

# **BYLAWS OF THE WALKER FIRE PROTECTION ASSOCIATION, INC.**

## **ARTICLE I**

### **Purpose**

1.1 The WALKER FIRE PROTECTION ASSOCIATION, INC., sometimes hereinafter referred to as the “Association” or as the “WFPA”, was formed pursuant to Title 10, Chapter 24, et seq. of the Arizona Revised Statutes, as an Arizona Non-Profit Corporation to form and operate a community organization to provide itself and to cooperate with other agencies to provide in the Walker community and the immediate surrounding area in Yavapai County, Arizona within its capabilities the following;

1.1.1 fire fighting services;

1.1.2 fire suppression services, such as, but not limited to;

1.1.2.1 reducing fire hazards; such as, but not limited to:

1.1.2.1.1 removal of downed wood, etc.;

1.1.2.1.2 removal of garbage that might otherwise be burned;

1.1.2.2 fire reduction education, etc.

1.1.3 initial emergency medical services

1.2 The WFPA will support other Fire Departments if requested if it is within its capabilities.

## **ARTICLE II**

### **Financial Support**

2.1 The Association shall be supported by:

2.1.1 grants;

2.1.2 voluntary contributions, including, but not limited to, gifts and bequests; and

2.1.3 other means, such as, but not limited to, fundraising activities.

2.1.4 fees

2.1.5 dues

**ARTICLE III**  
**Members**

3.1 Membership

3.1.1 There are only two (2) requirements to be a Member of the WFPA which are:

3.1.1.1 Participating in the ownership of real property;

3.1.1.1.1 Within 3 miles of the Walker Fire Station which is located at 4980 E Walker Road, or

3.1.1.1.2 in the areas contiguous that have been annexed by the WFPA Board of Directors

3.1.1.2 Consent By State Statute (A.R.S. § 10-3601.B), all persons who are eligible (Real Property Owners as described in Section above) must consent to be Members of a Non-Profit Corporation. That consent can be by:

3.1.1.2.1 *Direct consent by written communications to the Board Directors; or*

3.1.1.2 .2 implied consent, by:

3.1.1.2.2.1. having asked for a ballot or proxy for any WFPA member election, or

3.1.1.2.2.2. joining the WFPA e-mail list, or

3.1.1.2.2.3. placing their name on the WFPA Community list maintained on the WFPA website, or

3.1.1.2.2.4. donating money to the WFPA, in a manner the WFPA Board of Directors can track, or

3.1.1.2.2.5. donate time to the WFPA, in a manner the WFPA Board of Directors can track, or

3.1.1.2.2.6. any other manner the WFPA Board of Directors identifies as suitable for implied consent.

3.1.2 The only benefit of Membership in the WFPA is to vote in the WFPA member election(s)

3.1.3 Once a Member, Membership remains continuously valid until, either,

3.1.3.1 The Member notifies the Board of Directors, in writing, that they resign their Membership (A.R.S. § 10-3620.A), or

3.1.3.2 No longer own real property in the membership area (Section 3.1.1 above).

3.2 “*Person*”, for the purposes of these bylaws is as defined in A.R.S. § 10-3140 (41) as an individual or an entity.

3.3 “*Entity*”, for the purposes of these bylaws, is as defined in A.R.S. § 10-3140 (26) as including, but not limited to, a corporation, foreign corporation, not for profit corporation, business corporation, foreign business corporation, profit and not for profit unincorporated association, close corporation, corporation sole, limited liability company or registered limited liability partnership, a professional corporation, association or limited liability company or registered limited liability partnership, a business trust, estate, partnership, trust or joint venture, two or more persons having a joint or common economic interest.

