

**BYLAWS
Of
FRIENDS OF THE HUACHUCA MOUNTAINS, INC.**

Article I. Name and Place of Business

This organization shall be incorporated under the name Friends of the Huachuca Mountains, Inc. (FOHM)

The mailing address shall be Friends of the Huachuca Mountains, P.O. box 962, Hereford, Arizona 85615. The corporation shall maintain a principal office in Cochise County, Arizona. It is the intent of the organization to maintain its principal place of business at the Carr House, 1011 E. Carr Canyon Road, Hereford, Arizona 85615. The organization may also maintain offices at such other place or places within the State of Arizona as directed by the board of directors, and the business of the corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

Article II. Purpose

This corporation shall be organized and operated exclusively for educational, historical, cultural, interpretive, recreational, scientific, preservation, and enhancement activities related to the canyons, and forest lands of the Huachuca Mountains.

The corporation is dedicated to assisting the Sierra Vista Ranger District of the Coronado National Forest of the U.S. Forest Service (USFS) in maintaining, protecting, and restoring the natural and cultural resources and scenic beauty of our unique Huachuca Mountains, canyons, and forest lands for the education, enjoyment, and use of present and future generations.

The corporation is a non-political volunteer group working in partnership with the USFS to assist the USFS in tasks it does not have the manpower or the resources to accomplish on its own.

It is the intent of the corporation to enhance, restore, and operate the Carr House Visitor Center, 1011 E. Carr Canyon Road, Hereford, Arizona, as an interpretive and educational center to promote the use, enjoyment, and study of the Huachuca Mountains, canyons, and forest lands.

It is the intent of the corporation to promote education about our unique natural and cultural heritage.

It is further the intent of the corporation to develop and implement such other programs of public information and education as will promote interest in these unique Huachuca Mountains, canyons, and forest lands.

In order to help accomplish these objectives, it is the intent of the corporation to engage in fundraising activities and to solicit and collect contributions and membership dues.

These purposes are to be carried out in a manner consistent with the status of a non-profit corporation under A.R.S. 10-1002, et seq. and Sec. 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article III. Geographic Scope

The corporation shall be primarily concerned with the lands administered by the Sierra Vista Ranger District of the Coronado National Forest in the Huachuca Mountains.

Article IV. Classes of Memberships

1. Voting Memberships. The Board of Directors shall set dues and benefits for each membership class:

A. Individual. Individual memberships are the basic memberships. Each individual member shall have one vote.

B. Family. Family members are defined as all adults and children residing in the same household. Each family membership shall have two votes.

C. Sustaining. Sustaining memberships are for those individuals or families wishing to provide more than the basic membership contribution. Additional memberships benefits will be those established by the FOHM board of directors. Each sustaining membership shall have one vote.

2. Non-Voting Memberships (Benefactors). These are for organizations or businesses that wish to provide annual support to FOHM. The FOHM board of directors may establish special recognition and benefits for these memberships.

3. Admission to Membership. In accordance with Federal law and U.S. Department of Agriculture policy, this institution is prohibited from discrimination on the basis of race, color, national origin, sex, age, or disability.

4. Dues. The FOHM board of directors shall set annual dues for all membership categories. The annual dues may be changed as voted on by the FOHM board of directors, and will be published on an appropriate membership application form.

5. Payment. Annual dues are payable within six months of the anniversary date of the membership. Failure to pay annual dues within this timeframe will result in termination of FOHM membership.

Article V. General Membership Meetings

1. Annual Meeting. An annual meeting of the membership will be held within two months following the end of the FOHM fiscal year (31 August). At this meeting, members will receive election results and reports of the FOHM board of directors, officers and committees, and will conduct any other business that may arise. Additional meetings shall be held at the discretion of the FOHM board of directors. The FOHM board of directors may change meetings dates, including that of the annual meeting, to preclude any conflict with other important FOHM or community events, and will notify the membership via email or letter.

2. Special Meetings. The FOHM board of directors may call special general membership meetings. The purpose of the meeting shall be stated in the notice, which must be given in writing to all FOHM members at least 14 days before the meeting. No business at such meetings shall be conducted except that provided for in the written/posted meeting agenda.

3. Quorum. All members present at the annual meeting shall constitute a quorum.

Article VI. FOHM Board of Directors

1. Qualifications. The FOHM board of directors shall be active voting members willing to perform duties as prescribed in paragraph 8 of this Article. Absence without prior notice from three successive regularly scheduled meetings may result in removal from the FOHM board of directors, and the vacancy shall be filled in accordance with paragraph 4 of this Article.

