

Vail Preservation Society

Bylaws

ARTICLE I

OFFICES

The principal office of the Corporation for the transaction of its business is located at 13105 -1 E. Colossal Cave Rd., Vail, AZ 85641 in Pima County or at such other place or places chosen from time to time by its Board of Directors.

ARTICLE II

OBJECTIVES AND PURPOSE

The purpose for which the corporation is initially organized is to develop plans and programs for the preservation of historical resources and properties within Eastern Pima County, Arizona and or any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Vail Preservation Society is organized exclusively for charitable, educational, preservation, and development 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 the corresponding section of any future federal tax code.

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

a. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation and expenses that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

b. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

c. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

d. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

e. The Corporation and all of its business activities are to be operated and conducted in the promotion of its charitable objectives and purposes as specified in its Articles of Incorporation or hereinabove. In

the conduct of its affairs, the management shall at all times be mindful of these charitable objectives and purposes.

ARTICLE III

MEMBERSHIP

This Corporation shall be governed by its Board of Directors. Notwithstanding the foregoing, provisions may be made for Associate Memberships which memberships shall have no voting rights.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. RESPONSIBILITY

A. Except as otherwise provided by the Articles of Incorporation or by the Bylaws, the powers of the Corporation shall be exercised, its property shall be controlled, by the Board of Directors [the “Directors”] who shall conduct its affairs. The Board of Directors shall select in their sole discretion an Executive Director who shall be responsible for carrying out the programs and policies of the Corporations board of directors. Without limiting the generality of the foregoing, the Directors shall have the power and authority to exercise this Corporation’s rights as member or shareholder of any other Corporation, venture or entity in which this Corporation has an interest as a member, shareholder or otherwise. In doing so, the Board may, by resolution, authorize one (1) or more of this Corporation’s officers or President & Chief Executive Officer to represent this Corporation with respect to any matter to be acted upon by the Corporation as member, shareholder, or otherwise.

The Directors shall consist of individuals interested in the objectives and purposes of the corporation and willing to uphold its policies. They will contribute advice, expertise and guidance.

SECTION 2. NUMBER OF BOARD DIRECTORS

There shall be a Board of Directors consisting of no less than five (5) and no more than eleven (11) Directors. The exact number of Directors shall be set by Directors within these limits, from time to time, by resolutions. The Directors shall elect an Executive Director to execute day to day business.

SECTION 3. TERMS OF OFFICE

Directors shall serve a two-year term. Directors may elect to serve consecutive terms. Within a month of the end of a Board Member’s term, the Chairman of the Board will meet with said Director whose term is ending to discuss whether they want to leave, or continue their service.

Should it be necessary, an Executive Board member may be removed by a majority vote of the then sitting directors.

SECTION 4. BOARD VACANCIES

Any vacancy on the Board of Directors, whether by reason of death, resignation, removal, change in the number of Directors or otherwise, shall be filled by the remaining members of the Directors through a process of application, interview and Board vote. New Board members will participate in a Board orientation after elected

to the Board. A current Director may be appointed to fill a Board Officer vacancy for the remaining duration of the vacating Director's term.

SECTION 5. VOTING RIGHTS

Each Director shall be entitled to (1) vote. Voting by proxy is allowed in written form that shall be given to the Chairman of the Board prior to the Board meeting that the Director will be absent from. The proxy document shall be signed and dated by both absentee Director and the proxy designate. This may be accomplished by email to the Chairman of the Board and/or President & Chief Executive Officer.

SECTION 6. ANNUAL MEETING

The Directors shall meet at least annually within ninety (90) days of the fiscal year end, at a time, date and place to be set by the Board.

SECTION 8. TIME AND PLACE OF MEETINGS

Meetings shall be held at such time and place within the State of Arizona as designated by the Executive Director. Telephone conference and online meetings are permitted. Regular meetings of the Board of Directors shall be held monthly with the exception that no Board meeting will be held in December.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any member of the Board. Such meetings shall be held at the place in the State of Arizona, designated the President & Chief Executive Officer or a majority of the Directors.

SECTION 10. NOTICE OF MEETINGS

Special meetings of the Board of Directors shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally, by telephone or by electronic mail. If sent by mail, the notice shall be deemed to be delivered on its deposit with the U.S. Postal Service. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation, and state the time and place of such meeting.

SECTION 11. QUORUM

A majority of the members of the Board of Directors present at a Board meeting shall constitute a quorum.

SECTION 12. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under provisions of the Arizona Corporations Code, the Articles of Incorporation, or the Bylaws may be taken without a meeting by the Executive Directors if Board Members individually or collectively consent in writing or electronically to such action. Such consents shall be filed with the proceedings of the Board. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Executive Directors without a meeting shall state that the action without a meeting and that the Bylaws of this Corporation authorize its President & Chief Executive Officer to so act.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be led by the Chairman of the Board or the President & Chief Executive Officer of the Corporation. Minutes shall be kept by the Secretary, President & Chief Executive Officer, or such other officer elected by the Directors and disseminated to Directors by the secretary of the Board. Meetings shall be governed by Robert's Rules of Order, and in accordance with these Bylaws and Articles of Incorporation.

SECTION 14. NON-LIABILITY OF DIRECTORS

The Board of Directors, shall not be personally liable for debts, liabilities, or other obligations of the Corporation.

SECTION 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the extent that a person who is, or was, a Director or officer of this Corporation incurs any reasonable expense in defense of any allegations, true or imagined, that may be brought against him or her as related to their position in the Corporation they shall be reimbursed for same by this Corporation, but only to the extent allowed by, and in accordance with the requirements of Arizona Nonprofit Public Benefit Corporation Law, and unless the Board member shall have been adjudicated in an action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence.