3.4 “*Participating In The Ownership*” for purposes of these bylaws is defined as:

3.4.1 Each Person, not to exceed two (2) with a “joint” ownership interest, under Arizona State law, including, but not limited to:

3.4.1.1 a tenancy in common interest

3.4.1.2 a joint tenancy interest;

3.4.1.3 a joint tenancy with right of survivorship interest;

3.4.1.4 a tenancy in the entirety interest;

3.4.1.5 a community property interest; and

3.4.1.6 a community property with right of survivorship interest.

i.e., if a property is owned by one person, that person is one member

- 3.4.2 Each trustee of a trust, under the applicable State law, not to exceed two (2) i.e., a property owned by a trust which only has one trustee, that trustee is one member.
- 3.4.3 Each partner in a partnership, under the applicable State law, not to exceed two (2).
- 3.4.4 Each manager of a limited liability company, under the applicable State law (or each member in the case of a member managed limited liability company) not to exceed two (2). i.e., a property owned by a limited liability company with a single manager or a limited liability company managed by a single member, that limited liability company is one (1) member
- 3.4.5 Each shareholder of a corporation, under the applicable State law, not to exceed two (2). i.e., a property owned by a corporation which only has one shareholder, that corporation is one (1) member.
- 3.4.6 Each Personal Representative of an estate, under the applicable State law, not to exceed two (2). i.e., a property owned by an estate with only one person as Personal Representative, that estate is one member.

3.5 “*Real Property*” which is located in, for the purposes of these bylaws, shall mean a parcel of real property located in the area as set forth in Section 3.1.1.1 for which there is a parcel number then currently and properly assigned by the Yavapai County Assessor.

3.6 “*Private Real Property* for the purposes of these bylaws is defined as all real property not owned by:

- 3.6.1 The U.S. Government; or one if its agencies or political subdivisions;
- 3.6.2 The State of Arizona; or one if its agencies or political subdivisions;
- 3.6.3 A foreign government

3.7 If there are more than two (2) Persons who would qualify to be a member under section 3.4. et seq. above,

3.7.1 Then the General Partner(s) in the case of a Partnership, the Manager(s) in the case of a Limited Liability Company, the President in the case of a Corporation, the Trustee(s) in the case of a Trust, the Personal Representative(s) in the case of an Estate shall determine who the two (2) members are.

- 3.7.2 Such determination shall be given to the Secretary of the WFPA at any time prior to the Annual Meeting of the Members, and shall be effective and remain effective thereafter until a new determination shall be given to the Secretary of the WFPA.
- 3.7.3 If any Member applies to become a Member regarding a certain parcel, without the expressed consent of the General Partner, Manager, President, Trustee, Personal Representative, etc., that person will be accepted at face value until the General Partner, Manager, President, Trustee, Personal Representative, etc. notifies the Board of Directors of who the Member should be.
- 3.8 Membership in the Association shall not be sold, purchased, transferred, gifted, etc. A Member may resign as a Member at any time. Resignation does not preclude a Member from again becoming a Member in the future, pursuant to the Articles of Incorporation and bylaws then in effect.
- 3.9 Voting Rights. On each matter submitted to the Members for a vote, each Member shall be entitled to one only (1) vote irrespective of the number of parcels of Real Property owned by various names.
- 3.10 **Annual Meeting.** An Annual Meeting of the Members shall be held on the Saturday proceeding Memorial Day of each year or in cases of extenuating circumstances at a later date designated by the board.
- 3.10.1 The starting time to be between the hours of 8:00am and 11:00am, as decided by the Board of Directors. If the Board of Directors does not so direct, the starting time shall be 9:00am. The location shall be 4980 E. Walker Road, Prescott, Arizona.
- 3.10.2 The starting time and other matters that are required to be noticed, will be noticed not more than sixty (60) and not less than ten (10) days before the date of the meeting.
- 3.11 Notice of Member meetings shall be given by:
- 3.11.1 posting on the bulletin board located at the Fire Station;  
and
- 3.11.2 Any means required by state law;
- 3.11.3 The following means may or may not, at the Board of Director's discretion, be used to give additional notice:
- 3.11.3.1 Posting on the Association's website e.g. ([www.walkerfire.org](http://www.walkerfire.org)); or

- 3.11.3.2. On the red bulletin boards located throughout the Walker area; or
- 3.11.3.3 E-mail to the current community E-mail list or
- 3.11.3.4 Mailed notice/newsletter

Unless state law, the Articles of Incorporation or these bylaws required mailed notice, in which case, mailed notice shall be given.

