

**BYLAWS**  
**of**  
**PINE/STRAWBERRY FUEL REDUCTION, INC.**

**ARTICLE 1: NAME OF CORPORATION / MISSION / VISION STATEMENT**

- 1.1 Name: The name of this Corporation is Pine/Strawberry Fuel Reduction, Inc.
- 1.2 Mission Statement: Reduce the risk of catastrophic fire in and around the Rim Country communities of Pine and Strawberry.
- 1.3 Vision Statement: To stimulate public understanding, acceptance, and the capacity to reduce fuel sources in and around the communities of Pine and Strawberry.
- 1.4 Specific Objectives:
  - a. Fuels Reduction through operation and maintenance of the Pine Brush Pit and community Firewise awareness.
  - b. Public Education through community events such as the annual Firewise Day, Fire on the Rim Mountain Bike Race and Pine Trail Run; Operation of a Firewise trailer; Development of an interpretive trail at the Pine Trailhead; Firewise awareness signage posted throughout the communities of Pine and Strawberry; Website and social media posts; Direct mail to property owners about wildfire risks and how to protect their homes; Seasonal fire restriction signage.
  - c. Development of a network of sustainable hiking, biking, and equestrian trails to improve forest health and watershed conditions in Arizona's forest through vegetation management.
  - d. Partner with public and private entities to achieve mutual goals of fuels reduction, Firewise education, and forest health.

**ARTICLE 2: OFFICES / FISCAL YEAR**

- 2.1 Known Place of Business / Statutory Agent: The known place of business and statutory agent of the Corporation shall be as designated from time to time by the appropriate filing by the Corporation in the office of the Corporation Commission of the State of Arizona.

- 2.2 Other Offices: The Corporation may also have offices at such other places within the State of Arizona, as the Board of Directors (the “Board”) may from time to time determine or the business of the Corporation may require.
- 2.3 Fiscal Year: The fiscal year of the Corporation shall be the calendar year.

### **ARTICLE 3: EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

- 3.1 This Corporation is organized exclusively for charitable, educational, and/or scientific purposes, including, for such purposes, the making of distributions to Corporations that qualify as exempt Corporations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 3.2 No part of the net earnings of the corporation shall be used to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 in Article One.
- 3.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 3.4 Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### **ARTICLE 4: MEMBERS**

- 4.1 The Members: The membership of the corporation shall consist of the members of the Board of Directors.
- 4.2 Membership shall be open to all persons who own property in Gila County and who have an interest in the purpose of this organization.
- 4.3 Membership shall be granted upon a majority vote of the board.

### **ARTICLE 5: MEETINGS**

- 5.1 Place of Meetings: The Board may hold its meetings in such place or places within the State of Arizona as the Board may from time to time determine.
- 5.2 Regular Meetings: Regular meetings of the Board may be held without notice at such times and places as may be designated from time to time by resolution of the Board and communicated to all Board members.
- 5.3 Special Meetings: Special meetings of the Board shall be held whenever called by the President or any two members of the Board of Directors.

## **ARTICLE 6: THE BOARD**

- 6.1 Management: The Board, subject to the restrictions imposed by law, the Articles of Incorporation, or these Bylaws, shall manage the official, legal business and property of the Corporation.
- 6.2 Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is an officer of the corporation, director, committee member, or volunteer. The Corporation shall provide a bond for the office of treasurer.
- 6.3 Number of Board Members and Election Term: The number of voting Board members shall consist of seven (7) persons. The Board shall consist of the following: President, Vice President, Secretary, Treasurer, and three (3) Directors. Board members may sit on the Board for an unlimited number of terms. All members of the Board of Directors must be approved by a majority vote of the members. All Board members shall comply with the PSFR Conflict of Interest policy and shall sign a Conflict of Interest agreement upon being voted onto and accepting appointment to the Board.
- 6.4 Vacancies: Any vacancy occurring on the Board may be filled by a majority vote of the Board. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present. Applicants will be solicited from the Board, Advisory Council and general members. The elected applicant will take the Board position immediately after voting.

Resignation: Any member of the Board may resign by giving written notice to the President. Such resignation shall take effect at the time specified therein, or immediately if no time is specified.

Failure to Attend: Failure to attend three (3) unexcused consecutive meetings may result in removal from the Board.

Other: Death, insanity or sells property and/or moves out of Gila County

Removal: Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by a majority vote

of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

- 6.5 Quorum: Majority Vote: At all meetings of the Board a majority of four (4) Board members shall constitute a quorum for the transaction of business. The act of majority of the Board members present at a meeting at which a quorum is in attendance shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.
- 6.6 Procedures: Minutes: At meetings of the Board, business shall be transacted in such order as from time to time the Board may determine. The President, or in the President's absence, the Vice President shall preside at the meeting. The Secretary shall prepare minutes of the meeting, which shall be placed in an electronic file folder and posted on the [psfuelreduction.org](http://psfuelreduction.org) website following board approval. A hardcopy of the minutes may also be filed in a book of the Corporation.
- 6.7 Compensation and Conflict of Interest: Board members shall receive no compensation. Board members may be compensated for actual out of pocket expenses if the Board specifically authorizes such expenses in advance.

