

# FRIENDS OF THE TONTO NATIONAL FOREST BYLAWS

Accepted by a vote of the Board 5/18/2015,

Approved by a vote of members 11/23/2015

Modification to Article IV Section 1 approved by a vote of the members December 2017

## ARTICLE I. IDENTIFICATION

Section 1: Name. The name of the organization is Friends of the Tonto National Forest (FOTNF).

Section 2: Purpose. The FOTNF is organized exclusively for conservation, charitable and educational purposes; more specifically to protect, conserve, and promote appreciation and enjoyment of the ecological, cultural, scenic, and recreational resources and values of the Tonto National Forest.

Section 3: Mission. Friends of the Tonto National Forest is a group of volunteers who assist the Forest in its critical mission of natural and cultural resource and visitor use management. We promote public understanding of the Tonto National Forest's policies, programs and projects.

Section 4: Character of Affairs. The FOTNF accomplishes its mission through volunteer projects and activities such as interpretation, education, advocacy, and fundraising, in consultation and coordination with the Tonto National Forest (TNF).

Section 5: Agreement with Tonto National Forest. The FOTNF operates under a Challenge Cost-Share Agreement with the Tonto National Forest.

Section 6: Fiscal Year. The fiscal year of the FOTNF shall begin at the start of the first day of January and end at the close of the last day of December.

Section 7: Governance. The FOTNF shall have a Board of Directors (Board) to set policy and conduct business.

Section 8: Office. The FOTNF shall have such offices as the Board may require and shall be at the location(s) within the State of Arizona as determined by the Board.

Section 9: Nonprofit Corporation. FOTNF is a nonprofit corporation organized under Section 501(c)(3) of the Internal Revenue Code, as amended, and the nonprofit corporation statutes of the State of Arizona and is empowered to conduct any or all lawful activities as provided therein, except as hereinafter provided.

## ARTICLE II. MEMBERSHIP

Section 1: Members. The FOTNF is a membership organization and shall be governed by its Articles of Incorporation and these bylaws.

Section 2: Membership Definition. A membership in good standing is an individual, family, or organization that has completed and submitted to the FOTNF organization a membership application (see Section 5) and has paid annual dues.

Section 3: Membership Privileges/Limitations.

1. Membership privileges for members in good standing and eighteen (18) years or older include the right:
  - a) to vote for officers and issues brought before the membership by the Board;
  - b) to hold office;
2. All members in good standing may:
  - a) participate on committees;

b) participate in members-only FOTNF events.

Members may not assume responsibility for any of the following:

1. decisions on behalf of the FOTNF which are the responsibility of the Board's executive officers;
2. assets and liabilities held by the FOTNF; or
3. any privilege, responsibility, ownership, or right not expressly afforded to a member unless specifically given to the same by resolution by the Board, by the provisions for these bylaws, or as required by law.

Section 4: Categories of Memberships.

1. Membership categories shall include :
  - a) Individual – a person eighteen (18) years of age or older.
  - b) Family – a group of two or more persons living at the same address.
  - c) Organization – a business, organization, or corporation. A representative designated by a member organization may hold office and vote.
  - d) Junior – a person twelve (12) years of age until the person's eighteenth birthday, and not included in a family membership. Upon reaching eighteen, the Junior member becomes an Individual member and has the right to vote and run for office for the balance of the fiscal year.
2. The Board may establish additional membership categories, with membership approval, that reflect different levels of contribution and effort.

Section 5: Membership Application. The membership application shall:

1. include an agreement by the member to support and abide by the purposes stated in the FOTNF Articles of Incorporation and these Bylaws;
2. list the annual dues for each membership category

Section 6: Membership Dues. The Board shall make a schedule of dues as stated in the FOTNF Membership Dues Policy applicable to members of the FOTNF. Changes to the schedule of dues may be proposed from time to time by the Board and shall be subject to membership approval.

1. Annual dues for new FOTNF memberships will be accepted with the membership application at any time. Dues for new membership accepted during the last four months of the fiscal year shall apply to both the current and successive fiscal years.
2. Annual dues for renewal memberships shall be paid to the FOTNF at the start of the fiscal year (January 1).
3. Members who have not paid their annual dues by the 1st of February will be considered delinquent and no longer a member.
4. Upon payment of annual dues, a delinquent member will be reinstated.

Section 7: Admission to Membership. Members are accepted without regard to race, color, national origin, religion, citizenship, gender, age, physical ability, or other non-merit-based factors.

Section 8: Member Ethics: Members of FOTNF are expected to support the organization's mission. When volunteering, they represent the Forest to the general public.

