

## CERTIFIED RESOLUTION

At an action without meeting of the Board of Directors of the Sedona Red Rock Trail Fund, an Arizona Non-Profit Corporation, hereinafter referred to as SRRTF, on **February 1, 2021**, the following resolution was proposed and approved by the board in accordance with SRRTF's Articles of Incorporation and By-Laws.

Be it resolved that it is in the best interests of SRRTF to:

- Create four Standing Committees with the duties, powers, responsibilities and special restrictions as defined in this resolution to work on the specific tasks and projects as defined below.
  - Community Outreach Committee
    - Composition: The Community Outreach Committee shall be chaired by a **director** and may be comprised of as many additional directors and persons to accomplish the committee's stated goals.
    - Duties, powers, and responsibilities: While the Board is not in session, the Community Outreach Committee shall have the authority of the Board to conduct SRRTF business related to
      - leveraging business partnering opportunities to enhance the SRRTF's mission achievement, and
      - attracting corporate/business sponsors in support of the SRRTF's fundraising efforts.
  - Donors Committee
    - Composition: The Donors Committee shall be chaired by a **director** whose primary interest is raising funds from individuals and high net worth donors, and may be comprised of as many additional directors and persons to accomplish the committee's stated goals.
    - Duties, powers, and responsibilities: While the Board is not in session, the Donors Committee shall have the authority of the Board to conduct SRRTF business related to attracting individual donors to support the SRRTF's fundraising efforts.
  - Grants Committee
    - Composition: The Grants Committee shall be chaired by a **director** whose primary interest is creating and writing grants, and may be comprised of as many additional directors or persons as needed to accomplish the stated goals of said committee.
    - Duties, powers, and responsibilities: While the Board is not in session, the Grants Committee shall have the authority of the Board to conduct SRRTF business related to all grant activities to support the SRRTF's fundraising efforts.

- Events Committee
  - Composition: The Events Committee shall be chaired by a **director** whose primary interest is raising funds at events, and may be comprised of as many additional directors or persons as needed to accomplish the stated goals of said committee.
  - Duties, powers, and responsibilities: While the Board is not in session, the Fundraising Events Committee shall have the authority of the Board to conduct SRRTF business related to events where the SRRTF is, or plans, to raise funds to support the SRRTF's fundraising efforts.
  
- Special restrictions:
  - No director shall chair or direct more than one of the above standing committee at the same time, but may serve as a regular member of other committees while serving as chair of a standing committee. If there are Board vacancies resulting in insufficient directors to chair all standing committees, then a director may chair or direct more than one standing committee until the Board vacancy(ies) are filled. The chair shall serve a two-year term subject to renewal at the discretion of the Board.
  - These standing committee chairs shall report to the Board at its next regularly scheduled meeting any committee business that has been conducted.
  - These standing committees shall not have the power to elect officers, directors, nor fill vacancies on the Board, nor do they have the power to change the policies, mission, or By-Laws of the SRRTF.

I, Lauren Browne, the Secretary of SRRTF, do hereby certify this to be a true copy of the resolution duly adopted by the Board of Directors of the SRRTF through Directors' vote on **February 1, 2021**, and that it has not been rescinded, amended or altered in any way, and that it remains in full force and in effect.



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Secretary

**February 1, 2021**

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Date