

DOLAN SPRINGS COMMUNITY COUNCIL, INC. (DSCC) BY-LAWS

MISSION

This organization is organized exclusively for Charitable and Educational purposes.

The membership will provide support for the Dolan Springs community in the following ways:

- Sponsor special events for the community.
- Assist other non-profit organizations and the local school with their Community activities. This can be done by donations or direct involvement.
- Work with county and state agencies to improve the lives and environment of Dolan Springs residents and community.

The Community Hall is to be used as a venue for guest speakers, health clinics and for emergency use. The Hall can be rented for purposes deemed appropriate by the Board of Directors.

ARTICLE I Office

The Principle Office of the Corporation in the state of Arizona will be located in the Community Hall located at 15195 N. Pierce Ferry Road in Dolan Springs, AZ 86441.

The Corporation will and continuously maintain in the state of Arizona, a Statutory Agent.

ARTICLE II Members

Section 1. General Membership: A person must be a local resident/ landowner/business owner/manager or employee, and must pay the yearly Dues. Local is defined geographically as Dolan Springs, Meadview, White Hills, Chloride and Golden Valley (North of Grasshopper Junction). A Membership year is from January 1 to December 31.

Section 2. All dues for Membership Renewal and for new Memberships are due in January of each year. New members may join at any time but pay dues on a January - December year. If any attendee at a Membership Meeting wants to join, then they can do so at the end of the Meeting.

Section 3. New and renewing members must complete a Membership Application, complete with an email, mailing address and telephone number. Membership cards will be issued upon payment of dues and will be signed by one of the Corporation Officers.

Section 4. Voting. All paid-up Members on record at the end of the October meeting each year will be eligible to nominate and vote in that year's election. For all other, non election voting, a Member must be a paid-up Member thirty (30) days prior to voting.

A. All votes will be closed votes.

B. Proxy Vote Membership

1. According to AZ Revised Statues 10-3724, if a member of a Non-Profit Corporation cannot attend a meeting, they can vote by Proxy. Proxy voting will be allowed provided the Proxy form states if the vote is for a single stated item or for all items up for vote. The Proxy Voter must be a paid-up member 30 days before using a Proxy vote. The form must contain the printed name, signature and date signed.

Section 5. High School students can participate as a General Member at regular meetings with no voting privileges until age 18.

ARTICLE III
Meetings

Section 1. Annual Meeting of the Membership will be held on the first Saturday of November for the purpose of nominating Officers for the following year and for the transaction of any business. The elections will be on the first Saturday in December.

A. Removal of an appointed Board Member will require a majority vote of paid up Members. (Proxy vote allowed)

Section 2. General meetings of the Membership will be held on the first Saturday of each month, January through December. If the day fixed for the Membership Meeting and/or Annual Meeting will be a legal holiday in the state of Arizona; such Meeting will be held on the following Saturday. More than one-half of the entire Board of Directors is the number needed in attendance for a Quorum. A Quorum is necessary for the Board to discuss and approve DSCC business.

Section 3. Special meetings of the Board of Directors and/or membership may be called by the President or a majority of the Board Members. All Board Members will be notified forty-eight (48) hours in advance, except in case of emergency then the Board Members will be called for a vote, with the majority deciding.

Section 4. Place of meetings. The general meetings are held at the Community Hall unless specified otherwise by the Board of Directors.

Section 5. The Board of Directors will set the time limit on the Agenda for those (DSCC Members and others) who wish to give a presentation at the Membership/Board Meetings.

Section 6. Any DSCC Member who wants an issue voted on must first have it on the Agenda at the prior month's Meeting. Membership will be notified thirty (30) days in advance of an up-coming vote.

Section 7 Use of Roberts Rules

- A. Robert's Rules of Order will be followed at all DSCC meetings, if a topic comes up that is not addressed in the By-laws.

