

BYLAWS
of
ASSOCIATION for the DEVELOPMENT Of a BETTER
ENVIRONMENT
of
GOLD CANYON, ARIZONA

Article I
General Information

Section 1. NAME

The name of the corporation is ASSOCIATION for the DEVELOPMENT Of a BETTER ENVIRONMENT, INC and is hereafter referred to as A.D.O.B.E.

Section 2. PURPOSE

The purpose of the Association shall be to gather and disseminate to its membership information pertaining to any public, private, governmental, commercial or developmental activities that may affect the present or future character of environment of the community, and to serve as a conduit between those entities and the membership.

Section 3. FISCAL YEAR

The fiscal year of A.D.O.B.E shall be the calendar year, January 1st to December 31st.

Section 4. DEPOSITORY

The Board of Directors is authorized to establish a checking account with a local bank protected by the Federal Deposit Insurance Corporation. Additional accounts such as Money Market Accounts or Certificates of Deposit are also authorized, as the Board deems necessary or useful, for the investment of Association funds; such accounts must also be protected by FDIC.

ARTICLE II
Members

Section 1. MEMBERSHIP

There shall be three (3) classifications of members. (1) Individuals (2) Family (3) Business, Organization or Corporation. Members must live, own property and/or do business within the area.

Class 1 – Individual: Any person recorded as a property owner, or resides within the area of Gold Canyon, or who has an interest in the area of Gold Canyon is eligible to become a member of A.D.O.B.E.

Class 2 – Family: Any two (2) persons in a family unit who has an interest in Gold Canyon.

Class 3 – Business, Organization or Corporation: Any Business, Organization or Corporation doing business in Gold Canyon whose interests are consistent with the principal goals of A.D.O.B.E. as set forth in the Articles of Incorporation shall be eligible for membership.

Section 2. Dues

The Board of Directors shall establish Annual Membership Dues to cover administrative and operational costs of A.D.O.B.E. and other expenses deemed necessary by the Board. Due shall be levied annually. The Board may set varying levels of due for each classification of membership.

ARTICLE III Meeting of Members

Section 1. REGULAR

The regular meetings of the members may be called at any time by the President or by a vote of a quorum of the Board of Directors to inform, advise and update the members of any information or action affecting the Association or its members. The Board of Directors shall designate the location, date and time of such meetings and notify the members in writing at least two (2) weeks in advance of said meeting.

Section 2. ANNUAL

The January regular meeting shall be known as the Annual Meeting and shall be for the purpose of electing Board Members, receiving reports from the officers and committees, and for any other business that may arise. The Board of Directors shall designate the location, date and time of such meetings and notify the members in writing at least two (2) weeks in advance of said meeting.

Section 3. SPECIAL MEETINGS

Special Meetings may be called by the President or by a vote of a quorum of the Board of Directors or shall be called upon the written request of at least ten (10) members of the Association. The purpose of the meeting shall be stated in the call. At least two (2) weeks notice shall be given.

Section 4. QUORUM

The presence at a meeting of no less than ten (10) percent of the members of the Association shall constitute a quorum.

Section 5. VOTING

Members of A.D.O.B.E. current in the payment of dues are eligible to vote. Votes are restricted to:

Class 1: Individual Membership – one vote per person.

Class 2: Family members – Two votes per family unit.

Class 3: Organization, Business or Corporation – one vote per entity.

Written ballots shall be used for the election of Board members; all other issues may be voted by show of hands.

To be eligible to vote at the Annual Meeting, Members must have paid their dues in full prior to voting at the annual meeting.

**ARTICLE IV
Board of Directors**

Section 1. GENERAL DUTIES

The Board of Directors shall hereinafter be referred to as the “Board” – The Board shall be identified as residing within the Census Tract of Gold Canyon and/or Gold Camp. The affairs of A.D.O.B.E. shall be managed by the Board, and the Board shall have the usual powers of a board of Directors of a non-profit membership corporation. The Board shall make all rules and regulations that it deems necessary or proper for the governance of A.D.O.B.E. for the due and orderly conduct of its business affairs and management of its assets consistent with the Articles of Incorporation and Bylaws. Payment of all accounts payable requires authorization of the Board.

Section 2. NUMBER

The affairs of this Association shall be managed by a Board of five (5) Directors.

Section 3. ELECTION AND TERM

At the first annual Meeting the members shall elect one (1) Director for a term of one (1) year, two (2) Directors for a term of two (2) years and (2) Directors for a term of three (3) years; and at each Annual Meeting thereafter the members shall

elect an appropriate number of Board members to fill those terms expiring at that meeting to a term of three (3) years. The candidate or candidates receiving the largest number of votes shall be elected.

In the event of a tie vote, a runoff election between or among the tied candidates will occur and the candidate with the largest number of votes will then be declared the winner.

Election of Board members shall be by written ballot.

Their term of office shall begin at the close of the Annual Meeting at which they are elected.

