

BYLAWS OF NORTH GILA COUNTY CERT (NGCC)

ARTICLE I Name of Corporation and Location

The name of the corporation is NORTH GILA COUNTY CERT. The words "NGCC" and "Corporation" are used interchangeably herein. Either shall apply according to the Corporation's (legal status at any time), whose address is 828 W. Longhorn Road, Payson, AZ 85541

ARTICLE II Purpose of the Corporation, Nonprofit Status, Mission and Goals

Section 1. Purpose.

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Sections 170(c)(2) and 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law ("the Code"). Specifically, the Corporation is organized to assist that the Northern Gila County Arizona region is prepared for emergencies, disasters and hazards (including terrorism) that broadly affect our community, by engaging citizens in mitigation and response, working in partnerships with agencies and volunteer groups.

Section 2. Nonprofit Status.

The Corporation shall not operate for pecuniary gain or profit, and shall not pay any dividends. The Corporation may maintain one or more reserve and contingent funds as may be deemed advisable for the purposes of the Corporation.

Section 3. Mission.

The mission of the Northern Gila County CERT is to make our communities safer, stronger and better prepared to respond to threats of domestic terrorism, crime, fire, public health impacts, and hazards and disasters of all kinds by engaging citizens in civic service, crime prevention, and emergency preparedness through awareness, training and volunteer service.

Section 4. Goals.

- 1) Promote and strengthen the CERT(Community Emergency Response Team) programs at the community level and similar groups.
- 2) Provide opportunities for special skills and interests.
- 3) Develop targeted outreach for the community, including special needs groups.
- 4) Provide opportunities of training in first aid, emergency preparedness, home safety and fire prevention, and other skills related to the mission of NGCC.
- 5) Organize special projects and community events to further the mission of the NGCC.
- 6) Encourage cooperation and collaboration among community leaders.
- 7) Capture smart practices and report accomplishments and create opportunities for all residents to participate.

ARTICLE III Offices and Resident Agent

Section 1. Offices.

The Corporation shall continuously maintain a residence and a Resident Agent in the State of Arizona. The principal office of the corporation and such other offices as it may establish shall be located at such place(s), either within or without the State of Arizona, as may be designated by the Executive Committee **and the Board of Directors.**

Section 2. Changes.

Any change in the Resident Agent of the Corporation shall be accomplished in compliance with the laws of the State of Arizona.

ARTICLE IV Members

The Corporation shall not have paying members. All rights, powers and responsibilities shall be vested in the Corporation.

ARTICLE V Elections/Appointments, Meetings, Attendance, Finance

Section 1. The NGCC.

The Corporation at Large, known as the "NGCC" shall consist of any number of interested citizens and elected officials who have been appointed to take on specific roles within the Corporation. Each member shall have one vote.

Section 1a. The Executive Committee.

The Executive Committee (~~Board of Directors~~) shall consist of NGCC Members including: the Chair, Immediate Past Chair, Vice Chair, Secretary, Treasurer, ~~plus two or more members to ensure continuity~~ elected by the NGCC at Large, and shall meet ~~as necessary to conduct the business of NGCC only for emergency purposes when the NGCC can not meet~~ or when given authority to act by the NGCC.

Section 1b. The Board of Directors.

~~The Board of Directors shall consist of the Executive Committee and two or more members elected by NGCC at large and have the authority to establish Policies and Procedures to ensure that the affairs of NGCC are in accordance with Laws of the State of Arizona and are within best business practices. No term limits are established by the Board members elected at large.~~

Section 2. Election/Appointment and Term of NGCC Executive Committee, and Nominating Committee

Section 1a. Executive Committee.

Executive Committee members shall be elected at the annual meeting of the Corporation for a term of one year. Each member's term continues for no more than two (2) successive terms. Each Executive Committee member shall hold office until the annual meeting in June, and until his or her successor is duly elected and has qualified, at which time the term expires. Executive Committee members, shall be elected by the vote of a majority of the NGCC at large at the time of the annual meeting. Any vacancies arising shall be filled for that term by the Nominating Committee. The Nominating Committee consists of 3 to 5 past or current NGCC Members and is chaired by the Immediate Past Chair NGCC.

Section 3. Removal or Resignation of NGCC or Executive Committee members.