Section 8 Motions

- A. Once the Membership has received thirty (30) days advance notice of an Agenda item, a paid-up Member can make a Motion regarding that Agenda item, which needs a Second to be considered. Once the Second is made to the Motion, there is discussion about the merits of the Motion. Once the discussion has ended, and the Motion is not withdrawn, then a majority of the Closed votes of the paid-up Members, both in person or by Proxy, is needed to pass the Motion.

ARTICLE IV Board of Directors

Section 1. General Powers: The Business of the corporation will be managed by not less than (4) four members. The Board of Directors will have the power to make and adopt such rules and regulations consistent with the law, the Articles of Incorporation or these By Laws, as may be deemed advisable for the management of the business and affairs of the Corporation.

Section 2. Junior Members: One Junior Member can be selected by the board to sit on the board as a non-voting board member. This person will act as a liaison between the council and Mount Tipton High School.

Section 3. Elections and tenure of Office. At the December election, the Membership will vote for the four (4) officers: President, Vice-President, Secretary and Treasurer, as well as up to 5 additional Board members.

- A. The Officers and additional Board members will comprise the Board of Directors. Except for the Treasurer position, no Officer will hold a specific Officer position for more than four (4) consecutive years; and as long as the Treasurer is elected, willing and able to serve, then they may serve more than four (4) consecutive years.

Section 4. Compensation: Directors will not receive any salary for their services, but may be reimbursed for any expenses authorized during the performance of their duties.

Section 5

A. Nominations for Officers and Board Member will be made from the floor at the November Meeting with the consent of the nominees. Family members can be nominated for Officer and Board positions. Voting will be by Closed ballot.

B. Proxy Vote Board of Directors

(1) According to AZ Revised Statutes 10-3724, if a member of a Non-Profit Corporation can not attend a meeting, they can vote by Proxy. Proxy voting will be allowed provided the Proxy form states if the vote is for a single stated item or for all items up for vote. The Proxy Voter must be a paid-up Member 30 days before using a Proxy vote. The form must contain the printed name, signature and date signed.

Section 6 Directors at Large (non Officers) on the Board of Directors will have staggered two (2) terms with the two of the lowest vote getters serving for one year, and the remaining Directors at Large serving for two (2) years.

Section 7 Attendance

A Board Member is to notify the President, in advance of the Board meeting, if they are unable to make the Meeting because of illness, employment or being out of town. This is considered an excused absence. If a Board Member fails to notify the President, in advance of the Board Meeting, that they will not be attending the Meeting, this is considered an unexcused absence. Two (2) unexcused absences will result in the Board Member being removed from the Board. The President will appoint a new Board Member to fill the position of the removed Board Member, for the remainder of the calendar year. If a Board Member has an excused absence, then they will give their Proxy vote to another Board Member.

ARTICLE V
Officers

Section 1. Officers will be President, Vice-President, a Secretary and a Treasurer. No Officer will hold a specific Officer position for more than four (4) consecutive years.

Section 2. The President will:

- A. The President will be the principal executive office of the corporation and will preside at all meetings and special meetings.
- B. The President may sign deeds, mortgages, deed of trust or any other instrument authorized by the Board of Directors.
- C. The President has the authority and administrative responsibility for Bingo Games and the appointment of all Bingo Personnel who will report any transactions to the President and the Treasurer before the Board of Directors meeting.

Currently, the Arizona Department of Revenue requires the Bingo Managers to be licensed to operate the Bingo games. The Bingo Manager will provide the weekly Bingo Report to the Treasurer, who will provide that information in a report at the Board and Membership Meetings.

- D. At either the Board of Directors Meeting and/or the Membership Meeting, the President only votes in case of tie.
- E. The President will preside at all Board, Membership and Special Meetings. The President will appoint a Committee Chair, if the President does not intend to Chair a Committee.

Section 3. The Vice President in the absence of the President or in the event of the President's inability to act, will perform the duties of the President and when so acting will have the powers of and be subject to all restrictions of the President. The Vice President will also perform such duties as may be assigned to him/her by the President and/or the Board of Directors.