Section 4. NOMINATIONS

At least six (6) months before the Annual Meeting, the Board shall appoint a member to serve as chairperson of the Nominating Committee. The chairperson will then appoint at least two (2) but not more than five (5) members of the Association to that committee. Current Board members of A.D.O.B.E. may not serve on the Nominating Committee. The Nominating Committee shall submit a list of candidates to the membership. Additional nominations may be made from the floor at the November Meeting by eligible members. If there are no nominations, the vacancy shall be filled by a vote of the current Board of Directors.

Section 5. REMOVAL

Any member of the Board absent from the regular Board meetings without valid reason may be removed from the Board of Directors by a majority vote of the Board. Any member of the Board may be removed the Board with or without cause by a 2/3 majority vote of the membership at any Annual or Regular meeting of its members.

Section 6. VACANCIES

In the event of death, disability, resignation or removal of a Board member, a successor from the membership in good standing and meeting the Board of Directors Qualifications shall be appointed by the remaining Board members to fulfill the unexpired term.

Section 7. MEETINGS

The Board is encouraged to meet monthly but is required to meet at least once each quarter at a location, date and time determined by the Board. Meetings of the Board shall be held when called by the President or by any two (2) Board members, after not less than two (2) days notice to each Board member.

ARTICLE V
Officers of the Board

Section 1. ENUMERATION

The officers of the Board shall be: President, Vice-President, Secretary, Treasurer and Director of Membership.

Section 2. ELECTION AND TERM

The officers shall be elected from the Board membership by the Board members at their first meeting following the Annual Meeting in January. This meeting shall occur within two (2) weeks following the Annual Meeting. The term of office for all officers shall be one (1) year. Board members will elect officers at the beginning of each year.

Section 3. OFFICER VACANCIES

Any vacancy in office shall be filled by the Board by appointment for the unexpired term.

Section 4. DUTIES

The duties of the officers shall be as follows:

A. President

The President shall preside at all meetings of the members and all meetings of the Board; shall be responsible for the usual duties of a general membership non-profit corporation president; shall be an ex-officio member of all committees except the Nominating Committee; and shall be responsible for the preparation of the Annual Report to be presented to the members at the Annual Meeting in January.

B. Vice-President

Shall perform the duties of the President in the absence of the President and shall discharge such other duties as may be required by the Board.

C. Secretary

Shall record the votes; keep the minutes of all Board meetings and General meetings. The Secretary, in co-ordination with the President, shall be responsible for all correspondence of A.D.O.B.E. including news releases.

D. Treasurer

Shall receive and deposit all monies of the Association in appropriate bank accounts; disburse such funds as directed by the Board; establish and maintain, in a current fashion, appropriate cash journals and financial state-

ments; submit quarterly financial statements to the Board; prepare an Annual Financial Statement for the members at the Annual Meeting in January; and be prepared to present the books for audit.

E. Membership Director

Shall be in charge of membership renewals and acquiring new members. The Director shall certify eligibility of the members and maintain current records for all members of the Association together with their addresses. In addition, the Membership Director, with the help of the Secretary, shall be in charge of designing and sending renewal membership forms to all members and prospective members. The Director and the Secretary will coordinate all correspondence with the membership via e-mail.

**ARTICLE VI
Committees**

Committees, standing or special, shall be appointed by the President, as the Association or the Board of Directors shall from time to time deem necessary, to carry on the work of the Association. The President shall be ex-officio member of all committees except the Nominating Committee.

**ARTICLE VII
Books and Records**

The Board shall assure that the books and records of the Association are maintained in a current and orderly manner. Any member of the Association who desires to inspect or review the books and records is entitled to do so.

**ARTICLE VIII
Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

**ARTICLE IX
Amendment of Bylaws**

These Bylaws may be amended at any regular meeting of the Association by a two-thirds (2/3) vote of a quorum of members provided that the amendment has been submitted in writing at a previous regular meeting.

There will be two (2) acceptable methods for amending these Bylaws:

A. Amendment by Member

The member must present the proposed amendment to the membership, in printed form at a regular meeting. There must be sufficient copies of the said amendment to provide a copy to each member present at that meeting.

B. Amendment by Board

1. The Board will review the proposed amendments.
2. The board will then present any appropriate changes to the membership for approval by submitting a printed copy of proposed amendment to each member present at a regular meeting.

**ARTICLE X
Property Rights**

The members of the Association shall have no property rights whatever in the Association or its assets. Upon any dissolution of the Association, all the remaining assets thereof shall be sold and/or distributed to a charitable organization to be selected by the Board.

**ARTICLE XI
Community Awareness**

Communication to the A.D.O.B.E. community will be primarily through the monthly publication of the Gold Canyon Ledger. The A.D.O.B.E. Board will have overall control of its publication.

ADOPTED BY THE BOARD OF DIRECTORS ON January 15, 2009.