1. The Forest Service expects all its representatives to adhere to civic-minded principles in their personal conduct and to exhibit a high degree of personal integrity. Acceptable conduct involves sincere respect for the rights and feelings of others and the assurance their personal conduct will not harm or be considered discriminatory to other volunteers, employees, or the Forest Service—or cause an unfavorable reaction from the public.
2. While working under a volunteer agreement, members may not:
  - a) Carry or use firearms
  - b) Consume intoxicating beverages
  - c) Possess or use any illegal drugs
  - d) Use government-owned or government-leased vehicles, property, tools, equipment or telephones for personal purposes
  - e) Fight, use derogatory language, or participate in discrimination, sexual harassment, or violent or threatening behavior
  - f) Have pets with you without special permission of the District Ranger
  - g) Violate any state Game and Fish regulation
  - h) Violate any federal, state, or local law
  - i) Sell or distribute any non-USDA products or literature, other than that of Friends of the Tonto NF
  - j) Disclose confidential information
3. Violation of any of the above prohibitions may constitute grounds for dismissal or other appropriate action.
4. Members, as volunteers for the Forest Service, have rights. These rights include:
  - a) The right to be treated with respect
  - b) The right to a workplace free of harassment and hostile conditions
  - c) The right to a suitable assignment
  - d) The right to training
  - e) The right to qualified supervision
  - f) The right to safe working conditions

Section 9: Termination of Membership. Any person whose actions are determined to be contrary to Member ethics as described in Article I Section 8, by the Recruitment and Membership Committee and approved by the Board, shall have their membership terminated. No refund will be allowed.

#### ARTICLE III. MEETINGS OF MEMBERS

Section 1: Annual Meeting. An annual meeting of the membership shall be held during the fourth quarter of the fiscal year at a place determined by the Board. The meeting purpose will be for:

1. elections;
2. Treasurer's report of year-to-date financial status;
3. review and approval of the budget for the next fiscal year; and

4. transaction of such other business as needed.

Section 2: Regular Meetings. Meetings of the membership may be held on dates, times, places, and purposes determined by the Board. The purpose of such meetings may include:

1. informing the membership of projects and activities related to the Tonto National Forest (TNF);
2. recruiting volunteers to assist with projects and activities on the TNF; and
3. promoting camaraderie among the members of the FOTNF.

Section 3: Special Meetings. Special meetings of the membership may be called by:

1. the President or
2. a majority of the members of the Board; or
3. a written petition submitted to the Secretary and signed by at least one-fourth (1/4) of the membership.
4. A call for the meeting shall state the date, time, place and purpose of the Special Meeting.

Section 4: Notice of Meetings. Notice of each meeting will be provided to members specifying the place, date, time, and purpose of the meeting. The manner or method of notice shall be by e-mail, unless the member has requested postal notification. Meeting notices will also be posted on the FOTNF website.

1. Annual Meetings. Notice shall be given to the membership at least thirty (30) days prior to the date of the meeting and include the slate of nominated officers.
2. Regular Meetings. Notice shall be given to the membership at least thirty (30) days prior to the date of the meeting.
3. Special Meetings. Notice of special member meetings shall be given to the membership at least ten (10) days prior to the date of the meeting.
4. Notification. Notice shall be deemed to be delivered upon successful transmission of an e-mail message. Any known delivery error shall be investigated. If there are members who do not receive e-mails, notice shall be in the form of a postcard, which shall be deemed delivered 5 days after placing in a mailbox.

Section 5: Quorum. Twenty members, or twenty percent of the total number of members, whichever is less, shall constitute a quorum at any membership meeting.

Section 6: Voting.

1. Each individual member in good standing has one vote; also each family and organization shall be entitled to one (1) vote.
2. Members in the Junior category are not eligible to vote.
3. Members may vote in election of officers and issues the Board decides to bring before the members for a vote.
4. Voting at meetings may be by a show of hands or voice vote of those present, or by written ballot as determined by the presiding officer, except voting for the election of Officers and Directors shall be by written ballot.
5. Members can submit their vote by mail, or by e-mail to [friendsoftontnf@gmail.com](mailto:friendsoftontnf@gmail.com), if received by stated deadline.

6. Should action from the membership be necessary between meetings, voting may take place by ballot via mail or electronic means.

#### ARTICLE IV. THE BOARD

Section 1: Number and Tenure. The Board shall consist of no fewer than three (3) Officers (President, Vice President, and Secretary/Treasurer), and an Executive Director (total of 4); and no more than 5 Officers (President, Past President, Vice President, Secretary and Treasurer), an Executive Director, 4 standing committee chairs, and 8 Board members-at-large (total of 18). Board members may be elected as needed and determined by the Board. President, Vice President, Secretary, Treasurer and Board members-at-large shall serve two-year terms. Officers and Board members are limited to serving no more than eight (8) consecutive years in one position.

