

By-laws of WVCO, Inc.

(Williamson Valley Community Organization, Inc.)

Article 1. Name

The name of the corporation is the WVCO, Inc., which stands for Williamson Valley Community Organization, Inc. (WVCO).

Article 2. Mission Statement

The Corporation's mission is to develop a unified community to sustain the lifestyle we value as identified in the Williamson Valley Corridor Plan (WVCP) for the Williamson Valley Community (WVC).

Article 3. Purpose

The initial purpose of this not-for-profit corporation was to create a Williamson Valley Corridor Plan for the Williamson Valley Community and to have it adopted by Yavapai County. (The Corridor is defined in the WVCP and Community Plan is described in the Yavapai County General Plan.) The Plan was completed in October, 2007 and was submitted to Yavapai County as a minor amendment to the General Plan. WVCO's continuing purpose shall be to pursue necessary actions to insure protection of the values expressed in the plan. The Corporation's goal is to implement the community plan, which will serve as a guide for the Yavapai County Planning and Zoning Commission and the Board of Supervisors in their decision-making processes, for actions affecting the WVC. WVCO will keep its members informed regarding actions and proposals by governing agencies. An additional purpose of WVCO shall be to educate the community residents, as well as property owners, about the historical and environmental setting that currently exists in the WVC as we move into the future. WVCO will promote those community values reflected in the surveys used to develop a sense of the community spirit existing within the WVC.

Article 4. Membership

Membership is available to any adult who (a) resides or owns property within the Corridor, (b) subscribes to the purposes of the WVCO, (c) fills out a membership application, and (d) pays annual dues as determined by the Board of Directors. Any member in good standing may submit an item to the appropriate committee for consideration.

Article 5. Board of Directors

Section 1. The Board of Directors shall be made up of a minimum of five (5) and maximum of (12) WVCO members in good standing. A quorum consists of a simple majority (fifty percent plus one) of members of the entire Board of Directors and is necessary to conduct any business.

Subject to directives of annual and special meetings and these bylaws, the Board of Directors shall have authority over the activities and assets of the WVCO, Inc.

Section 2. Regular meetings of the Board of Directors will be held at least quarterly. Business will be confined to stated agenda.

Section 3. The President or any group of three (3) Board Members can call a Special Meeting of the Board of Directors, provided that at least 48 hour notice of the meeting is extended to all of the members of the Board. Agendas and notice of all Board meetings will be posted on the WVCO Website. Board meetings, with the exception of legal or personnel issues, and executive sessions, are open to all members of WVCO. A quorum is necessary to conduct any business.

Section 4. A director may be removed at the Board of Directors' discretion. The Board of Directors shall adopt rules for removal of a Director and a hearing as it may, in its discretion, consider necessary for the best interests of the WVCO.

Section 5. A director missing three consecutive Board meetings shall no longer be a member of the Board unless there is a specific vote by the Board to the contrary.

Section 6. A vacant Board position may be filled, for the duration of the unexpired portion of that position, by appointment by the Board

Section 7. The Board of Directors shall be elected at the Annual Meeting in every odd-numbered year. Terms of office shall be for two years. There will be no term limits.

Article 6. Officers

Section 1. Officers of WVCO shall be a President, Vice-President, Secretary, and Treasurer. The chain of command shall be in order of President, Vice President, Secretary, and Treasurer. In the absence of the officers, the Board of Directors may select a board member to preside over a meeting. Officers shall be elected from the Board of Directors, by the Board for a term of two years.

President - The President presides over all membership meetings and Board meetings. This person is the chief executive officer of the Corporation, responsible for day-to-day administration of the affairs of the Corporation and supervision of any contractors. The President is an *ex-officio* (voice but not vote) member of all committees. An annual report of the activities and financial condition of the Corporation is to be submitted by the Board to the membership at the Annual Meeting.

Vice President - The Vice President assumes the duties of the President should that office become vacant and presides at meetings when the President is unable to attend.

Secretary - The Secretary maintains the official records of the Corporation as well as any archives. The Secretary records and distributes the minutes of member meetings and Board meetings. The Secretary shall send out notification of all meetings.

Treasurer - The Treasurer maintains the financial records of the Corporation and is responsible for the monies or securities of the Corporation. The Treasurer must be one of the members of the Board of Directors who signs checks. The Board will determine any other board members designated to sign checks. The treasurer will prepare the financial report for presentation to the membership at the Annual Meeting. The treasurer shall be responsible for presentation of the proposed-budget at the Annual Meeting. The Treasurer shall maintain a listing of the names and addresses of the members of the Corporation and is responsible for the annual report to the Corporation Commission.

