

BYLAWS - BEAVER CREEK REGIONAL COUNCIL, INC.

AS AMENDED – MARCH 2008

PREAMBLE The BEAVER CREEK REGIONAL COUNCIL, INC. (“Council”), a non-profit corporation existing under the laws of the State of Arizona, is organized for the benefit of the Beaver Creek Communities as defined in the Verde Valley Regional Plan of 2006 comprised of over 50 square miles in the postal zip codes of 86335 and 86342 and inclusive of Rimrock, McGuireville, Lake Montezuma, Beaver Hollow, Federal and Tribal lands, and all their surrounding communities. The Council has the stated purpose of maintaining and enhancing rural lifestyles, natural resources, economic values, and the health and safety within the unincorporated Beaver Creek areas of Yavapai County, Arizona (“Beaver Creek Communities”). The Council shall maintain a positive working relationship with officials of County, State and Federal governments, with surrounding communities, and with all associations and civic and business groups located in the Beaver Creek Communities. The Council shall be a public forum to which any person who is a resident, property owner, or business owner with a physical address within all communities contained within the Beaver Creek communities may bring important issues concerning the future of Beaver Creek to initiate a dialogue with the goal of reaching a consensus.

ARTICLE I LOCATION

The known place of business of the Council, at which the general business of the Council will be transacted and where the records of the Council will be kept, will be at such place in Beaver Creek community, as may be fixed from time to time by the Council.

ARTICLE II STRUCTURE

The structure of the Council shall be comprised of a representative (Member) and alternate for each of the founding organizations. The Council shall elect the officers, being a President, Vice-President, Secretary, and Treasurer. The officers shall manage the day-to-day affairs of the Council, and shall have such authority and perform such duties as provided by these Bylaws and

resolutions of the Council. The Council may also establish committees and appoint committee members. Committee members may be an Officer, Council Member or Citizen of the Beaver Creek Communities. At least one Council Member shall serve on each committee.

ARTICLE III LIABILITY LIMITATIONS

Pursuant to Section 3612 of Title 10 of the Arizona Revised Statutes, the Members of the Council are not liable for the debts, obligations, or liabilities of the Council.

ARTICLE IV -THE COUNCIL

1. Qualifications for New Organizations - Any organization which has been formed for the purposes of promoting social, educational, faith based, commercial or property interests benefiting the Communities of Beaver Creek is qualified to apply for membership to the Council. The Council will define in policy, additional and specific requirements for organizations to meet as part of the application. The Council will approve new organizations by a majority vote of the council members.

2. Association Dues – Annual dues shall be \$50.00 per organization. Any change in dues must be approved by 2/3 vote rounded down to the nearest whole number of the Council members.

3. Election & Term - Officers shall be elected at the January meeting of the Council Members and will serve a one-year term. Council members may represent no more than one organization. Any Council member or officer who is absent for three successive meetings may be removed by majority vote of the Council members.

4. Vacancies - Officers may be appointed by the President and approved by the majority of the Council members and will hold office till the next regular election. It is the responsibility of the member organizations to maintain a current representative for their group on the Council. Any group that is removed by a majority vote of the council for attendance will need to

reapply to be reinstated as an organization of the Council. Organizations that ask to be reinstated must receive a majority vote of the council members..

5. Meetings - The Council shall meet on the first Wednesday of each month at a time and place designated.
 - a. Purpose – The Council will provide a forum for discussion of community issues; develop and monitor community plans; review and comment on proposed county zoning changes; organize community improvement projects and activities, and inspire citizen involvement and community pride.
 - b. Meeting Notice – Notices of monthly Council meetings will be publicized through mailings and emails to the members and posted on organization bulletin board located throughout the Beaver Creek communities.
 - c. Special meetings of the Council may be called by the President or by written request of three or more members. The Secretary or President shall deliver or mail to each member, a notice of the meeting place, date, time and purpose not less than three (3) or more than fifteen (15) days before the meeting date.
 - d. Quorum – $\frac{2}{3}$ of the members rounded down to the nearest whole number shall constitute a quorum at properly noticed regular and special meetings of the Council.
 - e. Voting - Each member shall have one vote on all decisions voted upon by the Council.

ARTICLE V OFFICERS

1. Election & Term – The officers of the Council shall be elected by the Council members, and each officer shall serve no more than three (3) consecutive one year terms.

2. President – The President shall preside at meetings of the members; shall function as the chief executive officer of the Council; and shall perform such other duties as are incident to the office of the President, as properly required or restricted by the Council.

3. Vice-President – The Vice-President shall perform the duties of president upon the president's death, absence, resignation or inability to perform the duties of the office of President. The Vice-President shall also perform the duties of Sergeant of Arms in order to enforce Robert's Rules of Order in the meetings. This responsibility can be delegated for a specific meeting if necessary.

4. Secretary – The Secretary shall be responsible for giving meeting notices, maintaining a corporate minute book, and performing such other duties as are incident to the office of Secretary, as properly required or restricted by the Council. The secretary shall sign and affix the corporate seal to corporate legal documents unless otherwise directed by the Council and shall be the custodian of the corporate books and records required by Arizona Revised Statutes.

5. Treasurer - The Treasurer shall have responsibility to see that all funds of the Council are deposited into the Council's bank account(s) in such bank(s) as the Council may direct; to the extent that funds are available. The Treasurer shall cause the debts of the Council to be paid before delinquency; cause records to be made and retained for all financial transactions of the Council; and perform such other duties as are incident to the office of Treasurer and as properly required or restricted by the Council.