Section 2: Co-Board Member Position. There will be no position held by two or more people.

Section 3: Election of Officers and Board Members. Members of the Board shall be elected by written ballot in the following manner:

1. A nominating committee, whose chair is appointed by the President, will seek nominees for Board positions, encouraging broad geographic representation among various interest groups;
2. Candidates shall be U.S. citizens and members in good standing;
3. A slate of candidates shall be provided to the members at least thirty (30) days prior to the Annual Meeting;
4. Members may make additional nominations at or before the Annual Meeting;
5. Board members shall be elected by majority vote at the Annual Meeting at which a quorum has voted except as noted in Section 4 of this article.

Section 4: Vacancies. Any vacancy on the Board shall be filled by a majority vote of the remaining members of the Board. Any Officer or Director thus elected shall hold office until the next annual meeting of the members and until his or her successor is duly elected.

Section 5: Compensation. All members of the Board shall serve and participate on a voluntary basis and receive no remuneration for their time. Actual expenses incurred by a board member while conducting Board business may be reimbursed per the FOTNF Reimbursement Policy.

Section 6: Conflict of Interest. Each Board candidate, upon nomination, and members of Board Committees upon appointment, will be required to complete and sign a Conflict of Interest Statement identifying any current or potential conflicts in accordance with the FOTNF Conflict of Interest Policy.

Section 7: Regular Meetings of the Board. The Board will meet at least four times a year on such dates, times, locations, and for purposes as determined by the Board. Such meetings of the Board will be open to FOTNF members and posted in advance on the website

Section 8: Special Meetings. Special meetings of the Board may be called by the President or by a majority of the board members.

Section 9: Quorum and Manner of Acting.

1. A simple majority of the Board shall constitute a quorum.
2. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

3. All meetings shall be held in a manner that allows for a record of voting to be filed with the minutes of such meeting.

Section 10: Removal. Any member of the board of directors may be removed from office, with cause, at any time by an affirmative vote of the majority of the Board at a meeting called expressly for that purpose.

Cause shall be defined as:

1. conduct unbecoming to the principles and welfare for which this organization is created; or deemed inappropriate by a majority of the Board
2. violation of the FOTNF Conflict of Interest Policy.
3. excessive absences; and
4. violation of state or federal laws, or regulations regarding the Tonto National Forest (TNF).

Section 11: Resignation.

1. Resignation from the Board must be in writing and received by the Secretary, or in absence of the Secretary, the President.
2. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event.
3. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. This successor will serve in an interim capacity until elections are held.

Section 12: Electronic Participation.

1. The Board shall permit any or all members to participate in an annual, regular or special meeting through the use of any means of communication by which all members participating may simultaneously communicate/interact during the meeting.
2. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 13: Executive Session. The Board may meet in Executive Session which excludes all except the Board members, Executive Director, and others invited to participate in order to provide information on the issue being discussed. The type of issue that could be moved to Executive session would be those such as discussion of a confidential nature including staffing issues, litigation, or other cases as required. Voting on the issue will take place in the regular Board meeting following the close of discussion and the Executive session.

Section 14: Accepting. The Board may accept on behalf of the FOTNF any contribution, gift, bequest or devise for general or special purposes of the organization. The Board may consult with legal counsel familiar with such matters, to be certain that any gift accepted shall not burden the organization with any financial, environmental, or other liabilities, and shall not be of a nature which would endanger the organization's standing as a tax-exempt public charity.

Section 15. Propaganda or Influencing. The FOTNF will not exceed IRS rules or guidelines for carrying on propaganda or otherwise attempting to influence legislation; nor shall the organization exceed IRS rules or guidelines related to participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 16. Duties at the Time of Expiration. At the expiration of a Board member's term, from whatever cause, he/she shall surrender all books, monies, papers, and property of the FOTNF to their successor or, if that is not possible, the President.

#### ARTICLE V. TONTO NATIONAL FOREST LIAISON

Section 1: Appointment. The Board shall ask the Tonto National Forest (TNF) to appoint a liaison to the FOTNF who is actively engaged in working on the Forest and knowledgeable concerning the Forest's rules and regulations; the liaison is not a voting member and cannot hold a Board position. The liaison or designee will attend the members' and Board meetings to discuss program direction, projects, and other issues; supply any necessary project information such as safety, previous research, inventory and planning results, photographs and drawings; supply project equipment when available and/or budget allows. The liaison will inform the Board of policies relating to activities on TNF lands; include and involve FOTNF in project planning and input for the development and use of informational, interpretive, and safety materials; and continue to use FOTNF members as trained volunteers in ongoing programs related to the Tonto National Forest.