- 3.12 Attendance of a Member at a meeting of the Members shall constitute a waiver of notice of such meeting, except where a Member attends a meeting and states that such Members attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
- 3.13 A Member may “attend” and/or vote at a meeting of the Members only in person or via written proxy. Listening in or participation by means of conference communications equipment (e.g. internet, Skype, telephone, etc.), shall not constitute attendance at a meeting of the Members for purposes of a Quorum or for voting purposes. Board members may participate telephonically for Board Meetings.
- 3.14 The purpose for the Annual Meeting of the Members is for Members to elect those Directors up for election for the ensuing year and to transact such other business as may properly come before a meeting of the Members. Cumulative voting is not allowed.
- 3.15 The Association’s website and the Association’s newsletter sent immediately preceding the Annual Meeting of the Members may include candidate information which is available.
- 3.16 The Chairman of the Nominating Committee shall call for nominations from the floor for the Directors to be elected at that Annual Meeting of the Members. Those nominations, plus those nominations proposed by the Nominating Committee, shall stand for election to the Board of Directors.
- 3.17 Special Meetings. A Special Meeting of the Members may be called by, or at the request of, a majority of the Board of Directors or by petition signed by 75 of the Members of the Association. The person or persons authorized to call a Special Meeting of the Board will fix the date and time of the Special Meeting to be held as 4980 E. Walker Road, Prescott, Arizona. Notice of a Special Meeting must be made in writing, no more than sixty (60) days and no less than thirty (30) days in advance of such Special Meetings to the Members. Notice shall be given as required under Section 3.11 et. seq. above.
  - 3.17.1 Notice of any Special Meeting of the Members shall include a description of the purpose or purposes for which the special Meeting is called.

- 3.17.2 Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
- 3.18 Meeting. The President or, in the President's absence, the Vice President and, in the absence of both, a chairperson appointed by the Members present, shall call the meetings of Members to order and shall act as chairperson thereof. The Secretary of the corporation shall act as Secretary at all meetings of the Members, or, in the Secretary's absence, the chairperson may appoint any person to act as Secretary of the meeting.
- 3.19 Quorum
- 3.19.1 Annual Meetings of Members, at the Annual Meeting of Members, attendance of Members in person, or via written proxy, of 75 of the Members shall constitute a quorum.
- 3.19.2 Special Meeting of Members. At a Special Meeting of the Members, attendance of Members in person, or via written proxy, of 75 of the Members shall constitute a quorum.
- 3.19.3 If a quorum is present, the affirmative vote of a majority of the Members present (in person or via written proxy) shall be the act of the Members unless the vote of a greater number is required by law, the Articles of Incorporation, or by specific provision of these bylaws.
- 3.20 Certificate. The Association shall not issue certificates indicating shares or ownership of the Association. The Secretary, and the Assistant Secretaries, if any, shall keep and have open for inspection, in such form as shall be approved by the Board of Directors, a list indicating those persons who are Members of the Association.
- 3.21 Record Date In order to determine the Members entitled to notice and qualified to vote at any meeting of the Members, a record date no more than forty-five (45) and no less than (10) days before the scheduled member meeting shall be set. For the normally scheduled Annual Meeting, the record date shall be determined by the Board of Directors each year.

#### **ARTICLE IV Board of Directors**

- 4.1 Number, Tenure and Qualifications. The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall be composed of not less than three (3)

nor more than seven (7) Board Members elected by the Members (based on the largest number of votes) for staggered two (2) year terms. The Board Members shall serve alternating two (2) year terms. Each Director shall hold office until his or her successor shall have been elected and qualified.