Section 4. The Secretary will:

- A. Keep the Minutes of the Membership and Board Meetings. Committee Chairs will appoint a Committee Member to take Minutes of that Meeting. Those minutes will be provided to the Secretary for storage.
- B. See that all notices are duly given in accordance with these By-Laws.

- C. Keep a register of names and email and postal addresses and telephone numbers, voluntarily given, by all Members. This information will only be used for DSCC business.
- D. Have general charge of the minutes of the minutes of the Corporation.
- E. Keep on file a complete copy of the articles of Incorporation and By-Laws of the Corporation. The Secretary will keep on file in the DSCC Hall, all Minutes and Treasurers' Reports, for seven (7) years, unless they are Minutes and Treasurers' Reports of any Fiscal Sponsorship Agreement regarding the use of the 501c3, which will be kept indefinitely.
- F. In general, perform all the duties incidental to office of Secretary and such other duties as may be assigned to him/her by the Board of Directors.
 - 1. Any items to be placed on the Board and/or Membership Meeting Agendas must be provided to the Secretary by 5 pm the Monday before the Meeting, via email to the Secretary or by calling the DSCC telephone # (928) 767-4252. The Agendas will be posted 48 hours before the Meeting at the DS Post Office, the DSCC building and on the DSCC website.
- G. Turn over all documents and papers to his/her successor after review of the Minutes and materials at the January Meeting.
- H. Count any ballots from any Membership, Board or Special Meeting or by mail-in or drop off by deadline date when Closed ballot voting is held.

Section 5. The Treasurer will:

- A. Have charge, custody and responsibility for all funds and securities of the Corporation.
- B. Perform all duties incidental to the office of Treasurer and such other duties as may be assigned by the Board of Directors.
 - 1. The Treasurer will file the necessary yearly IRS forms, the six (6) month Arizona Department of Revenue forms, and any forms needed by the Arizona Corporation Commission.
- C. Turn over all documents and papers of Treasurer to his/her successor after review of the accounting in January.

D. An Annual Financial Review consisting of the retiring Treasurer, the new Treasurer and two (2) Board members; and it will be performed no later than January 31st. The results of the Financial Review will be reported to the Board and General Membership at the February Meetings.

Section 6. Sergeant of Arms. The Board of Directors will appoint a Sergeant of Arms, who will be responsible for keeping the peace at Membership Meetings and events sponsored by the DSCC. The Rules of Conduct, adopted by the DSCC Board on July 2, 2016 will be adhered to and are attached and at the DSCC Meeting Hall.

ARTICLE VI Nominations and Elections

Section 1. The Closed vote will be held (present or by Proxy) at the Membership Meeting in December. A majority vote will elect. The new Officers and Board Members will be sworn in and seated in January of the following year.

Section 2. Qualifications: Must be a paid up Member by October 31st in order to be nominated and hold office.

Section 3. Resignation and/or Removal of any Board Officer and/or Director

A. Resignation: Any Officer or Director may resign by filing a written resignation with the Secretary.

B. Removal:

(1) The Membership can vote to remove a Board Member or Officers for, at a minimum, illegal activities, activities putting the 501c3 status at risk, non performance of duties of Office, excessive unexcused absenteeism for the Meetings, performing outside of the scope and authority of Office, or disregarding the direction of the Board.

(2) At a Regular or Special Board meeting, the Board will vote whether or not to remove a Board Officer and/or Director. That Board Officer and/or Director will be invited to that Meeting to address the charges. If the Board votes to remove that Board Officer and/or Director, then the Membership will be notified at their next Membership Meeting that an item to remove a Board Officer and/or Director will be placed on the following month's Membership Meeting Agenda for a Membership vote. That Board Officer and/or Director will be invited to that Membership Meeting.

