

BYLAWS
CROWN KING COMMUNITY ASSOCIATION, INC.

PREAMBLE: The CROWN KING COMMUNITY ASSOCIATION, a non-profit association under the laws of the State of Arizona, is organized exclusively for charitable, educational and scientific purposes to maintain and enhance rural lifestyles, natural resources, economic values and health and safety issues within the unincorporated Crown King postal area of Yavapai County and the associated transportation corridors. The Association shall act to provide one voice for the community when working with officials of Yavapai County, the surrounding communities, the Forest Service, and other areas of State, Federal and local government agencies.

ARTICLE I **LOCATION**

The principal office of the association will be at such place in the Crown King postal area of Yavapai County in the State of Arizona, as may be fixed from time to time by the Board of Directors.

ARTICLE II **STRUCTURE**

Members shall have the right of control over the association. A Board of Directors elected by the members shall manage the affairs of the association. The President and Vice-President positions shall be filled from the Board of Directors. The Directors may also establish committees and appoint committee members; inclusive of the Secretary, Public Information Officer and Treasurer positions.

ARTICLE III **LIABILITY LIMITATIONS**

Pursuant to Arizona Revised Statutes, the members of this association are not liable for the debts, obligations, or liabilities of the association.

ARTICLE IV **MEMBERSHIP**

1. Qualifications for Membership - Any person who is at least eighteen years of age and is a resident or property owner with a physical address within the Crown King 86343 postal zip code area; an unincorporated area of Yavapai County in the State of Arizona, is qualified to be a member of the association. Seasonal employees are exempted.
2. Membership Rights - "Member", as used in these Bylaws, means any person who meets the membership qualifications and whose dues are paid and current. All members shall have and enjoy the rights of membership equally, which shall include voting and participation in the activities of the association.
3. Annual Membership Verification – an "Application for Membership" shall be made annually on a form provided by the Board of Directors; and shall be accompanied by dues for the current year. The application shall provide the applicable data qualifying the person for membership.
4. Dues – Membership dues shall be a minimum of \$10.00 per person per standard calendar year. Continuing Membership Dues are payable in January, and expire December 31st. Initial Membership Dues will be paid on initial membership and will be good until December 31st of that year. Any change in dues must be approved by a vote of the membership at the annual meeting.

5. Regular Meetings – Regular community meetings will be held quarterly in January, April, July and October at a place determined by the Board of Directors.
 - a. Purpose – The Board of Directors will plan and conduct the meetings to provide a forum for discussion of community issues.
 - b. Meeting Notice – Notice of quarterly community meetings will be given via email and posted on bulletin boards and locations within the community.

6. Annual Meeting – The regular meeting in April shall be known as the annual meeting and shall be for the purpose of electing Board members and receiving reports of officers and committees. A financial report summarizing receipts and expenditures for the previous year shall be available for review to the members at each annual meeting prior to voting for directors.
 - a. Quorum - Members present comprising ten percent or more of the total membership shall constitute a quorum.
 - b. Voting – Each member shall have one vote for each director being elected to office. If unable to vote in person, a member may request an absentee ballot. The absentee ballot must be returned to the Board of Directors at least 10 days prior to the vote.
 - c. The agenda of the annual meeting shall be conveyed to the membership a minimum of 30 days prior to the annual meeting via email and local postings.

7. Special Meetings - Special meetings of members shall be held as called by the Board of Directors or by ten percent of the members.

8. Termination of Membership - Any membership shall terminate if dues are not paid. Membership in the association may be terminated by written resignation delivered to the Membership Committee.

ARTICLE V BOARD OF DIRECTORS

1. Composition - the Board will be composed of five Directors as follows:
 - ◆ Two “At Large” positions to be filled by active members of the Crown King Community Association, representing the non-business members.
 - ◆ One “Business” position to be filled by an active member of the Crown King Chamber of Commerce, representing the business owners of Crown King.
 - ◆ One “Road” position to be filled by an active member of the Crown King Road Maintenance Association.
 - ◆ One “Historical” position to be filled by an active member of the Crown King Historical Society.

* Only one immediate family member may be on the Board of Directors at a given time.

2. Nomination – In January of each year, the Board of Directors shall appoint a Nominating Committee of not less than three members, including one director.

At least thirty days before the annual meeting of members, the Committee shall submit to the Board of Directors a list of nominees for the "At Large" Director positions to be voted upon by the members at the annual meeting. Nominations may also be made from the floor at the annual meeting. No person shall be nominated who does not consent to serve.