4.1.1 In the case of a vacancy on the Board of Directors due to any reason (e.g. a Directors death, a Directors resignation during the Director's term, a Director's removal pursuant to section 4.12, etc) the remaining Members of the Board of Directors may appoint a replacement (new) Director by the affirmative vote of a majority of the remaining Members of the Board of Directors. The appointee will fill the formerly vacant position only until the next Annual Meeting of the Members. In the event that a Board Member vacancy has occurred since the last annual meeting and if that vacancy is for a term that is not naturally expiring at the next annual election, then the vacancy shall be filled as follows:

4.1.1.1 the person receiving the fourth highest number of votes in odd numbered years when three Board Members are elected shall fill the remaining terms of the vacant position; or

4.1.1.2 the person receiving the fifth highest number of votes in even numbered years when four Board Members are elected, shall fill the remaining term of the vacant position.

4.2 Annual Meeting. An Annual Meeting of the Board of Directors shall be held on the Saturday immediately preceding Memorial Day of each year (immediately following the Annual Meeting of the Members), at 4980 E Walker Rd, Prescott, Arizona. The purpose of the meeting is for the Directors to chose Officers for the ensuing year and to transact such other business as may properly come before the Annual Meeting of the Board of Directors. The Officers so chosen shall serve for one (1) year.

4.3 Regular Meetings. Regular Meetings of the Board of Directors should be held monthly on the second Saturday of the month at Road 4980 E. Walker Road, Prescott, Arizona. Notice of the meeting agenda shall be provided a minimum of five (5) days in advance of the monthly scheduled meeting of the Board of Directors. Notice of these regular meetings should be by email to the WFPA Email list and posted on the Fire Station red bulletin board. All in the community are invited to attend the monthly Board of Directors meetings. However, since it is a Board of Directors Meeting, not a meeting of the community Members, the input shall be at the discretion of the Board of Directors.

4.3.1 Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting states that such Board Members attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.4 Special Meetings. Special Meetings of the Members of the Board of Directors may be called by:

4.4.1 the chairman of the Board of Directors; or

4.4.2 the Fire Chief; or

4.4.3 a request signed by a majority of the members of the Board of Directors then in office.

Such a meeting shall be held at 4980 East Walker Road, Prescott, Arizona.

4.5 Notice of Special Meetings.

4.5.1 Notice of a Special Meeting of the Board of Directors shall be given to the Members of the Board of Directors at least five (5) days prior thereto by written notice delivered personally or sent by mail, email or facsimile to each Director at his/her address as shown by the records of the Association.

4.5.2 Notice of a Special Meeting of the Board of Directors shall be given to the Members in the manner described above.

4.5.3 Any Director may waive notice of any Special Meeting of the Board of Directors. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting states that such Board Members attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.5.4 The business to be transacted at any Special Meeting of the Board of Directors must be specified in the Notice or waiver of notice of such meetings, unless it is specifically not required by law or these bylaws. Any action taken at a Special Meeting of the Board of Directors must be documented in minutes presented at the next regularly scheduled Meeting of the Board of Directors.

4.6 Meeting. Monthly Meetings and Special Meetings of the Board of Directors may be held in person and/or by means of conference communications equipment ( e.g. internet, Skype, telephone, etc) by means of which all of the Members of the Board of Directors who are participating in the meeting can hear and talk to each other. Participation in a

Monthly Meeting and/or Special Meeting pursuant to this section shall constitute “presence in a person” by a Member of the Board of Directors, at such meeting.