ARTICLE VI COMMITTEES

1. Finance – The Council shall appoint a Finance Committee of not less than three members, including the Treasurer. This Committee shall develop a budget and assist in raising funds to carry out the purposes of the Council.

2. Audit – In January of each year, the Council may appoint an Audit Committee of not less than three members, including one Officer. Following their appointment, the Committee shall check the books and records and submit an audit report at the annual meeting. The Council may also employ an accounting professional to check the accounting system and audit the books and records, with any audit report to be presented to the Membership at a regularly scheduled meeting.

3. There shall be **five** standing committees of the Council.

- ❖ **Transportation.**
- ❖ **Planning and Zoning.**
- ❖ **Youth and Family Services.**
- ❖ **Water Resources.**
- ❖ **Open Space and Recreation**

a. **Transportation Committee:**

The purpose of the Transportation Committee is to coordinate all matters dealing with roads and their signage throughout the Communities of Beaver Creek. Accordingly its goals are:

1. To identify the transportation issues affecting the Communities of Beaver Creek, primarily those identified in the Verde Valley Regional Plan.
2. To make recommendations for action by the Council based on appropriate research and discussion of the issues involved.

b. **Planning and Zoning Committee:**

The purpose of the Planning and Zoning Committee is to coordinate all matters dealing with zoning, building, and growth in the Communities of Beaver Creek. Accordingly its goals are:

1. To help preserve the rural lifestyle of the Communities of Beaver Creek by coordinating the purpose and goals of the Council and the Verde Valley Regional Plan with development projects within and adjacent to the Communities of Beaver Creek, and to cooperate with Yavapai County officials to uphold the county ordinances.

c. Youth and Family Services Committee:

The purpose of the Youth and Family Services Committee shall be to create a supportive environment for the community's youth and their families. Accordingly its goals are:

1. To generate social, recreational and educational opportunities for all residents, with special attention being given to school-age youth.
2. To coordinate efforts of persons and groups working towards the same end.

d. Water Resources Committee:

The purpose of the Water Resources Committee shall be to participate in coordinating planning for the use of water resources in the Communities of Beaver Creek. Accordingly its goals are:

1. To assure that there will be an adequate quality water supply for the current and future citizens.
2. To maintain a healthy riparian ecosystem that is so important to the identity of our community.

e. Open space and Recreation Committee:

The purpose of the Open Space and Recreation Committee shall be to create a vision for the community's need for open space and recreation. Accordingly its goals are:

1. To identify future parks and open space.
2. To work to establish an interconnected trail system to provide needed off road access to other parts of the community outside of their cars.
3. To generate recreational opportunities for all residents.
4. To coordinate efforts of persons and groups working towards the same end

4 Other – The Council may from time to time establish and appoint members to such other committees as will be helpful in carrying out the purposes and activities of the Council.

ARTICLE VII BOOKS & RECORDS

The directors and officers shall comply with Arizona Revised Statutes, which requires that each nonprofit corporation keep correct and complete books and records of account, minutes of the proceedings of the Council, and a record of the names and addresses of the Members entitled to vote. Each Member entitled to vote is entitled to inspect and copy books and records as provided by Arizona Revised Statutes.

ARTICLE VIII MISCELLANEOUS

1. Seal – The seal of the corporation shall be circular with “Beaver Creek Regional Council, Inc.” and “INCORPORATED 2007 ARIZONA” in the center.
2. Fiscal Year – For accounting and report purposes, the corporation’s fiscal year shall be a calendar year.
3. Expenditure/Debt Limitation – No officer, director, committee member, or member shall obtain goods or services or incur any indebtedness on behalf of the Council without express authorization by vote of the Council. No person shall expend any funds of the Council or incur any indebtedness without general authorization by vote of the Council. EXCEPT THAT the Treasurer may expend up to \$100.00 per transaction without the vote of the Council.
4. Bank Account(s) – The Council shall designate at least three officers who shall be signatories on the corporation's bank account(s), one of whom shall be the Treasurer. The Treasurer shall maintain checkbook(s) and bank statement records. Within 90 days following the end of each calendar year, financial records for the prior year shall be placed in the custody of the Secretary for safekeeping and storage for such period of time as legally required.
5. Expense Reimbursement – Officers, committee members or members of the corporation may be reimbursed for actual expenses incurred on behalf of the Council only as authorized by

the Council, and may be paid for goods provided or services rendered only as authorized by the Council.

6. Indemnification – The Council shall indemnify any person who incurs any legal expense or liability by reason of the fact he or she is or was an officer, committee member, member, employee, or agent of the corporation in all circumstances in which such indemnification is permitted by law and approved by the Board.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern business conducted at all meetings the Council, and all committee meetings, consistent with these Bylaws and Arizona non-profit corporation statutes.

ARTICLE X AMENDMENT

The power to alter, amend or repeal the Bylaws of the Council or adopt new bylaws is vested in the Council. A 2/3 vote rounded down to the nearest whole number is required to adopt a new Bylaw.

These Bylaws are adopted by the undersigned member/organizations of the Council on the 3rd day of October, 2007.

These Bylaws were amended by the undersigned member/organizations of the Council on the 5th day of March 2008.