Section 2. One of the pre-mentioned officers will serve as the statutory agent.

Section 3. Any Officer vacancy shall be filled by a majority vote of the Board of Directors.

Article 7. Meetings of the members

Section 1. The Annual Meeting of the members of the Corporation shall be held at a specific time and place selected by the Board of Directors for the receipt of annual reports, and to conduct any other business that may arise. Notice of the Annual Meeting, stating the time and place, shall be published on the Web site, and sent by E-mail to the last known address of all members of the Corporation at least 21 days prior to the meeting. Members whose E-mail addresses are not held by the Corporation will be notified by U.S. mail.

Section 2. Special meetings of the members of the Corporation will be held whenever called by the Board of Directors, or the President and two other members of the Board of Directors, or by written request of one third of the membership. Notice of each special meeting, stating the time and place shall be published on the Web site and sent by mail or E-mail to all members of the Corporation at least 21 days prior to the meeting.

Section 3. Each member may vote at regular or special meetings of the membership. A member may vote by notarized absentee ballot.

Section 4. Any action that is proper for a special meeting may be conducted by written notarized ballot in lieu of a meeting. A written ballot may be initiated by a vote of the Board or by written petition by one-third of the membership.

Article 8. Committees

Section 1. With the exception of Ad Hoc committees, all committees and subcommittees of the Board shall be established by and with the approval of the Board of Directors

Section 2. The President may, with the concurrence of the Board, create ad hoc committees or task forces for special projects. The Board of Directors shall name the chairperson and members of each ad hoc committee. An ad hoc committee shall be dissolved by the Board of Directors when the purpose of said committee is completed.

Section 3. A Nominating Committee consisting of at least two (2) members in good standing will be appointed by the Board of Directors not later than the regular meeting of the Board two months prior to the Annual Meeting held every odd numbered year for the purpose of election of Board Members. This Committee will present a proposed slate of Board Members for approval at the meeting of the Board of Directors one month prior to the said meeting. Not later than

21 days prior to the Annual Meeting, this slate will be presented to the general membership by E-mail and published on the Website along with the announcement of the Annual Meeting. If a member wishes to be nominated to the Board of Directors, he or she should notify the Board after receipt of the notice of the Annual Meeting is received, in order to be interviewed.

Section 4. An **Audit Committee** shall be created by the Board to review the financial records of WVCO and submit a report to the Members at the Annual Meeting. The Audit Committee shall consist of at least two (2) members in good standing appointed by a vote of the Board of Directors at least forty-five days before the Annual Meeting

Article 9. Expenditures

All expenditures must be authorized by the Board of Directors.

Article 10. Compensation

No member of the Board of this Corporation may receive any compensation either for services performed as an officer or as a member of the Board of Directors. Board Members and Members of the Corporation may be reimbursed for expenses approved by the Board and incurred in connection with Corporation activities.

Article 11. Fiscal Year

The fiscal year of the organization begins on the 1st day of January and terminates on the 31st day of December of each calendar year.

Article 12. Parliamentary Authority

Meetings of the Corporation shall be governed by *Robert's Rules of Order*, except where they are inconsistent with these By-laws, and any special rules of order the Board may adopt. Where the By-laws are silent, Robert's Rules of Order will apply.

Article 13. Amendments

The by-laws of WVCO may be amended, altered or repealed by the affirmative vote of a two-thirds majority of the members attending a scheduled meeting or special meeting of the Corporation where there has been prior notification that a vote will be held on a by-law issue. Notification requires written notice of intention to alter, amend or repeal or to adopt new by-laws at such meeting and the notice of such meeting contains a statement of the proposed alteration, amendment or repeal. Such notice shall be provided to all members at least 21 days in advance of said meeting. No proxy votes will be accepted; however, notarized absentee ballots will be accepted.

Article 14. Prohibitions

Section 1. Prohibitions. WVCO shall not:

- A. permit any part of WVCO's net earnings to inure to the benefit of any individual;
- B. conduct any lobbying activities inconsistent with the Corporation's purposes;
- C. participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;
- D. lend any part of its income or corpus;
- E. make any of its services available on a preferential basis;
- F. engage in any other transactions which result in a substantial diversion of its income or corpus to any officer, member of the Board of Directors, or substantial contributor to WVCO.

Article 15. Distribution on Dissolution

Upon dissolution of WVCO, Inc., by two-thirds vote of the voting membership, the Board of Directors shall distribute the assets and accrued income to one or more local non-profit organizations.

These bylaws were revised at the Annual Meeting of the membership on February 19, 2009.

Secretary Richard C. Clemmer, February 19, 2009.