SECTION 16. INSURANCE FOR THE CORPORATE AGENTS

The Board of Directors or officers selected by the President & Chief Executive Officer shall adopt a resolution authorizing the purchase of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent against any liability asserted against such person and incurred by such person in any of the above stated capacities, whether or not the corporation would have the power to indemnify such person.

SECTION 17. CONFLICT OF INTEREST POLICY

The Directors owe a duty to the Corporation to take no advantage of their position for financial or personal gain in derogation of the Corporation.

SECTION 18. ANNUAL REPORT

The President & Chief Executive Officer shall cause an annual report to be furnished, not later than ninety (90) days after the close of the Corporation's fiscal year, to all Directors.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS

The officers of the Society shall consist of President & Chief Executive Officer, Chairman of the Board, Treasurer, and Secretary.

SECTION 2. OFFICER SERVICE

A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled for the unexpired term by a majority of the Board at any meeting properly noticed by the Board.

SECTION 3. PRESIDENT & CHIEF EXECUTIVE OFFICER

The President & Chief Executive Officer shall be elected as the Chief Operating Officer of the Corporation. When elected by the Board of Directors, shall carry out the policies and plans of the corporation. The President & Chief Executive Officer shall be the chief executive officer of the corporation and shall have the general management and superintendence of the affairs of the corporation. The President & Chief Executive Officer shall preside at all meetings of the Directors. And in all cases where, and to the extent that, the duties of the other officers of the Corporation are not specifically prescribed by the Bylaws, the President & Chief Executive Officer may prescribe such duties.

Subject to such limitations as the Board of Directors may from time to time prescribe, the President & Chief Executive Officer shall have the power to appoint and dismiss all such agents and employees of the Corporation as they may deem appropriate and to prescribe their duties, and subject to like limitation may from time to time delegate to other officers of the Corporation any of the powers and duties as may be prescribed from time to time by the Board of Directors.

The President & Chief Executive Officer shall be *ex officio* member of the Board of Directors with a vote. If removed from the office as President & Chief Executive Officer, the President & Chief Executive Officer so removed shall retain his or her seat on the Board of Directors unless also removed from said office by appropriate vote.

SECTION 4. BOARD SECRETARY

The Secretary shall keep, or cause to be kept, a book of minutes at such place as the Board may order, of all meetings of the Directors with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Directors meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board from time to time pertaining to the office of Secretary.

SECTION 5. BOARD TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

When requested by the President & Chief Executive Officer or Board, the Treasurer shall render an accounting of the financial condition of the Corporation and shall perform all other duties required of him/her pertaining to the office of Treasurer.

ARTICLE VI

COMMITTEES AND APPOINTMENTS

SECTION 1. COMMITTEES GENERALLY

Committees of the Board shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board from time to time. Except as otherwise provided by the President & Chief Executive or Board or these Bylaws, such committees shall be advisory only and subject to control of the President & Chief Executive Officer and Board of Directors.

SECTION 2. COMMITTEE MEMBER, APPOINTMENT

The Chairperson and members of each committee, except as otherwise provided by the President & Chief Executive Officer, Board or by these Bylaws, shall be appointed annually, subject to approval by the or Board of Directors. President & Chief Executive Officer

SECTION 3. QUORUM, MEETINGS

A majority of the members of a committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

SECTION 4. VACANCIES

Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

SECTION 5. EXPENDITURES

Except as may otherwise be provided for by the President & Chief Executive Officer, Board or by these Bylaws, any expenditure of corporate funds by a committee shall require prior approval of the or the Board. Petty cash in the President & Chief Executive Officer amount of \$150. may be provided to committee chairs when approved by the Board. The committee chair will administer the funds. He or she will provide receipts and documentation to the Treasurer and/or to the President & Chief Executive Officer within 30 days of an expenditure.

ARTICLE VII: FISCAL POLICIES

SECTION 1. FISCAL YEAR

The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

SECTION 2. SETTING OF DUES

The Board shall, at its sole discretion and by a majority vote of the Board, set the amount of annual dues for Directors and associate members.

SECTION 3. DISPERSMENTS

Disbursements shall be made only in accordance with a specific authorization by the President & Chief Executive Officer and/or Board of Directors or within a general budget approved by the Board, except that in the absence of an approved budget the Treasurer may pay bills for normal operating expenses. The Treasurer and/or President & Chief Executive Officer will pay all bills incurred by the Corporation. The Treasurer will file taxes as required by State and Federal statutes. Checks over \$1,500.00 shall require two signatures. The President & Chief Executive Officer, Treasurer, or other designated signatory, may sign checks on behalf of the Corporation.

SECTION 4. AUDIT

There shall be an annual review of accounts by an independent public accountant or financial consultant.

SECTION 5. ENDOWMENT FUNDS

An endowment fund or funds may be maintained and shall consist of all funds allocated to it by the Executive Director and/or Board of Directors. No part of an endowment may be expended in violation of stipulations by the donor accepted by the corporation at the time of gift.

SECTION 6. COMPENSATION

Expenses actually incurred by the President & Chief Executive Officer, or members of the Board may be allowed for attending any meeting of the Board or for expenses incurred for activities related to the management of the corporation. In addition, the President & Chief Executive Officer or Board of Directors may vote such reasonable compensation at its discretion for the services of any employee, consultant or agent of the corporation.

President & Chief Executive Officer shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of regular duties as approved by a majority of the Board of Directors. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director, unless such other compensation is reasonable.

ARTICLE VIII AMMENDMENT OF BYLAWS

Subject to any provisions of law applicable to the amendment of Bylaws within Arizona's Nonprofit Public Benefit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the Board of Directors and President & Chief Executive Officer.

ARTICLE VIII DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted March 28, 2019 by VPS Executive Board