3. Election & Term – "At Large" Directors shall be elected at the annual meeting of members. One "At Large" Director shall be elected each odd-numbered year and One "At Large" Director shall be elected each even-numbered year to serve terms of two years, which shall commence immediately upon election. Any director who has unexcused absences for three successive meetings of the Board of Directors is automatically removed from the Board of Directors. For the initial election, one "At Large" Director will serve a 3 year term per a coin toss between the two elected "At Large" positions. The "At Large" Director positions will normally be limited to one (1) consecutive term. The "Business, Road and Historical" Director position terms will be per their respective association by-laws, and elections held within those organizations.
4. Vacancies - Any vacancy occurring in the "At-Large" Director positions shall be filled as follows: on election each of the "At Large" Directors will name a substitute Director to attend meetings in their absence. In the event the original elected Director cannot continue to hold office for any reason, the designated substitute shall hold office in their stead for the duration of their term.
5. Meetings - The Board of Directors shall meet immediately following the annual meeting of members to elect officers and handle other organizational matters, inclusive of the appointment of other committee members. The Board of Directors may designate regular meeting times for board meetings, which shall not require notice. Special meetings of the Board of Directors may be called by written request of three or more directors. Not less than five and no more than fifteen days before the special meeting date, each Director shall be mailed or delivered a notice of the meeting place, date, time and purpose.
6. Quorum - A minimum of three directors shall constitute a quorum at a regular or properly noticed meeting of the Board of Directors. A tele-conference meeting is an acceptable meeting form.
7. Voting - Each director shall have one vote on all decisions voted upon by the Board of Directors.

ARTICLE VI OFFICERS

1. President – The president shall preside at meetings of the members and shall perform such other duties as are incident to the office of the president, as properly required or restricted by the Board of Directors.
2. Vice-President – The vice-president shall perform the duties of president upon the president's death, absence, resignation or inability to perform the duties of the office of president.
3. Secretary – The secretary shall be responsible for giving meeting notices, maintaining a corporate minute book, and performing such other duties as

are incident to the office of secretary, as properly required or restricted by the Board of Directors. The secretary maintains documents unless otherwise directed by the Board of Directors, and shall be the custodian of the records required by Arizona Revised Statutes.

4. Treasurer - The treasurer shall have responsibility to see that all funds of the association are deposited into the association's bank account(s) in such bank(s) as the Board of Directors may direct; to the extent that funds are available. The treasurer shall cause the debts of the association to be paid before delinquency; cause records to be made and retained for all financial transactions; and perform such other duties as are incident to the office of treasurer and as properly required or restricted by the Board of Directors.
5. Public Information Officer – the Public Information Officer (PIO) shall be responsible for communications to the public and members, website design and maintenance, and performing such other duties as are incident to the office of Public Information Officer, as properly required or restricted by the Board of Directors.
6. The Board of Directors may choose to rotate the above positions as deemed prudent and necessary depending on the backgrounds and desires of the Board. In addition, the Secretary, Treasurer and Public Information Officer positions may be filled by a Board approved member of the Association; in that event the appointed Secretary or Treasurer would attend meetings, but would not have a Board vote on decisions.

ARTICLE VII COMMITTEES

The Board of Directors may from time to time establish and appoint members to committees as deemed necessary by the Board. At least one director shall serve on each committee.

ARTICLE VIII BOOKS & RECORDS

The directors and officers shall comply with Arizona Revised Statutes, which requires that each nonprofit association keep correct and complete books and records of account, minutes of the proceedings of its members and Board of Directors, and a record of the names and addresses of its members entitled to vote. Each member entitled to vote is permitted to inspect and copy books and records as provided by Arizona Revised Statutes.

ARTICLE IX MISCELLANEOUS

1. Fiscal Year – For accounting and report purposes, the association's fiscal year shall be a standard calendar year.
2. Expenditure/Debt Limitation – No officer, director, committee member, or member shall obtain goods or services or incur any indebtedness on behalf of the association without express authorization by vote of the Board of Directors. No person shall expend any funds of the association or incur any indebtedness without general authorization by vote of the Board of Directors, EXCEPT THAT the treasurer may expend up to \$100 per vendor transaction without the vote of the Board. The Board of Directors shall not expend more than \$1000 per transaction without approval of the majority of the membership in a formal vote.
3. Bank Account(s) – The Board of Directors shall designate at least three officers who shall be signatories on the association's bank account(s), one of whom shall be the Treasurer. The Treasurer shall

maintain Checkbook(s) and bank statement records. Within 90 days following the end of each calendar year, financial records for the prior year shall be placed in the custody of the Secretary for safekeeping and storage for such period of time as legally required.

4. Expense Reimbursement – Directors, officers, committee members or members of the association may be reimbursed for actual expenses incurred on behalf of the association and may be paid for goods or services, only as authorized by the Board of Directors.
5. Indemnification – The Crown King Association shall indemnify any person who incurs any legal expense or liability by reason of the fact he or she is or was an officer, director, committee member, member, employee, or agent of the association in all circumstances in which such indemnification is permitted by law and approved by the Board of Directors.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern business conducted at all meetings of members and the Board of Directors, consistent with these bylaws and Arizona non-profit association statutes.

ARTICLE XI AMENDMENT

The power to alter, amend or repeal the Bylaws of this association or adopt new bylaws is vested in the Board of Directors of this association, EXCEPT THAT such changes must be approved by a vote of two-thirds or more of the members of this association.

These Bylaws are adopted by the undersigned Board of Directors

On the 31st day of January 2009.

Bob Cosburn_____	Board of Directors, At Large
Jay Jusinkas_____	Board of Directors, At Large
Greg Flores_____	Board of Directors, Business
Chuck Bolle_____	Board of Directors, Road
Margaret Henningsen_____	Board of Directors, Historical