- 4.7 Waiver. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting states that such Board Members attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
- 4.8 Quorum A majority of the Board of Directors at the time in office shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of a majority of the Directors present at the time of the meeting shall be the act of the Directors except otherwise provided herein or by the Articles of Incorporation or law.
- 4.9 Action by Resolution A resolution in writing, signed by all the Members of the Board of Directors, with a majority of the Members of the Board of Directors voting favorably (unless a greater number is required by another section of these bylaws, the Articles of Incorporation or State law) shall be deemed to be action by such Board of Directors to the effect therein expressed with the same force and effect as if the same had been duly passed by the same vote at a duly convened Board of Directors Meeting, and it shall be the duty of the Secretary of the Association to record such resolution in the minute book of the Association under its proper date.
- 4.10 Chairman of the Board. The members of the Board of Directors shall elect, by a majority vote, one of its’ Members to serve as President who will also serve as Chairman of the Board.
- 4.11 Compensation
- 4.11.1 The Members of the Board of Directors of the Association and all members of committees shall serve without compensation except as may be determined by the majority vote of the Members at the Annual Meeting of the Members.
- 4.11.2 The officers of the Association shall serve without compensation except as may be determined by the majority vote of the Members of the Board of Directors.
- 4.12 Removal of Member of the Board of Directors. A Member of the Board of Director shall be subject to removal at any time, with or without cause, by an affirmative vote of all of the other Members of the Board of Directors then serving at a meeting of the Members of the Board of Directors called and noticed for said purpose.

## **ARTICLE V**

### **Officers**

- 5.1 Executive. The Officers of the corporation shall be a President, one or more Vice-President(s), a Secretary, one or more assistant Secretaries, a Treasurer, one or more Assistant Treasurers, a Fire Chief, one or more Assistant Fire Chiefs, and such other Officers as the Board of Directors may decide. Any two or more offices may be consolidated and held by one person other than the office of Fire Chief. Other than the President, the Officers need not be members of the Board of Directors. Ideally, they will not be.
- 5.2 President. The Chairman of the Board of Directors shall also serve as President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members and of all Meetings of the Board of Directors. The President shall sign and execute all authorized contracts or other obligations in the name of the Association. The President shall have the power to vote, for and on behalf of the Association, any shares which the Association owns in another entity corporation, e.g., limited liability company, etc. and, with the Secretary, and Treasurer shall sign all bank signature cards and income tax returns of the Association. Additionally, the President shall do and perform such other duties as from time to time may be assigned to the President by the Board of Directors.
- 5.3 Vice-President(s). The Vice-President(s) shall have the powers and duties of that office as assigned, or limited by, a majority vote of the members of the Board of Directors. e.g., Vice-President in charge of facilities, Vice President in charge of fund raising, etc.
- 5.4 Treasurer.
- 5.4.1 The Treasurer, and any Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, have check signing authority, receive and give receipts for moneys due and payable to the Association, from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories, as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and Assistant Treasurer and such other duties as the President of the Board of Directors may assign to the Treasurer and Assistant Treasurer from time to time.
- 5.4.2 If the Board of Directors requires, the Treasurer and any Assistant Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Board of Directors may require a background check on officers with check writing authority on any financial accounts
- 5.4.3 An outside organization may be used to provide accounting services as deemed necessary by the Treasurer and approved by the Board of Directors.

- 5.5 Secretary. The Secretary shall keep the minutes of all proceedings of the Meetings of the Board of Directors and the minutes of all meetings of the Members. The Secretary shall attend the giving and serving of all notices for the Association and, when directed by the President, shall execute in the name of the Association all contracts authorized by the Board of Directors and shall affix the seal (if any) of the Association thereto. The Secretary shall have charge of the membership records and list of Members and other such books and papers of the Association. Additionally, the Secretary shall, in general, perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors.
- 5.6 Fire Chief. The Board of Directors, by an affirmative vote of a majority of the Members of the Board of Directors shall appoint or hire, a Fire Chief.
- 5.6.1 The Fire Chief shall serve at the pleasure of the Board of Directors. It has been the experience of the WFPA that it is best to not change Fire Chiefs during the fire season, roughly April through October of each year.
- 5.6.2 The Fire Chief shall be in charge of the day to day operations of the fire department. The Fire Chief shall be in charge of the recruiting of volunteers, certification training and readiness.
- 5.6.3 The Fire Chief cannot be a member of the Board of Directors.
- 5.6.4 The Fire Chief will have a voice, but not a vote at the meetings of the Members of the Board of Directors. The Fire Chief is expected to attend each Annual and Monthly Meeting of the Members of the Board of Directors and the Annual Meeting of the Members.
- 5.6.5 The Fire Chief, subject to the budget adopted by the members of the Board of Directors, shall be responsible for:
- 5.6.5.1 procurement and fabrication of equipment and supplies;
- 5.6.5.2 proper operations, maintenance and care of the fire fighting vehicles, equipment, supplies, buildings and grounds,
- 5.6.5.3 fire department communication equipment.