2. Number/Terms. The FOHM board of directors shall be composed of the following:

A. Three officers (president, vice president, and secretary), who shall all be elected by the membership for three-year terms. The president shall be limited to serving two consecutive terms as president and may be reelected after a lapse of one or more years.

B. Treasurer, who shall be appointed by the FOHM board of directors for an unspecified term of office to serve at the pleasure of the board.

C. Three elected directors. Each FOHM director shall be elected for a term of three years or until a successor has been elected.

D. Designated standing committee chairs. All standing committee chairpersons shall be voting members of the board.

3. Nominations and Elections.

A. An election committee shall be appointed at least 60 days before the end of the fiscal year. This committee shall meet and nominate no more than two candidates for all open board positions, which could include: president, vice president, secretary, and the director to become vacant at the end of the fiscal year. A ballot listing the candidates will be printed, and a space shall be provided on the ballot for write-in candidates.

B. Balloting shall be by electronic ballot or mail. The election committee shall mail ballots (either separately, or enclosed with a newsletter) not less than 21 days prior to the end of the fiscal year. Ballots must be postmarked by the date indicated on the ballot, which cannot be less than five days prior to the end of the fiscal year. The election committee shall announce the results of the election as a committee report at the annual meeting.

C. Only those persons who have consented to serve if elected shall be nominated and elected to such office.

D. The newly elected FOHM directors shall assume their duties at the beginning of the next fiscal year (1 September).

4. Vacancy in Office. The board of directors shall fill a vacancy in the elected officers and board of directors until the next election.

5. Meetings/Meeting Notice. The FOHM board of directors shall meet once a month from January through November each year, and any other time at the request of the president. At least 10 days advance notice of the time and place of any meeting of the FOHM board of directors shall be given, unless written waiver of notification has been given, or the meeting is held on a regularly scheduled date/time/location. Executive sessions of the FOHM board of directors may be called when needed to discuss sensitive issues not for public discussion.

6. Quorum. The presence of at least four of the seven members of the FOHM board of directors shall constitute a quorum.

7. Compensation. FOHM board of directors members and officers shall not receive any salaries or other compensation for their membership on the FOHM board of directors and attendance at meetings. They may, however, be reimbursed for expenses related to authorized FOHM board of directors activities (see Article IX, paragraph 5, below).

8. Board of Directors Duties.

A. General. The FOHM board of directors shall:

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October, 2021

1. Be vested with the general management of the affairs of the organization and may, at any time, adopt administrative procedures which are not in conflict with these bylaws. The FOHM board of directors shall establish, on a permanent or temporary basis, such committees as shall seem appropriate, including an executive committee which would have the authority to act on behalf of the FOHM board of directors between regularly scheduled board meetings.

2. Conduct any other such business as may be referred to it by the FOHM.

3. Approve any new committees and committee chairpersons appointed by the president.

4. Fix the date, time, and location of meetings.

5. Fill any vacancies in office as they occur.

B. Duties of the president:

1. Be the executive officer of the corporation.

2. Preside at FOHM general membership meetings and at FOHM board of directors meetings.

3. Appoint the chairperson of each committee, with the approval of the FOHM board of directors. The chair shall be appointed, or reappointed, annually.

4. Create standing, ad hoc, and special committees not provided for, and assign them their duties, with the approval of the FOHM board of directors.

5. Sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of FOHM.

C. Duties of the vice president:

1. Assist the president and perform such duties as from time to time may be assigned by the president.

2. Assume the duties of the president in his/her absence.

D. Duties of the secretary:

1. Keep the reports of the corporation and the minutes of the FOHM board of directors and of any standing and ad hoc committees.

2. Conduct the correspondence of the FOHM.
3. Maintain the FOHM records and files, except the financial and account books.
4. Be the custodian of the corporate seal, and affix it to all proper instruments when deemed advisable to do so.
5. Ensure notice of all meetings is given in accordance with Article VI, paragraph 5 above.

E. Duties of the treasurer:

1. Be the custodian of FOHM funds.
2. Make payments as directed by the FOHM board of directors.
3. Give a financial status report at FOHM board of directors meetings and at the FOHM annual membership meeting.
4. Be appointed as a special member of the FOHM board of directors. However, in an emergency, a member of the FOHM board of directors may assume the duties of the treasurer until the treasurer is able to resume his/her duties or a new treasurer is selected.
5. Prepare all financial reports necessary for Internal Revenue Service, Arizona State Government, USFS, local authorities, etc.
6. Make the FOHM accounts available for examination at any time. The accounts must be made available for examination by an audit committee of three members of the FOHM board of directors upon request. The Board of Directors may, at its discretion, engage a Certified Public Accountant to conduct such an audit.

Article VII. Committees

Nothing in these bylaws shall preclude a member of the FOHM board of directors from serving as chairperson of any committee.

