



## **Yarnell Hill Recovery Group, Inc. BYLAWS**

### **ARTICLE I: NAME and PURPOSE**

#### **Section 1: Name of Organization**

The name of the organization shall be Yarnell Hill Recovery Group, Inc. an Arizona non-profit corporation.

#### **Section 2: Mission**

1. The purpose of the organization is to:
  - a. Identify the unmet needs of residents and business owners in the Yarnell Hill area and to identify ways to meet those needs
  - b. Provide creative, realistic and compassionate oversight for programs and organizations in the Yarnell Hill area, as a living, thriving memorial to the sacrifice of the Granite Mountain Interagency Hotshot Crew on June 30, 2013.
  - c. To develop, coordinate and expand educational and charitable activities, facilities and programs for the communities of Yarnell Hill area (defined as Yarnell, Glen Ilah, and Peoples Valley, Arizona).
  - d. To raise and distribute funds to improve the sustainability of the Yarnell Hill area.

The organization is organized exclusively for charitable and educational 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 Code, or corresponding section of any future federal tax code, or to such enterprises as are essential to the sustainability and well-being of the Yarnell Hill area.

The activities will include creating awareness and providing education and services to citizens, including but not limited to: fire protection and emergency medical services, disaster and environmental related issues, disaster preparedness, crime prevention, establish a recognized “Firewise Communities/USA® Recognition Area”, emergency evacuation, search and rescue, public health and recreation, and identifying resources available to help residents in the recovery of the Yarnell Hill Fire.

### **Section 3: Duration**

The YHRG, Inc. shall vote, no later than at its Annual Meeting of 2018, to determine if the corporation shall continue to exist. The members may vote to continue operations, to transform the nature of the organization, or to dissolve it altogether.

### **Section 4: Funds**

Funds raised will be the result of membership dues, voluntary donations, fund raising events, public/private grants.

## **ARTICLE II: MEMBERSHIP**

### **Section 1: Member Definitions**

Membership in the Yarnell Hill Recovery Group, Inc. as defined in Section 2, shall be open to anyone interested in the mission and objectives of this organization upon completion of an application for membership and upon payment of dues as may be required.

A member in good standing, for the purpose of these Bylaws, is defined as one whose annual dues are current and paid for the calendar year.

Yarnell Hill area is defined as follows: Yarnell Fire District Boundaries and Peoples Valley Fire District Boundaries.

### **Section 2: Member Classification**

A Member shall be defined as any person 18 years or older who owns property and/or resides in the Yarnell Hill Area as defined in Section 1. Members shall enjoy all privileges and voting rights of the organization.

### **Section 3: Voting Rights of Members**

Qualified members shall enjoy one vote per member as defined in Section 2. Proxy voting shall be permitted in accordance with Article VII, Section 3.

### **Section 4: Expulsion**

A member can be expelled from the organization for the willful misuse of organizational

resources, willful disregard for the safety of other members, or for other actions against the best interests of the organization.

A member subject to expulsion will be granted a hearing before the Board of Directors. A majority vote of the Board of Directors is required to propose that a member be expelled.

An expulsion vote will be taken at a duly called meeting of the membership and a two-thirds majority of votes of members in attendance is required for the member to be expelled.

### **Section 5: Dues**

The Board of Directors shall establish member dues as follows: the first year of membership is complimentary; subsequent dues structure shall be defined in this organization's "Standing Rules."

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section 1: Board of Directors**

The Board of Directors is comprised of the Executive Committee and Independent Directors. Board members shall serve without pay and must be residents of the Yarnell Hill area. All board members must sign and date the organization's "Conflict of Interest Policy."

In the year of formation, the Board of Directors shall consist of the five directors identified in the Articles of Incorporation, who shall appoint at least other two members to the Board.

### **Section 2: Officers**

The officers shall be: President, Vice-President, Secretary, and Treasurer. The office of Secretary and Treasurer may be combined under the title Secretary/Treasurer. The Officers shall be elected by the members of the Board of Directors at the organization's Annual Meeting. The Executive Committee consists of Board Officers and one member-at-large, elected by the Board from among the Independent Directors.

### **Section 3: Independent Directors**

Independent Directors consist of Board members who are not Officers. There shall be no less than two (2) and no more than four (4) Independent Directors.

### **Section 4: Terms**

Officers terms shall be two (2) years or until their successors are elected. Officers shall serve no more than two (2) consecutive two-year terms in the same position, and may not be re-elected before a one-year absence from the position being vacated on the Board.

Independent Director terms shall be two (2) years or until their successors are elected. At its first annual meeting in July 2015, three of the seven seats shall be open for election. Thereafter, all Independent Directors shall serve two (2) year terms or until their successors are elected.

Election of Board members shall occur at the annual meeting, as described in Article VI, Section 1 of these bylaws. Board members shall begin their terms immediately preceding adjournment and assume their duties at the close of the meeting.

### **Section 5: Vacancies**

The Board of Directors shall appoint residents from the Service area to fill the remaining terms of all vacancies.

### **Section 6: Directors Meetings**

All meetings of the organization shall be conducted according to “Roberts Rules of Order, Revised”, except when inconsistent with any provisions of these Bylaws.

The Board of Directors shall meet at the call of the President, or four (4) board members, but must meet at least quarterly. Board of Directors meetings may be held in person or electronically (i.e.: teleconference or videoconference), or a combination of both. Electronic voting shall be permitted. Proxy voting shall be permitted in accordance with Article VII, Section 3.

A majority of board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Members of the Board of Directors have one (1) vote each on business items brought before the Board. The President will not be entitled to a vote except to break a tie vote.