Any one or more of the members may be removed with or without cause, at any time by the vote of a majority (75%) of the respective members at any regular or special meeting called for that purpose. A

replacement member shall be elected by a vote of a majority of the members at the time in office (excluding the member who was removed or has resigned). A replacement member shall complete the term of the member who was removed or has resigned, and shall then be subject to the election procedures set forth in this Article V. Any member may resign by tendering a resignation in writing to the Chair of the NGCC.

Section 4. Attendance.

If a NGCC Executive Committee Member does not attend three consecutive regular meetings, the body will consider that position subject to termination unless extenuating circumstances exist, as determined by the Chair, and the vacancy for the term will be filled by appointment of the Nominating Committee. If a NGCC member does not attend three consecutive regular meetings without written or electronic written notification to the Chair that member may be placed on inactive reserve status and will forfeit voting privileges until attending two consecutive regular meetings. The member will remain on the emergency call out list.

Section 5. Quorum.

A majority of the entire NGCC, Executive Committee **or Board of Directors** shall be necessary to constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws or at law, the vote of a majority of the members present at a meeting at which a quorum is present, shall be the actionable.

Section 6. Action by Consent.

Any action required or permitted to be taken by the NGCC ~~or~~ Executive Committee **or the Board of Directors** may be taken without meeting if all members of the respective body consent in writing (including fax or electronic transmission) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members shall be filed with the minutes of the proceedings of the respective body.

Section 7. Place and Time of Meeting of the NGCC ~~or~~ Executive Committee **or Board of Directors.**

Meetings of the NGCC ~~or~~ Executive Committee **or Board of Directors** may be held at any place within or without the State of Arizona. The time and place for holding regular meetings shall be fixed by the NGCC.

Section 7a. Annual General Meeting.

The NGCC shall hold an annual meeting of the members on the First week of June each year. At the annual meeting, the members shall elect the Executive Committee members, the new members at large will be presented by the nominating committee and members will transact any other business that may come before the meeting. If, in any year, the election of Executive Committee is not held on the week designated for the annual meeting, or at any adjournment of the annual meeting, the Executive Committee shall call a special meeting of the members as soon thereafter as possible to conduct the election of the Executive Committee and other business.

Section 7b. Special meetings.

Special meetings of the members may be called by the Chair, the Executive Committee, or not less than one-tenth of the voting (appointed and elected) NGCC members.

Section 7c. Procedures for Meetings.

Meetings will be governed by Robert's Rules of Order. (See Appendix A)

Section 8. Indemnification.

The Executive Committee may indemnify its members, officers, employees, volunteers or agents of the corporation against expenses incurred by them, including legal fees, judgments or penalties for acts of

omission committed within the scope of employment or activities on behalf of the corporation to the extent permitted by law so long as the Executive Committee has determined the person to be indemnified did not act willfully or with gross negligence or with fraudulent or criminal intent.

Section 9. Compensation.

No person shall receive compensation by virtue of such person's status as an Executive Committee member ~~or Board of Director~~ of this corporation.

Section 10. Notice of Corporation and Executive Committee Meetings.

Notice of all meetings shall be served personally upon by phone, email or mail to the usual address of each member not less than fourteen (14) days prior to the meeting, as is practicable and reasonable. Notice of a meeting need not be given to any member who submits a signed waiver of notice or who attends the meeting without protesting lack of notice to him or her whether the protest is prior to the meeting or at its commencement.

Section 11. Reliance Upon Financial Statements.

In discharging their duties, Executive Committee members, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the Chair or the office of the Corporation having charge of its books of account, or stated in a written report by an independent public or certified public accountant or firm of such accountants, to fairly reflect the financial condition of the Corporation.

Section 12. Disbursement of funds.

The disbursement of the Corporation fund must be authorized by two members of the Executive Committee and should have approval of the Executive Committee.

ARTICLE VI NGCC Committee Positions

Section 1. NGCC Members at Large.

The NGCC shall consist of the Chair, Past Chair, Vice Chair, Secretary, Treasurer, and others with voting privileges.

