

## CERTIFIED RESOLUTION

At an action during the meeting of the Board of Directors of the Sedona Red Rock Trail Fund, an Arizona Non-Profit Corporation, hereinafter referred to as SRRTF, on October 2, 2022, 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:

- Rescind SRRTF Certified Resolution dated September 20, 2018 in its entirety.
- Create three 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 or paid staff member 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.
  - Philanthropy Committee
    - Composition: The Philanthropy Committee by a director or paid staff member 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 Philanthropy 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 by a director or paid staff member 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 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.
- Special restrictions:
  - No director or paid staff person 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, create Board resolutions, nor do they have the power to change the budget, policies, mission, By-Laws of the SRRTF, or approve unbudgeted expenditures.

I, Dick Williams, 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 October 2, 2022, and that it has not been rescinded, amended or altered in any way, and that it remains in full force and in effect.

/S/ Dick Williams

Secretary

October 2, 2022

Date