#### ARTICLE VI. DUTIES OF THE OFFICERS AND BOARD MEMBERS

Section 1: General. All Officers and Board members must be members in good standing of the FOTNF. The Board shall exercise all the powers that may be exercised or performed by the corporation under the nonprofit corporation statutes of the State of Arizona, the Articles of Incorporation, and these Bylaws.

Each member of the Board has one vote in all Board decisions.

##### Section 2: President.

1. Presides over membership and board meetings of the FOTNF.
2. Serves as ex-officio member of committees.
3. Appoints chairpersons to the various committees.
4. Oversees committees.
5. Is responsible for the signing of all official documents on behalf of the FOTNF. The President can delegate this authority for specific documents with board approval.
6. Is authorized to talk with outside groups, the media, any Tonto National Forest employee, including the Forest Liaison in relation to projects, membership, and the organization's position in relation to the Tonto National Forest and Forest policies, regulations and laws.
7. Serves for two (2) years in an advisory ex-officio capacity as Immediate Past President after the end of his/her term.
8. Shall cause an annual budget to be created for the upcoming year prior to the close of the fiscal year.
9. In the absence of any officer, or for any other reason that the President may deem sufficient, s/he may delegate the powers or duties of such officer to any other officer, or director, for the time being, provided a majority of the entire Board concurs therein.

##### Section 3: Past-President:

1. Serves for a two-year term, having succeeded to that office from the office of President.
2. Shall represent the interests of the entire FOTNF membership and, as requested, shall provide counsel to the President.

3. Shall assist in assuring continuity of FOTNF programs during the change of the Presidency.
4. Serves as ex-officio member of the Board.

#### Section 4: Vice-President.

1. Serves as presiding officer in the absence of the President at membership and board meetings.
2. Assists the President in all matters as appropriate.
3. Coordinates fundraising activities for the benefit of FOTNF.
4. Assumes the office of President if that office is vacated for any reason.
5. Is authorized to talk with outside groups, the media, and any Tonto National Forest employee, including the Forest Liaison in relation to projects, membership, and the organization's position in relation to the Tonto National Forest and Forest policies, regulations and laws.

#### Section 5: Secretary. This job may be combined with that of the Treasurer

1. Preparation and distribution of Board and membership meeting notices.
2. Compilation and maintenance of records including minutes.
3. Preparation and distribution of minutes to the Board and membership.

#### Section 6: Treasurer.

1. Collects, records, deposits, and reports on all membership dues as well as cash and non-cash donations to the organization.
2. Makes disbursements of organization funds per the Board-approved budget and approved reimbursement requests. (See Reimbursement Policy)
3. Prepares and presents organizational financial reports to the Board and membership at Board and general membership meetings.
4. Performs all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.
5. Exhibits the books of accounts, financial records, transactions, and financial condition to any member of the Board, or to their agent or attorney when requested.
6. Provides correct and complete financial reports to be available to members as required by law.
7. Produces and distributes the annual financial report that discloses the true financial condition of the organization to the membership no later than September 15 for the prior fiscal year.
8. Maintains a current membership list.
9. Creates and submits required reports to the Arizona Corporation Commission, IRS and Arizona Department of Revenue.

#### Section 7: Executive Director

The Board will select an Executive Director. Term for this position will be 5 years. The Executive Director may be re-elected for up to three terms. This position is a voting member of the Board.

Duties of this position shall be:



1. Assures that the organization has a long-range strategy which achieves its mission, and toward which it makes consistent progress.
2. Liaison with the Tonto National Forest.
3. Provides continuity, guidance and advice for the FOTNF.
4. Helps to coordinate projects of the FOTNF.
5. Meets with the Board at all Board meetings.
6. Works with the Board to maintain official records and documents, and ensures compliance with federal, state and local regulations.
7. Provides leadership in developing projects, program, organizational and financial plans with the Board of Directors and staff, and carries out plans and policies authorized by the board.
8. Publicizes the activities of the organization, its programs and goals.
9. Establishes sound working relationships and cooperative arrangements with community groups and organizations.
10. Responsible for developing and maintaining sound financial practices.
11. Works with the staff, Treasurer, and the Board in preparing a budget; sees that the organization operates within budget guidelines.
12. Jointly, with the President and Secretary, conducts official correspondence of the organization, and jointly, with designated officers, executes legal documents.
13. Is authorized to talk with outside groups, the media, any Tonto National Forest employees, including the Forest Liaison in relation to projects, membership, and the organization's position in relation to the Tonto National Forest and Forest policies, regulations and laws.