Section 2. Executive Committee ~~(Board of Directors).~~

Shall consist of the Chair, Immediate Past Chair, Vice Chair, Secretary, ~~and Treasurer, plus two or more members to bring continuity elected by the NGCC at large.~~

The Board of Directors shall:

- 1) Approve all Policies and Procedures of the Corporation.
- 2) Provide guidance and direction to the operation of NGCC.
- 3)

The Executive Committee shall:

- 1) Review Corporation policies and make recommendations to the NGCC.
- 2) Act ~~only~~ on ~~urgent~~ business that cannot wait for a formal NGCC meeting.
- 3) The Executive Committee cannot authorize expenditures not previously authorized by the NGCC.
- 4) Annually evaluate the NGCC goals and achievements and present recommendations to the NGCC.

Section 3. Budget/Finance Committee.

The Treasurer shall serve as the Chairperson of the committee.

The Budget/Finance Committee shall:

- 1) Review the short and long range financial position of the Corporation
- 2) Review the cost effectiveness of the Corporation's activities.
- 3) Review all matters related to the acquisition or divestiture of capital equipment.

- 4) Assist in finding the ways and means of achieving the budget.

Section 4. Nominating Committee.

The Immediate Past Chair of the NGCC serves as the Chair of the Nominating Committee, and shall appoint no less than three and no more than five current or past NGCC members to serve on the nominating committee for a one-year term. No member shall serve more than two consecutive years as a member of the committee. If the Immediate Past Chair of the NGCC is unable to serve as Chair, the NGCC shall nominate and elect a new Chair of the Nominating Committee.

The Nominating Committee shall:

- 1) Fill vacancies arising throughout the year to be confirmed by the NGCC.
- 2) Prepare and present to the NGCC by April of each year a slate of candidates for the election of officers to take place at the Annual General Meeting in June.

ARTICLE VII Description of Positions and Duties

Section 1. Chair.

- 1) Conduct NGCC, Executive Committee and Board of Director meetings
- 2) Oversee all NGCC activities
- 3) Act as spokesperson for NGCC – a Public Information Officer may be appointed, if necessary.
- 4) Provide vision, leadership and motivation
- 5) Organize committees as necessary
- 6) Communicate with State and County Emergency Management Officials.
- 7) Honor first responders and others with Citizen Corps NGCC plaques as appropriate
- 8) Liaison with officials in cities, counties and agencies
- 9) To ensure inclusiveness
- 10) To answer questions & concerns

Section 2. Past Chair.

Organize committee to:

- 1) Develop new and existing CERT'S
- 2) Advise and support Chair
- 3) Chair the nominating Committee

Section 3. Vice Chair.

- 1) Oversee Marketing
- 2) Recruitment/Sponsorship
- 3) Fundraising
- 4) Organize committees as needed
- 5) Prepare for Chair role through familiarization with issues and activities of the NGCC.

Section 4. Secretary.

- 1) Liaise with attorney regarding liability issues facing NGCC
- 2) Plan Board and executive committee meetings with Chair.
- 3) Arrange place for meeting
- 4) Oversee maintenance of website, update meeting dates on website
- 5) Produce agenda
- 6) Produce handouts
- 7) Take and publish Minutes of Meetings – Regular, Community, Executive Committee
- 8) Organize committee to create plaques and awards.
- 9) Keep database of names Officers, Board members, Corporation members, media contacts, meeting attendees.
- 10) Email membership to announce meetings or other notification as required.
- 11) Refer requests for information to the Chair or Public Information Officer.

12) General correspondence

Section 6. Treasurer.

- 1) Collect monies
- 2) Deposit all monies received
- 3) Pay all authorized bills
- 4) Create annual budget
- 5) Keep accounts and present to board
- 6) Present budget and annual accounts to Annual General Meeting
- 7) Recommend auditor and liaise with auditor
- 8) Comply with generally accepted accounting procedures
- 9) Organize committee to Oversee grant writing

ARTICLE VIII Miscellaneous Provisions

Section 1. Seal Checks.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the NGCC shall from time to time determine by resolution. Unless otherwise permitted by resolution of the NGCC with regard to recurring monthly operating expenses of the Corporation, all checks shall require the signatures of two members of the Executive Committee of the Corporation.

Section 2. Contracts.

The officers (or any one or more of them) of the Corporation may be authorized by the NGCC to enter into and execute on behalf of the Corporation contracts, leases, and all other forms of agreements or documents, whether under seal or otherwise, permitted by law, and the Article of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other officer or agent of the Corporation. No contracts or other financial obligations shall be contracted on behalf of the corporation unless authorized by a resolution of the NGCC.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall run from June 1 to May 31 of the following calendar year.