### **ARTICLE IV: OFFICER DUTIES:**

- a) **President:** Shall preside at all regular meetings of the organization and shall be chairperson of the Board of Directors. The President shall appoint chairpersons of all Standing and Special Committees. The President may be an ex-officio member of any committee. The President may serve as an ex-officio member of the Board of Directors following their term for a period of one year.
- b) **Vice-President:** shall assume the duties of the office of the President as necessary and shall perform other duties as requested by the President.
- c) **Secretary:** shall record and maintain minutes of all regular business meetings and Board of Directors meetings, and execute correspondence as directed. The Secretary shall maintain all business and legal records of the organization. The Secretary shall also distribute copies of minutes and the agenda to each board member, assure that

corporate records are maintained and post copies of regular monthly meeting minutes to the organization's website.

- d) **Treasurer:** shall be the custodian of all the organization's funds and financial records. The Treasurer shall be responsible for the collection and disbursement of funds as directed by the approved budget, or the Executive Committee and shall file all required government reports. The treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the membership. Following the Treasurer's term, the Treasurer shall serve as the chairperson of the Budget Committee for a period of one year. The spending limits for the Treasurer shall be defined in the organization's "Standing Rules".

## **ARTICLE V: COMMITTEES**

The President may appoint committees as needed, with approval by a simple majority of the Board members present. Wherever possible and appropriate, committee functions may be performed by such entities or organizations that already exist to fulfill committee purposes.

### **Section 1: Standing Committees**

Standing Committees shall consist of:

#### **DEVELOPMENT:**

Set fundraising goals and plan fundraising activities for the organization.

#### **FINANCE:**

Assist the Treasurer in overseeing financial reports and budgeting. Ensure that an outside review of the organization's financial records is performed regularly.

#### **PROGRAM / ACTIVITIES:**

Oversee the long and short-range programs applicable to the goals and mission statement of the organization.

#### **COMMUNITY OUTREACH:**

Oversee planning of activities and ongoing projects that directly impact the well-being and safety of the community.

#### **MEMORIAL COMMITTEE**

The Memorial Committee is responsible for the development of the Yarnell Hill Fire Memorial Park. This includes soliciting landscaping and memorial design

proposals, soliciting and using wherever appropriate, resident input and labor on the Memorial, fundraising (in coordination with the Development Committee), and coordination with the Yarnell Fire Department to provide insurance, maintenance, and policies for use of the park.

## **Section 2: Ad hoc Committees**

Ad hoc Committees shall consist of:

### **BYLAWS:**

Develop bylaws to guide the activities of the organization and the procedures of the Board of Directors.

### **NOMINATING:**

- a) Nominating Committee  
The President shall appoint a nominating Committee at least 60 days prior to the election of Officers and Independent Directors. The Nominating Committee shall consist of three (3) residents, at least one of whom lost a home in the Yarnell Fire and the President. This group shall submit at least one (1) candidate for each position to be filled.
- b) Nominations:  
The Nominating Committee shall present the slate of nominations for positions with the consent of the person/persons being nominated. Nominees of the Nominating Committee shall be announced at the meeting prior to the annual meeting and posted on the organization's website.

## **ARTICLE VI - MEMBERSHIP MEETINGS**

### **Section 1: Annual Meetings**

The Regular meeting in July, the anniversary month of the incorporation of the YHRG, Inc. shall be known as the Annual Meeting and shall be for the purpose of electing members to the Board of Directors, receiving reports of Officers and Committees and for any other business that may arise. Candidates will be elected by a majority vote of the members present at the meeting. One-tenth of the votes entitled to be cast based on voting membership present and voting, shall constitute a quorum. Proxy voting shall be permitted in accordance with Article VII, Section 3. Immediately following the Annual Meeting, the Board shall meet to elect officers and one member-at-large from amongst themselves.

### **Section 2: Special Meetings**

Special meetings of the YHRG, Inc. may be called at any time when called for by the President, or at least four (4) Board members or at the request of ten (10) Committee Chairs and Members by a notification issued to all Board members, Committee Chairs and Committee members electronically at least five (5) business days prior to the meeting. Special meeting calls shall be posted on the organization's website, and at other designated public places. At special meetings, no business except that stated in the call may be transacted. Proxy voting shall be permitted in accordance with Article VII, Section 3.

### **Section 3: Other Meetings**

The Board and the Committee Chairs shall have the right to call meetings for the purpose of hearing resident concerns, sharing updates and opportunities for services, strategic planning and other gatherings for the purpose of furthering the mission of the YHRG, Inc.

## **ARTICLE VII: VOTING**

### **Section 1: Requirements**

One vote per YHRG member in good standing as described in Article II: Membership. The method of the vote shall be defined by the Board of Directors.

### **Section 2: Annual Meeting**

Voting requirements of the annual meetings is covered in Article VI, Section 1 of these bylaws.

### **Section 3: Proxy Voting**

If a member cannot be present at a board meeting or a membership meeting, the member may cast his/her vote by a written statement presented to the board of directors prior to the vote.

### **Section 4: Voting by Mail**

Voting by mail, hand delivered at designated sites or email is permitted.

## **ARTICLE VIII: AMENDMENTS**

These bylaws may be amended at any membership meeting where the proposed changes have been presented in writing at the previously scheduled regular membership meeting, or have been mailed or emailed to the membership at least two weeks prior to the meeting. Proposed amendments shall be posted on the Organization's web site. The bylaws may be amended by the membership in person, by mail or email vote.

Amendments to these bylaws shall take effect at the close of the meeting at which they were adopted, unless otherwise specified in the revised bylaw.

## **ARTICLE IX: DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Approved: August 29, 2014