Board at its subsequent meeting for ratification.

Section 2. Standing Committees of the CENTER

The President may propose and the Advisory Board may approve or on its own establish new committees or special project work groups to carry out the work of the CENTER.

ARTICLE VII. Meeting of the CENTER

Section 1. Annual Membership Meeting

Each year an annual general membership meeting shall be held in the spring at a place with the WNRCD as established by the Advisory Board. Notice of this meeting may be placed on the CENTER web page and in its newsletter.

Section 2. Business Meeting

A portion of the annual general membership meeting shall be dedicated to a business meeting of the CENTER. Notice of the business meeting generally may be made, via web page and newsletter, in conjunction with the annual membership meeting announcement, 15 calendar days prior to the date; however, whenever a business meeting will include amendment, replacement, or alteration of the CENTER's Bylaws; then, 30 calendar days notice of the business meeting and proposed changes to the Bylaws should be provided to all voting members. A financial report shall be given to the membership at the business meeting.

ARTICLE VII. Parliamentary Authority

Meeting of the CENTER, its Advisory Board, and its Executive Committee and the conduct of all of their affairs shall be governed by the laws of Arizona and the United States of America, the Articles of Incorporation not inconsistent with the forgoing, these Bylaws, and the rules contained in "Robert's Rules of Order, Newly Revised" (as published by Scott, Foresman and Company) to the extent they are applicable and are not inconsistent with any of the foregoing authorities or any special rules of order adopted from time to time by the CENTER.

ARTICLE IX. Finances

Section 1. Fiscal Year

The fiscal year of the CENTER shall be July 1 thru June 30.

Section 2. Revenue

A portion of the revenue of the CENTER is received from the State of Arizona.

The Advisory Board may solicit contributions, grants, or donations to augment any membership fees, if applicable, to pay for the activities and functions of the CENTER.

ARTICLE X. Indemnification, Exceptions, and Insurance

Section 1. Indemnification

Each Advisory Board member now or hereafter serving the CENTER, each person who at the request of or on behalf of the CENTER is now serving or hereafter serves as an Advisory Board member or officer, when the latter are not members of the Advisory Board, of any other CENTER, and the respective heirs, executors, and administrators of each of them shall be indemnified by the CENTER to the fullest extent provided by law against all judgments, penalties, fines, settlements, and liabilities, including reasonable expenses actually incurred or imposed upon such person in connection with or resulting from any action, suit, or proceedings, civil or criminal, actual or threatened, in which they are or may be made a part by reason of being or having been such Advisory Board member or officer or by reason of

action alleged to have been taken or omitted by them as such Advisory Board member or officer, whether or not they are an Advisory Board member or officer at the time incurring such judgment, penalties, fines settlements, liabilities, and reasonable expenses actually incurred in connection with such proceedings, provided no indemnification shall be made by the CENTER unless authorized in the specific case after a determination that indemnification is permissible. Such determination shall be made in accordance with the statutory law of the State of Arizona applicable to such determinations.

Termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not of itself be determinative that the person did not meet the requisite standard of conduct set forth.

The foregoing right of indemnification shall not be exclusive of other rights to which such Advisory Board member or officer may be entitled as a matter of law.

Section 2. Exceptions

Not with standing Section 1 above, no Advisory Board member shall be indemnified from any acts or omissions of such Advisory Board member finally adjudged to be intentional misconduct, a knowing violation of law, or from or on account of any transaction with respect to which it was finally adjudged that such Advisory Board member personally received a benefit in money, property, or services to which the Advisory Board member was not legally entitled.

Section 3. Insurance

The CENTER may purchase and maintain insurance in such amounts as the Advisory Board determines to be appropriate on behalf of any Advisory Board member, employee, or agent to insure against any liability asserted against such person by reason of the fact that such person is or was an Advisory Board member, employee, or agent of the CENTER or serves or served any other enterprise at the request of the CENTER. The CENTER also is authorized to purchase and maintain insurance on its own behalf against any liability it may have.

ARTICLE XI. Amendments

Section 1. Articles of Incorporation

The Article of Incorporation of the CENTER may be amended or restated in whole or in part by vote of a majority of the Advisory Board members in office at any meeting of the Advisory Board duly called. Any proposed change to the Articles of Incorporation must be sent to each member of the Advisory Board with notice of the meeting of the Advisory Board at which the change would be considered.

Section 2. Bylaws

These Bylaws may be amended, replaced, or altered, in whole or in part, by the Advisory Board or by a Bylaw Committee established by the Advisory Board and new Bylaws shall be adopted by a majority of the voting members at the annual meeting. Any changes to these Bylaws will be presented by a representative of the Advisory Board or Bylaw Committee, as appropriate, during the business meeting portion of the annual meeting for ratification by the voting membership. A copy of all proposed changes shall be mailed to all voting members at least thirty (30) calendar days prior to the meeting when final action will be taken on the proposed changes.

ARTICLE XXII. Dissolution

The CENTER shall use its funds only to accomplish the mission and objectives specified in these Bylaws, and no part of said funds shall be distributed to the members of the CENTER. On dissolution of the CENTER, any funds remaining shall be distributed to one or more organizations to be selected by the Advisory Board.

These By Laws were adopted by the Board of Supervisors of the Winkelman Natural Resource Conservation District at the District Meeting on August 15, 2018.