The purpose of the conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

All Board members shall comply with the PSFR Conflict of Interest policy and shall sign a Conflict of Interest agreement upon being voted onto and accepting appointment to the Board.

- 6.8 Authority: The Board shall have authority regarding the following:
- a. Amending, altering or repealing the Articles of Incorporation;
  - b. Appointing or removing any member of the Board or any officer of the Corporation;
  - c. Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore;
  - d. Overseeing the execution and completion of projects

## 6.9 Board Member Responsibilities:

Board members define the nonprofit's mission, govern its overall leadership, determine how it meets its goals, and ensure that the nonprofit has enough resources to accomplish its work as a sustainable entity. Specific responsibilities include:

- Understand the organization's mission, policies, programs, and needs; follow the organization's bylaws, policies, and board resolutions
- As a board member, approve PSFR's annual budget, audit reports, and material business decisions being informed of, and meeting all, legal and fiduciary responsibilities
- Prepare for, attend, and conscientiously participate in at least 75% of board meetings and appropriate committee meetings; review agenda and supporting documents prior to meetings
- Stay informed about committee matters, prepare well for meetings, and review and comment on minutes and reports
- Review outcomes and metrics created by PSFR for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics
- Serve as active advocate and ambassador for the organization and fully engage in identifying and securing the financial resources and partnerships necessary for the organization to advance its mission
- Actively serve on at least one committee and offer to take on special assignments (e.g., grant application management, social media or other project management duties as assigned)
- Develop and manage relationships and communications with funders, partners, and other stakeholders
- Ensure PSFR's commitment to a diverse board and staff that reflects the communities PSFR serves

### **Fundraising**

- Identify and cultivate potential donors; meet with potential donors/funders to make a case for funding the organization, answer questions, etc.
- Recruit sponsors, as needed
- Sell tickets to fundraising events
- Participate in activities and special events such as fundraisers and ground breaking ceremonies

6.10 Committee Formation: The board may create committees as needed for purposes such as fundraising events, educational events, public relations, etc. The board chair appoints all committee chairs.

PSFR's Committees are comprised of knowledgeable leaders who use their expertise to help the PSFR Board accomplish its goals. Committees are smaller groups of volunteers with a focus on a particular project or event.

Committee Chairperson: The Committee Chairperson will be knowledgeable of their specific assignment and limit of authority. They will also know when their work is complete and when it's an appropriate time to make final recommendations to the rest of the board. The chair's duties and responsibilities include, but are not limited to the following:

- Serve as a spokesperson between the committee and the PSFR board of directors (BOD) ensuring the BOD is apprised of all committee recommendations and actions; Select a committee Co-Chair to assist with duties in the Chair's absence
- Schedule dates, times and location for committee meetings, coordinating with the BOD and other committee members
- Establish and confirm an agenda for each meeting; Ensure the meeting agenda and relevant documents are circulated to the BOD and members of the committee 3-5 days in advance of the meeting
- Officiate and conduct meetings; Ensure all agenda items are tended to in the allotted time, Ensure meetings are ordered according to the organizations bylaws, including holding meetings in a public place or online via Skype, Zoom, Uber or other free online meeting venue available
- Organize and delegate tasks; Work with committee members to outline a project/event timeline for what is to be accomplished and keep everyone focused and on track; Ensure all step by step processes are documented; Maintain a complete list of all sponsor and vendor contact information and share any potential sponsor contacts with the Board Member in charge of sponsorships for the organization
- Develop a proposed budget and present to the BOD for approval; Apprise the BOD of any recommended or unexpected changes to the budget for re-approval
- Develop and present to the BOD for approval any proposed materials or merchandise to be created for projects or events that promote/reflect the PSFR mission and/or brand
- Provide leadership and ensure committee members are aware of their obligations and that the committee complies with its responsibilities; Coordinate with the business community when indicated

- Ensure there is sufficient time during the meeting to fully discuss agenda items and that discussion on agenda items is on topic, productive and professional
- Ensure documentation of minutes is complete, accurate, and archived in electronic form; Submit minutes to all committee members and the BOD for review and approval
- Thoroughly research and vet subject matters, venues, event/project promotion/advertisement etc. before making recommendations to the full board
- Understand that board member participation in committee meetings does not equate to BOD approval. Formal submission of proposed activities, materials, and merchandise must be submitted to the entire BOD for approval

Volunteers: Volunteer work is important for the individuals and communities served. Volunteers give freely of their time, are crucial to the Corporation, and are highly valued.

PSFR has adopted the “Bruce Trail Conservancy” resource on “Dealing with Difficult Volunteers”:

[file:///F:/Main%20Files/Legal%20Documents/PSFR%20Board/Legal/Dealing\\_With\\_Difficult\\_Volunteers\\_Resource\\_-\\_January\\_2012.pdf](file:///F:/Main%20Files/Legal%20Documents/PSFR%20Board/Legal/Dealing_With_Difficult_Volunteers_Resource_-_January_2012.pdf)

## **Article 7: OFFICERS**

7.1 Number: Election: Term: The Corporation shall have the following officers: president, vice president, secretary, and treasurer.