Section 4. Conflict of Interest

See Appendix B Conflict of interest Policy.

Section 5. Articles of Incorporation, conflict with By-Laws.

In the event of any conflict between the provisions of these By-Laws and the Articles of Incorporation as may be amended or restated, if and when created for the purposes of incorporation, the Articles of Incorporation shall prevail.

Section 6. Loans.

No loans or other financial obligations shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the NGCC. Such authority may be general or confined to specific instances.

ARTICLE IX Indemnification of Directors and Officers

Section 1. Indemnification.

Except as provided in these Bylaws, the Corporation shall hold harmless and indemnify each of its members, directors and officers against any and all liability and expenses incurred by indemnities in connection with any threatened or actual proceedings or legal action resulting from indemnity's service to the Corporation, or to another entity at the Corporation's request.

Section 2. Exclusions.

Except insofar as permitted by law, the Corporation shall not indemnify indemnities for acts listed in A.R.S S 10-2305.

**ARTICLE X
Amendments**

The Articles of Incorporation of the Corporation may be amended and the Bylaws of the Corporation may be amended or repealed at any regular meeting of the Corporation, or at any special meeting called for that purpose at which a quorum is present. Notice of any such proposed amendment or repeal must be given by mail or hand-delivery to each member of the NGCC at least ten (10) days prior to said meeting. Any proposed amendment or repeal must be adopted by the vote of two-thirds (2/3) of the members of the NGCC at that time in office.

Dated this 28th day of December 2011
Founding Chairman, 2011 -2012

Chair of Bylaws Committee, 2011-2012

Roger Kreimeyer

John A. Swenson

Attest:

Founding Chairman, Roger Kreimeyer, Founding Member, John Swenson- Founding Member, Grant Smith- Founding Member, Pat Iannone - Founding Member, Mac Feezor - Founding Member, Sine Scott - Founding Member, Darde de Roulhac – Founding Member

APPENDIX A

A short note concerning the use of ROBERT'S RULES

Robert's Rules of Order Revised is used as an accepted framework within which we can conduct our meetings in an orderly fashion, and with fair and consistent rules that apply to everyone. It covers the basic mechanics and procedures of running a meeting, e.g., how to make, second and amend a motion, and when & how to decide that enough discussion has taken place, leading to a vote on the motion. The following, taken from the book itself, may help to clear up some concerns regarding its use:

EXCERPTS FROM THE FOREWORD OF ROBERT'S RULES OF ORDER REVISED 1979 printing

"Parliamentary procedure, properly used, provides the means whereby the affairs of an organization or club can be controlled by the general will within the whole membership."

"Under conditions of harmony, particularly in smaller groups, only certain simple parliamentary rules need normally come directly into play.

There should always be flexibility as to the strictness of application of the rules--dependent on the particular situation and the members' knowledge of parliamentary procedure. *Under no circumstances* should concern for parliamentary correctness be permitted to impose undue artificiality in a business meeting." In this connection, the following words of the *original author*, Henry M. Robert, are relevant:

"While it is important to every person in a free country to know something of parliamentary law, this knowledge should be used only to help, not to hinder business. One who is constantly raising points of order and insisting upon a strict observance of every rule in a peaceable assembly in which most of the members are unfamiliar with these rules and customs, makes himself a nuisance, hinders business, and prejudices people against parliamentary law. Such a person either does not understand its real purpose or else willfully misuses his knowledge."

APPENDIX B

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect North Gila County CERT, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the North Gila County CERT, Inc. 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.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the North Gila County CERT, Inc. has a transaction or arrangement,
- b. A compensation arrangement with the North Gila County CERT, Inc. or with any entity or individual with which the North Gila County CERT, Inc. has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the North Gila County CERT, Inc. is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. 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 governing board delegated powers considering the proposed transaction or arrangement.

2. 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/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the North Gila County CERT, Inc. 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.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the North Gila County CERT, Inc.'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 governing board 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 governing board or committee determines the member has failed to disclose an actual or possible conflict of interest. it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board 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 governing board'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.

Article V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the North Gila County CERT, Inc. 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 the North Gila County CERT, Inc. for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the North Gila County CERT, Inc., either individually or collectively, is prohibited from providing information to any committee regarding compensation