

BY-LAWS OF THE SEDONA RED ROCK TRAIL FUND, INC. ---- Amended September
20, 2018

BY-LAWS

ARTICLE I - NAME, LOCATION & OBJECTIVES

Section 1. Name and location: The name of the organization is Sedona Red Rock Trail Fund, hereafter referred to as "SRRTF". SRRTF shall be a not-for-profit Arizona Corporation with federal 501(c) (3) Tax Exempt status. The principal office of SRRTF is Sedona, Arizona, but meetings of Directors may be held at such places within the State of Arizona, Yavapai and/or Coconino County as may be designated by the Board of Directors.

Section 2. Objectives: The objectives of this corporation shall be to;

- Seek funds from all available sources including but not limited to donations, bequests, and grants to be used for maintenance of official non-motorized trails and trail systems on National Forest land near Sedona and the Village of Oak Creek.
- Educate and inform the public regarding National Forest non-motorized trail use and management.

ARTICLE II - DEFINITIONS

Section 1. "SRRTF" shall mean the Corporation.

Section 2. "Officer" shall mean any person serving in the elected position of President, Vice-President, Secretary and Treasurer upon the Board of Directors of SRRTF.

Section 3. "Director" shall mean any person serving in the elected or appointed leadership position, including those positions provided in Article V, upon the Board of Directors of SRRTF.

Section 4. "Board" shall mean the persons serving in the capacities of officers and directors upon the Board of Directors in furtherance of SRRTF's objectives.

Section 5. "Committee" shall mean any group of persons appointed by the Board to work on a specific task or project in the interest of or on behalf of SRRTF.

Section 6. "Executive Committee" shall mean a perpetual Committee, comprised and empowered as set forth in Article VI, Section 1, to conduct the day to day business of SRRTF.

Section 7. Except in the case of the Executive Committee, "Chairperson" shall mean a person appointed from within a Committee to preside over said Committee.

Section 8. "Maintenance" as referenced in Article IV of SRRTF's Articles of Incorporation and herein shall mean to construct, reconstruct, maintain, enhance or improve official non-motorized trails and trail systems on National Forest land near Sedona and the Village of Oak Creek.

Section 9. "Annual Meeting" shall mean the annual meeting of all Directors as set forth in Article VII, Section 1 for the purpose of electing the Board and any other required business.

ARTICLE III - STATEMENT

Section 1. No substantial part of SRRTF's activities shall be used for the purposes of attempting to influence legislation.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by a Board of Directors.

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Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be not less than four (4) and no more than fifteen (15). Each director shall hold office for two (2) years beginning with the first annual meeting at which they are elected unless elected for a shorter term to ensure incumbent staggered term limits. Directors will include officers and directors at large.

Section 3. Resignations and Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. Any vacancy occurring on the Board of Directors, may be filled by the affirmative vote of a majority of the remaining directors, provided that a quorum of 2/3 of the remaining Directors are present or voting electronically.

Section 4. Regular Meetings. Regular scheduled meetings of the Board of Directors shall be held at dates, times and places to be determined by the Board of Directors and disseminated by email or telephone with a reasonable notice. The purpose of these meetings will be to conduct and transact any other business that may come before the Board.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the request of the President or any two directors. The time and place shall be communicated by the Secretary via email or telephone with a reasonable notice.

Section 6. Place of Meeting. The Board of Directors may designate any place, for any annual, regular, or special meeting of the Board of Directors.

Section 7. Notice. Notice of the annual meeting and any other regular or special meeting of the Board of Directors shall be given in a reasonable timeframe by email or telephone. Notice shall include to the full extent possible an agenda of items intended to be addressed although other items may be addressed as needed. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Section 8. Quorum of Directors. A minimum of 1/2 of the current Directors either in person or voting electronically shall constitute a quorum at an annual, regular or special meeting.

Section 9. Action by Directors Without a Meeting. The Board may also take any action which may have been taken at a regular or annual meeting by an electronic vote of 2/3 of the current number of Directors provided a reasonable notice is given before the vote is recorded and the item or items to be voted on are clearly stated in the notification.

Section 10. Compensation. Directors shall not receive compensation for their services.

Section 11. Removal of Director. A Director who is unable to attend three (3) consecutive meetings, may at the discretion of a majority of a quorum of Directors be removed from office.

Section 12. Financial management: The board may open and maintain bank accounts for the purposes of receiving funds and paying bills as necessary. Although permitted by Arizona law for performance of business of Not-for-Profit Corporations, it shall be the policy of this Corporation not to borrow money.