President and Chair: The president shall be the Chief Executive Officer of the Corporation and possess the following responsibilities:

### **Leadership, governance, and oversight**

- Ensure prudent use of all assets, including capacity, people, and good will
- Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit; not in the best interest of individual board members (or any other individual or for-profit entity)
- Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate mission/vision/objectives
- Develop and implement PSFR’s strategic plan

- Conduct an annual performance evaluation of the BOD; Periodically consult with board members on their roles and help them assess their performance
- Plan, preside over, and facilitate board and committee meetings; ensure that board resolutions are carried out
- Recruitment and nomination of board members whose skill sets will support the nonprofit's mission – a lawyer, an accountant, individuals in the business world, persons knowledgeable in the area of the nonprofit's purpose, or members of the community served by the nonprofit

Vice President/Vice Chair: The vice president shall exercise and perform the duties of the president in the president's absence or in the event of the president's inability to serve and possess the following responsibilities:

**Leadership, governance, and oversight**

- Ensure prudent use of all assets, including capacity, people, and good will
- Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit; not in the best interest of individual board members (or any other individual or for-profit entity)
- Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate mission/vision/objectives
- Be a trusted advisor to the President/Chair as he/she develops and implements PSFR's strategic plan
- Plan, preside over, and facilitate board and committee meetings; partnering with the President/Chair to ensure that board resolutions are carried out

Secretary: The secretary shall maintain minutes of all meetings and possess the following responsibilities:

- Provide notice of meetings and take minutes, ensuring their accuracy; maintain the board's records and archives for future referral by board members or others
- Ensures minutes are distributed to members shortly after each meeting but no later than one week prior to the next meeting
- File Annual Corporation Commission Report in a timely manner and make these reports available for the board's review
- Monitor and respond to PSFR email inquiries or delegate to other board members when indicated



- Plan, preside over, and facilitate board and committee meetings in the absence of the board chair and vice chair

Treasurer: The treasurer shall have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements, and shall deposit all monies and valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board. The treasurer possess the following responsibilities:

- Oversee the management of the financial affairs of the organization, including selecting a bank, reconciling bank statements, managing cash flow and keeping the board apprised of key financial events, trends, concerns, any outstanding bills or debts owed and knowledge about who has access to the organization's funds and assessments of the organization's fiscal health
- Create and maintain systems for ensuring the organization's ongoing solvency; Develop and enforce strong internal controls and financial management policies such as check signing authority, expense reimbursement, credit card usage, and petty cash policies
- Facilitate the preparation of an annual budget, as well as regularly monitor and compare the actual revenues and expenses incurred against such budget
- Understand the particulars of the organization's finances and the applicable laws, which may include laws related to earned income, the unrelated business income tax, appropriate expenditures, and prudent investments consistent with applicable laws
- Complete, or ensure the completion of, required financial reporting forms (including the IRS Form 990) in a timely manner and make these forms available for the board's review; Ensure proper maintenance of financial records and information/tax returns; Have the organization's financials audited whenever required or advisable
- Translate financial concepts and information for board members who do not have financial backgrounds or substantial financial experience; Facilitate and encourage the board's strategic thinking about the short and long term financial vitality of the organization in relation to its advancement of the organization's mission
- Work with an Insurance professional to assess and secure appropriate liability insurance for the organization, its equipment, facilities, products, officers, directors, and volunteers; Conduct an annual review to ensure the most appropriate and cost effective insurance protection is acquired/maintained for the organization

## 7.2 Advisory Council:

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors but who shall have no duties, voting privileges or obligations for attendance at regular meetings of the Board. Advisory Council members may attend meetings at the invitation of a member of the Board of Directors.

Members of the Advisory Council serve at the pleasure of the Board and shall have no authority to act on behalf of or in the name of the Corporation.

Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the PSFR confidentiality policy and shall sign a confidentiality agreement upon being voted onto and accepting appointment to the Advisory Council. There shall be no limit on the number of members of the Advisory Council.

## **ARTICLE 8: AMENDMENT OF BYLAWS**

- 8.1 Amendment: Proposed changes shall be submitted in writing to the Board for review and recommendations. The proposed amendment(s) shall be distributed in writing to the Board members before voting. These bylaws may be amended at any regular meeting of the Corporation by a vote of five (5) Board members present at the meeting.
- 8.2 Term of Review: These Bylaws may be reviewed and revised as necessary. However, at an interval of no less than three (3) years, a committee appointed by the Board must review them.
- 8.3 Governmental Authority: All revisions to these Bylaws shall be submitted to the appropriate governmental authorities as required by the laws governing non-profit organizations as now exist or as may be hereafter amended.
- 8.4 Invalid Provisions: In the event any provision in these Bylaws is deemed for any reason to be invalid, the other provisions shall not be affected thereby.
- 8.5 Headings: The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of the Bylaws.

The undersigned, the secretary of the Corporation, hereby certifies that the foregoing Bylaws were established by the Board members of the Corporation as of the 6th day of March 2020.

Brenda R. Darling Secretary

Mike Brandt President

Original Bylaws: 11-27-07

Amended: 3-30-11; 03-06-20