**ARTICLE VI**  
**Amendment**

- 6.1 Amendment. These bylaws may be altered, amended or repealed, or new bylaws may be adopted, only by a two thirds (2/3) vote of the Members as more fully set out in the Articles of Incorporation.

## **ARTICLE VII Committees**

- 7.1 Committees. The Board of Directors by resolution adopted by an affirmative vote of a majority of the Members of the Board of Directors then in office, may create (and terminate) one or more Committees and appoint ( and remove) a Chairperson or Co-chairperson for each such Committee.
- 7.2 Purpose of Committees. The Board of Directors may create Committees for any purpose or purposes, which Committee shall have such powers as shall be specified in the resolution of appointment and shall exist for a period as specified in the resolution. If no time limit is so specified, the Committee shall exist until the next Annual Meeting of **the** Members. Each Committee may consist of:
- 7.2.1 only Members of the Board of Directors; or
  - 7.2.2 one or more Members of the Board of Directors and other Members of the Association; or
  - 7.2.3 Only Members of the Association, i.e., no Members of the Board of Directors is on the Committee
  - 7.2.4 Any person appointed by the Board of Directors with special expertise or experience that can improve the WFPA
- 7.3 Committee Guidelines and Membership. These Committees will not have and/or exercise the authority of the Board of Directors in the management of the Association. . Committee members shall be recruited by the Committee Chairperson and be approved by the Board of Directors. The Committee Chairperson will establish the goals of the committee which goals will be approved by the Board of Directors. Any Committee member may be removed by the Committee Chairperson or by the affirmative vote of a majority of the Members of the Board of Directors whenever, in their judgment, the best interests of the Association shall be served by such removal. The Chairperson of the Board of Directors will be an ex-official member of all Committees, except the nominating Committee.

- 7.4 Rules. Each Committee may adopt rules for its own governance not inconsistent with State Law, the Articles of Incorporation, these bylaws or with rules that the Board of Directors adopt.
- 7.5 Vacancies. Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 7.6 Nominating Committee. A Nominating Committee consisting of five (5) Members shall be appointed by the Board of Directors. The Nominating Committee shall nominate one or more candidates for each upcoming vacancy on the Board of Directors, and with the consent of the nominees, shall report these nominations to the President in sufficient time to be included in the Notice of the Annual Meeting of the Members. In addition, one Member of the Nominating Committee, elected Chairperson of the Nominating Committee by the Members of the Nominating Committee, shall call for nominations from the floor for upcoming vacant Board of Directors positions at the Annual Meeting of the Members.

## **ARTICLE VIII**

### **Deposits of Funds/Conflicts of Interest**

- 8.1 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such bank(s), trust companies or other depositories as the Board of Directors may select.
- 8.1.1 Any Director of the Board must abstain from any vote that would result in a personal gain and/or results in a conflict of interest for that Director.
- 8.1.2 To the extent permitted by law, the Directors and officers of the Association shall not be prohibited from serving as Director or officer, even though they may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Association. Any contract, transaction or act on behalf of the Association in a manner in which the Directors or officers are personally interested as Members, Directors or otherwise shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Association's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the Association if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under any section of the Internal Revenue Code of 1986 as amended, and its regulations.
- 8.1.3 In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction or other action.