ARTICLE V - OFFICERS AND THEIR DUTIES

Section 1. General. The officers of the corporation shall consist of a president, one or more vice-presidents, a secretary, and a treasurer. Any two or more offices may be held by the same person, except the offices of president and secretary. The officers of the corporation shall be of the age of eighteen (18) years or older. In all cases where the duties of any officer or employee are not described by the By-Laws or by the Board of Directors, such officer or employee shall follow the orders of the president.

Section 2. Appointment and Term of Office. The officers of the corporation shall be appointed or elected by the Board of Directors as required at each annual meeting of the Board of Directors. Each officer shall hold office for up to two (2) years or until the first of the following to occur: until his or her successor shall have been duly appointed or elected; or until his or her death; or until he or she has resigned or until he or

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she has been removed in the manner hereinafter provided. The President shall, if at all possible, have served on the Board for a minimum of 1-year prior to being designated as President.

Section 3. Removal. Any officer may be removed by the Board of Directors when in their judgment the best interests of the corporation will be served thereby. Voting for this purpose may be at annual, regular, special meeting or via electronic voting; quorum rules shall apply.

Section 4. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president or designee may preside at all meetings of the Board of Directors, may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, all documents which the Board of Directors has authorized to be executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President. The vice-president shall assist the president and shall perform such duties as may be assigned by the president or by the Board of Directors. In the absence of the president or in the event of his or her death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the president.

Section 7. Secretary. The secretary or his or her designee shall: (a) keep minutes of the proceedings of the Board of Directors (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and (d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 8. Treasurer. The treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds and shall deposit the same in accordance with the instructions of the Board of Directors. The treasurer shall receive and give receipts for monies due and payable to the corporation from any source whatsoever, deposit all such monies in the name of the corporation in such depositories selected by the corporation, and shall payout of the funds on hand all bills, and other just debts of the corporation of whatever nature upon maturity. The treasurer shall perform all other duties incident to the office of Treasurer and, upon request of the Board of Directors, shall make such reports to it as may be required at any time. The treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors. The treasurer shall also be the principal accounting officer of the corporation, and shall prescribe and maintain the methods and systems of accounting to be followed, keep correct and complete books and records of account, and either prepare and file all local, state, and federal tax returns or supervise such preparation. An annual review of the organization's books and records shall be performed either by a competent individual who is not affiliated with the organization or directly related to any Director, or by an ad hoc committee.

Section 9. Directors at Large. The remaining Directors shall be at large and have an equal vote in all matters that come before the board. Additionally, at large Directors may be asked to assist and substitute for any of the above described officers.

ARTICLE VI - COMMITTEES

Section 1. Executive Committee:

- a. Composition: The Executive Committee shall consist of the four (4) Officers of the SRRTF Board of Directors. The President shall serve as the Chairperson of the Executive Committee and in the President's absence the Vice President shall serve as Chairperson. A simple majority of the Executive Committee Members shall constitute a quorum for the purposes of conducting business.
- b. Powers and responsibilities: While the board is not in session, the Executive Committee shall have the authority of the board to conduct SRRTF business and to discuss, research, and

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analyze matters of importance to SRRTF prior to submission to the board for discussion or approval. The Executive Committee shall (1) establish the rules to effect Article IV, Sections 2 & 3 to ensure that any needed directors are elected at each Annual Meeting, (2) present a slate of prospective directors to the board in a reasonable timeframe prior to the annual meeting, (3) recommend to the board replacements for any director who leaves the board for any reason or (4) establish an Ad Hoc Committee to perform items (1) through (3) above. The Executive Committee shall report to the board at its next regularly scheduled meeting any business that has been conducted. The Executive Committee shall not have the power to elect officers, directors, nor fill vacancies in the board, nor does it have the power to change the policies, mission, or By-Laws of the SRRTF.

Section 2. Standing Committees:

- a. Composition: All Standing Committees shall be chaired by a director who shall report to the board, and may be composed of as many additional directors or persons as needed to accomplish the stated goals of said committee.
- b. Creation, duties, powers, responsibilities and dissolution: To be determined by a resolution of the board.

Section 4. Ad Hoc Committees:

- a. Composition and purpose: At the recommendation of the board, the President may establish and appoint directors and/or persons to Committees to work on specific tasks and projects in the interest of the SRRTF.

Section 4. Other Committees: Other committees may be established as needed.

ARTICLE VII - GENERAL

Section 1. Annual Meeting: The Annual Meeting of all directors shall be held on a date during the month of September each year at a time and place to be determined by the board, within the constraints set forth in Article I. Notice of the time, location and agenda shall be given to all directors within a reasonable timeframe prior to the meeting.

Section 2. Rules of Order: All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 3. Fiscal year: The fiscal year of this Corporation shall be October 1 through September 30.