Section 8: Board Members-at-large: Board Members-at-large may serve as committee chairs or in other capacities as appropriate.

Section 9: Committee Chairs: Committee chairs may also serve as Board members-at-large or Officers.

1. They are responsible for recruiting committee members, scheduling and holding meetings to conduct business of the committee
2. Committee meetings are open to all members.
3. Each standing committee chair has one vote on the Board

## ARTICLE VII. COMPENSATED STAFF

Section 1: Authority to Hire Staff. The Board may hire, with majority vote, compensated staff who serves at the pleasure of the Board as defined in the FOTNF Hiring Policy.

## ARTICLE VIII. COMMITTEES

Section 1: General.

1. The standing committees of the FOTNF shall be those which are specified in this Article.
2. The Board, by resolution adopted by a majority of the Directors, may designate, appoint, and dissolve additional committees.
3. Committee chairpersons shall be appointed by the President, and approved by the Board, and may at any other time be replaced by the President.
4. Each committee chair is responsible for recruiting committee members

5. All committee chairs and members must be members in good standing.

Section 2: Standing Committees. There shall be standing committees as written herein which are considered a permanent part of the organization. Members of a standing committee may change when new officers are elected, but the purpose of the committee and its functions and duties do not change.

There shall be the following Standing Committees:

Cultural Resources

Natural Resources

Recreation and Education

Recruitment and Membership.

## ARTICLE IX. FINANCES

### Section 1. Accounts.

1. The Board shall designate banks or depositories in which the funds of the FOTNF shall be kept.
2. Accounts under the control of the Board shall be kept in the name of the FOTNF.
3. The Board may establish other bank accounts in the name of FOTNF, as needed, to comply with restricted and/or grant fund requirements.
4. In the absence of written authorization from the Board to the contrary, all obligations over \$500 shall be signed by two people authorized by the Board.

### Section 2: Donations.

1. Donations may be accepted as cash or checks or through a secure web-related payment method.
2. Donations are acknowledged by a letter from Friends stating all donations are fully tax deductible.
3. If donations are solicited and brought in together with a project proposal that the Board deems worthy of taking on, those donations will be directed at the discretion of the Board to be spent on that project.
4. Donations that are not project-related will be used on projects that fulfill the mission of FOTNF.

Section 2: Expenditure Approval. No disbursement of the funds of FOTNF of over \$100 shall be made unless the same is approved by the Board. Executive Director and Treasurer have authority to pay for operational expenses up to \$100 without prior board approval.

Section 3: Preparation of Budget. The President shall cause an annual budget to be prepared for Board approval prior to the end of the fiscal year. The Board shall prepare and distribute an annual budget for membership approval at the Annual Meeting.

Section 4: Audit. The accounts of the FOTNF may be audited and/or reviewed annually by an independent auditor as soon as practical after the close of the fiscal year.

## ARTICLE X. MISCELLANEOUS

Section 1: Rules of Order. Unless otherwise stated by these bylaws, the rules contained in Robert's Rules of Order shall govern all meetings of the FOTNF and all meetings of the Board, whether a regular, annual, or special meeting.

Section 2: Indemnification. The corporation shall have adequate liability insurance to indemnify and hold harmless the Officers and Directors, employees and agents of the corporation to the extent permitted by the nonprofit corporation statutes of the State of Arizona.

Section 3: Volunteer Agreements. All participants in FOTNF activities on the Forest must be covered by a signed Forest Service volunteer agreement.

Section 4: Dissolution. FOTNF may be dissolved by a three-fourths (¾) vote of the Board. In the event of dissolution of the corporation or termination of its corporate existence for any reason, refer to the FOTNF Articles of Incorporation.

#### ARTICLE XI. AMENDMENTS TO BYLAWS

Section 1: Bylaw Review. The bylaws shall be reviewed by a Bylaw Committee every five (5) years with recommendations for revisions.

Section 2: Amendments. These bylaws may be amended when necessary by a majority vote of the membership following a meeting at which the proposed amendment(s) has been submitted to the Board; and following the procedures in Article III. Meetings of Members.

I HEREBY CERTIFY that I am the duly elected, qualified and acting Executive Director of Friends of the Tonto National Forest, Inc., an Arizona corporation (the "Corporation"), and that the above and foregoing Bylaws were adopted as the Bylaws of the Corporation as of December 2017 by the members of this Corporation.

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Patti R. Fenner, Executive Director

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Date