8.2 Each year, the new Board of Directors will adapt a new Budget as soon as is practical.

8.2.1 the WFPA will continue to operate using the previous year's budget until a new budget is approved.

8.3 Non Budget Expenditures:

8.3.1 Under seven hundred fifty (\$750) dollars can be made by the Fire Chief and President; or

8.3.2 Emergency expenditures can be authorized by the President but not over two thousand dollars (\$2,000.00) when such emergency expenditure must be completed before the Board of Directors can be notified,

8.3.3 Such emergency expenditures authorized by the President, must be reported at the next monthly meeting of the Members of the Board of Directors.

## **ARTICLE IX Books, Records, and Property**

9.1 Books and Records. The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Meeting(s) of Members and Board of Directors Meetings and those committees ordered to keep minutes by the Board of Directors, if any. Any Member, or his agent or attorney, may, for any proper purpose, inspect the books and records of the Association at any mutually agreeable reasonable time.

9.2 Property. Any property of the Association of the value of five hundred dollars (\$500.00) or greater, but not over two thousand dollars (\$2,000.00), shall not be abandoned or destroyed unless approved, in advance, preferably in writing, by the President. Such action must be reported at the next monthly meeting of the Members of the Board of Directors.

9.2.1 Any property of a value of over two thousand dollars (\$2,000.00) shall not be abandoned or destroyed unless approved in advance by the affirmative vote of a majority of the Members of the Board of Directors.

## **ARTICLE X Fiscal Year**

10.1 Fiscal Year. The fiscal year of the Association shall begin on the first day of June and end on the last day of May in each year.

- 10.2 Financial Examination. A financial review shall be conducted by the Board of Directors or by an Audit Committee appointed by the President and approved by the Board of Directors after the books are closed on May 31 of each year. The results thereof shall be reported to the Board of Directors not later than the regular September Board meeting. Upon a vote of a majority of the Board of Directors, an outside Certified Public Accountant may be hired to conduct a review or audit.

## **ARTICLE XI Waiver of Notice**

- 11.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII Seal**

- 12.1 Design. The Association may have a seal. If it does, the seal shall have inscribed thereon the name of the Association. Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced. The Secretary shall be in charge of the seal. It shall be used as directed by the Board of Directors.

## **ARTICLE XIII Gifts**

- 14.1 Donations and Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association, so long as doing so does not affect the non-profit status of the Association.
- 14.2 The following three (3) provisions must be in the Articles/bylaws of a 501(c)(3) non-profit corporation. Thus, they are included here as follows:
- 14.2.1 “The purpose of the Association is to engage in any lawful activity for which non-profit corporations may be organized under the laws of the State of Arizona, as may be amended from time to time, except that said Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualifying under Section 501(c)(3) of the Internal revenue Code of

1986, as amended, or the corresponding provisions of any future United States Internal Revenue Laws.”

14.2.2 “No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or the private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Association shall not carry on any other activities not permitted to be carried on:

14.2.2.1 by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of the United States (or the corresponding provision of any future United States Internal Revenue Law(the “IRC”)); or

14.2.2.2 by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of the United States (or the corresponding provision of any future IRC. The Association will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the IRC. The Association will not:

14.2.2.2.1 engage in any act of self-dealing as defined in Section 4941(d) of the IRC;

14.2.2.2.2 retain any excess business holdings as defined in Section 4943(c) of the IRC;

14.2.2.2.3 make any investments in a manner as to subject it to tax under Section 4944 of the IRC; and

14.2.2.2.4 make any taxable expenditures as defined in section 4945(d) of the IRC.

14.2.3 “Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all its assets exclusively for the purposes of the Association, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code

of 1986, as amended (or the correspondence provision of any future IRC) in such a manner as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Association is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose”.

APPROVED by the Members on (DATE), 2015

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Secretary of the Association

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