- (3) Removal of an appointed or elected Board Member will require majority votes of paid-up Members.
- a. The individual Officer or Board Member, resigning or removed will return all Legal documents, papers, property (including keys) belonging to the Council.

Section 5 Vacancy. Should the President position be vacated, the Vice-President will automatically fill that position; to complete the calendar year if the Vice-President was not President for the prior four (4) consecutive years. The Vice-President will fill the President's position temporarily, if the Vice President was President for the prior four (4) consecutive years, then with thirty (30) days advance notice, the Membership will elect someone to fill the President's position.

A. Vacancy of Vice-President, Secretary or Treasurer Positions

Should the position of Vice-President, Secretary or Treasurer become vacant, then the Board of Directors will vote to fill the vacancy through the end of the calendar year.

ARTICLE VII
Seal of the Corporation

The seal of the corporation will be in the form of a circle and will have inscribed therein the name of the corporation and the words "Incorporation 1968, Arizona".

ARTICLE VIII
Financial Transactions

Section 1. Contracts except as otherwise provided by these By-Laws; the Board of Directors may authorize any Officer of Officers to enter into any contract of to execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to a specific instance.

Section 2. Fiscal year: The corporation fiscal year will run from January 1 to December 31.

Section 3. The Corporation will neither incur nor subject itself to total outstanding indebtedness or liability in excess of five hundred dollars (\$500.00) without prior approval of the majority of Board Members present (or by phone) at a duly held Board Meeting. The President and Treasurer will make the decisions for any DSCC expenditures up to five hundred dollars (\$500).

Section 4 Bank Accounts

- A. The President, Treasurer, or the Bingo Manager, or one other Board Officer will be listed on the three (3) DSCC Bank Accounts: General, Bingo and Christmas Dinner; and effective January 1, 2017, on any other Board of Directors approved DSCC, and any Financial Sponsorship Bank Accounts.

ARTICLE IX
Amendments

These By -Laws may be altered, amended or repealed by the affirmation vote by a majority of paid-up Members, to include the Board Members, of the DSCC present, in person or by Proxy by an established deadline date, or at any Membership, or Special Meeting called for that purpose; provided the Members were notified in writing, thirty days in advance of any vote.

ARTICLE X
Dissolution

The Community Council upon dissolution will distribute any remaining funds to one or more regularly organized and qualified charitable, education (which could be a designated school) or philanthropic organization to be selected by the Membership as deemed by IRS code 501c (3).

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Article XI

Financial Sponsorship

- A. Should the DSCC Membership vote to extend the use of its 501c3 to another Non Profit organization for the purposes of initiating a needed service to the community, a Financial Sponsorship Agreement will be designed and finalized by the Board of Directors prior to the 501c3 being used.
- B. Any events where the proceeds to the event are split with the DSCC, a written agreement about the details of the sharing of the proceeds will be in place before the event.
- C. All events held at the Meeting Hall and/or sponsored by the DSCC must be agreed to by the Board of Directors. This includes rental of the Meeting Hall.

These By-Laws were amended by a majority vote of the Dolan springs Community Council, INC. Members, effective October 23, 2016.

Attachment

General Meeting Rules for Dolan Springs Community Council

Please silence or turn off cell phones.
If you must take a call, please take it outside.

The Presiding Officer is in charge of the meeting.

The meeting will follow the agenda:

If the Presiding Officer recognizes you, state your name for the minutes. You will have 3 minutes to speak.

If it's not on the agenda we will not talk about it. Agendas will be posted 24 hours or more before the meeting.

If you have an item to put on the agenda contact the Secretary no later than the Monday before the first Saturday of the month.

Unruly behavior will not be tolerated. This is not elementary school. You will be asked to leave for the remainder of the meeting. If you will not leave, the Sheriff will be called. If this behavior continues you will be banned from all future meetings.

If we are respectful of all community members, the meeting will be pleasant for all, and the Council can help move our community forward.