Section 4. Liaisons with partners: The SRRTF welcomes the designation by the FS of a FS liaison to ensure close cooperation between the FS and the SRRTF. Similarly, a liaison with the City of Sedona is encouraged.

ARTICLE VIII - CONSTRUCTION AND AMENDMENTS

Section 1. Construction and meaning: Any questions regarding the meaning or construction of the Articles of Incorporation or the By-Laws and Continuing Resolutions shall be decided by the board.

Section 2. Amendments to the By-Laws: These By-Laws may be amended by simple majority vote of the Directors present at a duly called Annual, regular or special Meeting.

ARTICLE IX - LIMITATIONS OF LIABILITY AND INDEMNIFICATION

Section 1. No person shall be liable to SRRTF for any loss or damage suffered on account of any action taken or omitted as a Director if:

- a. said action was within that person's scope of authority and was taken in good faith, and
- b. said person acted in a reasonable and prudent fashion given the circumstances or,
- c. said person took or omitted to take such action in reliance upon the approval of such action by the board.

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Section 2. Risk and Responsibility: It shall be understood by anyone, director or otherwise, who participates in activities organized and/or promoted by the board that the risk of participation is borne by the participant, and that each participant bears the financial responsibility for an injury and/or loss incurred as a result of participation in said activities.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer(s), committee chair(s), employee(s), agent(s) of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Expenditures. All unbudgeted expenditures shall be approved by the board prior to payment.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the corporation any donation, contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE XI - DISSOLUTION OF SRRTF

Section 1. Upon voluntarily or involuntarily dissolution of SRRTF, any assets remaining after payment of its internal and external debts shall be given to an organization or organizations, preferably engaged in the interests of the official non-motorized National Forest trail system near Sedona and the Village of Oak Creek, chosen by a simple majority vote of the board in accordance with Article VI of the SRRTF's Articles of Incorporation.

ARTICLE XII - COMMUNICATION POLICY

Section 1. In the interest of maintaining a high degree of quality, integrity and ensuring equitable representation of all directors' opinions, SRRTF hereby adopts the following policies regarding board communications, public statements and submissions to media:

- a. All e-mails, statements, documents or other printed materials that are under consideration as a "work in progress" shall be circulated only among current SRRTF directors, SRRTF committee members directly involved with the project in question and such persons outside the SRRTF who have a legitimate interest and are qualified to make positive contributions to said project.
- b. Any letter written by any director representing the SRRTF shall be written on official SRRTF letterhead featuring the correct SRRTF mailing address, the most current form of the SRRTF logo and signed and dated by the director in his/her official capacity.
- c. Statements made in any public forum by any director in his/her official capacity shall reflect the interests of the SRRTF – its policies, principles, constituency and consensus of the board.

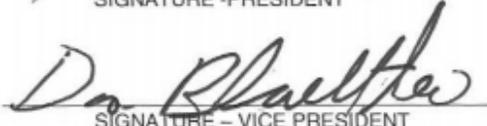
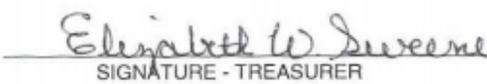
ARTICLES XIII – CONFLICT OF INTERESTS

Any person or entity with a financial interest in a contract or paid service engagement with SRRTF is prohibited from serving as an officer or director of SRRTF. In addition, SRRTF is prohibited from entering

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into a contract with any entity with which any officer or director has a financial interest, unless 2/3 of all directors (excluding any director(s) with a financial interest in the entity) vote in favor of an exemption. This exemption must be for a specific contract or paid service engagement and may not be of a duration greater than one year. For avoidance of doubt, if a contract exemption is approved, the officer or director with the financial interest in the contract or paid service engagement may continue to serve in their capacity and will be required to recuse him/herself when appropriate.

IN WITNESS WHEREOF, the forgoing Corporate By-Laws, consisting of Articles I through XIII (pages 1 through 7 respectively), were adopted as amended by all the undersigned Members of the Executive Committee by an electronic vote of Directors on September 20, 2018.

<u>Kevin P Adams</u> PRINT NAME	<u></u> SIGNATURE - PRESIDENT	<u>9-20-18</u> DATE
<u>Dan Blaettler</u> PRINT NAME	<u></u> SIGNATURE - VICE PRESIDENT	<u>9/20/18</u> DATE
<u>Lauren Browne</u> PRINT NAME	<u></u> SIGNATURE - SECRETARY	<u>9/11/18</u> DATE
<u>Elizabeth Sweeney</u> PRINT NAME	<u></u> SIGNATURE - TREASURER	<u>9/20/18</u> DATE