1. **Standing Committees.** The president will appoint standing committees, with the concurrence of the board of directors. Standing committees may be established by the president, with the concurrence of the board of directors, when and as deemed necessary. These may include:

Executive Committee

Programs

2. Duties of Committees. In addition to these standing committees, the president may appoint other standing and ad hoc committees with the concurrence of the FOHM board of directors. Ad hoc committees shall be dissolved upon completion of their assigned task. No committee may issue any public statement or take any actions on behalf of the FOHM without the express authorization of the FOHM board of directors. The duties of the standing committees may be as follows:

A. Executive Committee – shall consist of the president, vice president, secretary, treasurer, and the additional members of the elected FOHM board of directors. The executive committee shall have the power to make ongoing decisions between board meetings and shall have the power to make routine financial and budgetary decisions.

B. Programs – shall develop and coordinate the educational and interpretive programs. These programs can include lectures, demonstrations, classes, interpretive exhibits, walks and hikes, cultural activities, etc. This committee shall maintain and publish a calendar of events.

C. Elections – must be members in good standing of FOHM. The procedures of the elections committee shall be in accordance with Article VI, paragraph 3, above.

D. Membership – shall be in charge of soliciting and processing applications for membership, maintaining the membership roster, conducting periodic surveys to determine membership interests, and maintaining an up-to-date member mailing list.

E. Newsletter – shall regularly publish newsletters communicating FOHM events and programs to the membership.

F. Volunteer Coordinator – shall solicit and organize volunteers for various projects. The volunteer coordinator will maintain a pool of names, phone numbers, and interest areas. The volunteer coordinator will track hours spent by each volunteer and provide recognition for these volunteers, as approved by the FOHM board of directors.

Article VIII. Amendment of Bylaws

These bylaws may be repealed or amended at any scheduled meeting of the FOHM board of directors, by a vote of at least four of the total members of the board, provided the proposed changes to the bylaws have been submitted in writing to all members of the board at least 30 days prior to the meeting. Any amendment(s) so approved will take effect immediately. All such amendments shall be published in the next membership newsletter and the annual report, and

will be presented at the annual general membership meeting. A copy of the bylaws shall be maintained at the Carr House for reference by the FOHM members.

Article IX. Standing Rules

1. Approval Required for Authorized Publicity and Information. No FOHM member shall give out for publication, either on or off the record, any news items or information concerning the FOHM or the USFS without the prior approval of the FOHM board of directors.

2. Expenses. No expenses in excess of \$500.00 shall be paid on behalf of the FOHM without the prior consent of the FOHM board of directors.

3. Fiscal Year. The fiscal year shall run from September 1 to August 31.

4. Check Signature. The signature of the treasurer or the president shall be required for each check, unless the FOHM board of directors have authorized other officers to sign for FOHM.

5. Income and Expenditures.

A. No part of the income of the FOHM shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons or organizations.

B. FOHM board members and officers shall not receive any salaries or other compensation for board membership and meetings. The FOHM treasurer shall be authorized to pay reasonable compensation for services rendered subject to prior approval by the board of directors and to reimburse expenditures on behalf of the FOHM, as previously authorized from time to time by the FOHM board of directors.

6. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation. If in any instance a corporate seal is used, the same shall be that as affixed in the margin hereof.

7. Standing Rules. The FOHM board of directors may establish standing rules and administrative procedures in accordance with Article VIII above.

8. Tax-Exempt Status. The activities of the FOHM are to be carried out in a manner consistent with the status of a non-profit corporation under A.R.S. Sec. 10-1002, et seq. and Sec. 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

9. Non-Discrimination Clause. In accordance with Federal law and U.S. Department of Agriculture policy, this institution is prohibited from discrimination on the basis of race, color, national origin, sex, age, or disability.

10. Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the FOHM board of directors, or of any committee thereof, may be taken telephonically or by email. The results of the proceedings and actions shall be reduced to writing and filed with the minutes of proceedings of the board or committee. Such writing shall state the members contacted and their approval/disapproval or lack of contact.

11. Participating Agreement with the USFS. The FOHM and its board of directors shall conduct all business in keeping with the Participating Agreement between the USDA, Forest Service, Coronado National Forest and Friends of Huachuca Mountains, Inc.

12. Document Retention. As a minimum all approved Board of Director Meeting Minutes and Financial Reports will be retained digitally in two locations. One in a secure FOHM iCloud location and one on a thumb drive device secured by the President.

Adopted by the FOHM board of directors at the FOHM board of directors meeting
14 October, 2021

Eric N. Andersen
President,
Friends of the Huachuca Mountains (FOHM)
Board of Directors