

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

Winkleman Natural Resource Conservation District Resource Management Center is a non-profit organization whose mission is to teach conservation, to promote understanding and appreciation of the environment, and to encourage responsible stewardship of natural resources.

It is the goal 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.

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 categories of members:

- 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, 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:

- 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; and
- g. defining membership categories and establishing membership category fee schedules if any.

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 Board of Supervisors. Although the composition of the Advisory Board should reflect natural resource and educational interests of the State of Arizona and Winkelman Natural Resource Conservation District, 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 Winkelman Natural Resource Conservation District shall by virtue of his/her office be President of the Advisory Board. One other member of the Board of Supervisors shall serve on the Advisory Board. The term for each Advisory Board member shall be two (2) years. The first terms for the Board of Supervisor members will be staggered to coordinate with District elections in May, 2008. The first three appointed members shall serve three 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

Appointment of the Advisory Board shall be by the Winkelman Natural Resource Conservation District Supervisors at their spring meeting. Notice to the membership requesting nominations for the Advisory Board shall occur on or before April 1 of the year prior to the term. The Nominating Committee shall formulate the the slate of recommendations. The appointments shall be made by June 30.

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. Tie votes are an insufficient basis to remove a board member.

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 Winkelman Natural Resource Conservation District 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 such 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.

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
- 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 specifically responsible for:

- a. serving in the President's absence or upon the President's resignation or disability and
- b. serving as representative to any educational activities or programs.

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 or 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 of 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 or her successor, or the President or Vice-President, all book papers, records and other property belonging to the CENTER in his or 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/mailling 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.

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 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. No 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. Meetings of the CENTER

Section 1. Annual Membership Meeting

Each year an annual general membership meeting shall be held in May at a place within Winkelman Natural Resource Conservation District 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 shall be provided to all voting members. A financial report shall be given to the membership at the business meeting.

ARTICLE VIII. Parliamentary Authority

Meetings 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 foregoing, 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, in order 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 by 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 of 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

Notwithstanding 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 Articles 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 XII. Dissolution

The CENTER shall use its funds only to accomplish the mission and objectives specified in these By laws, 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 regularly organized and qualified charitable, educational, scientific, or philanthropic 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 November 14, 2007.

**NONPROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. § 10-3202 (D)

Winkelman Resource Management
EXACT CORPORATE NAME Center

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
(b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
(c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information **MUST** be attached:

- | | |
|---|--|
| 1. Full name and prior name(s) used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|--|---|
| 1. Name and address of the corporation. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation:
(a) Was incorporated.
(b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is _____

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Michael J. [Signature] DATE 12-12-07 BY _____ DATE _____

TITLE Supervisor TITLE _____

BY _____ DATE _____ BY _____ DATE _____

TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

**NONPROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. § 10-3202 (D)

Winkelman Resource Management Center
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
(b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
(c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name and prior name(s) used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|--|---|
| 1. Name and address of the corporation. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation:
(a) Was incorporated.
(b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is June 30 Beverly M. Miller 12/15/07

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Mary A. Mercer DATE 12/15/07 BY _____ DATE _____
TITLE Chairman / Incorporator TITLE SUPERVISOR

X BY Pat Reel DATE 12-15-07 BY William A. Miller DATE 12/15/07
TITLE Supervisor TITLE Vice-Chairman

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.
FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

Attention Corporate Officers

If you have the responsibility of collecting, accounting for, and paying over payroll taxes withheld from the wages and salaries of corporate employees, read on.

A principal benefit of incorporation is limiting an owner's liability to the amount of his/her capital investment. This limited liability may not apply in all circumstances.

Section 6672 of the Internal Revenue Code states that the liability for taxes withheld from the wages and salaries of corporate employees may be assessed against the corporate officer(s) or employee(s) found to be responsible for their collection and payment. The personal liability of the responsible officer or employee is not limited to the amount of capital investment.

There are other civil and criminal penalties in the law regarding filing, paying, depositing of employment taxes.

If you would like more information regarding this or any other federal tax issue, contact your local Internal Revenue Service office or call toll-free,

1-800-829-1040.