

***BYLAWS  
OF THE  
FRIENDS OF THE SAN PEDRO RIVER, INC.***

**ARTICLE I – NAME**

The name of this organization shall be Friends of the San Pedro River (FSPR), Inc., hereinafter called the FSPR.

**ARTICLE II – OBJECTIVE, POLICIES AND STRATEGIC PLAN**

1. Objective. The objective of the FSPR is to advocate and work for the preservation of the natural and cultural resources protected within the San Pedro Riparian National Conservation Area (SPRNCA).

2. Policies.

A. In general, the operational policies of the FSPR, will be set by the Board of Directors (hereinafter called the Board) in accordance with the aims and values of the organization defined in the Strategic Plan.

B. The primary partner organization of the FSPR is the Bureau of Land Management (BLM), the SPRNCA land manager. The FSPR will operate in accordance with BLM regulations and coordinate with the BLM on actions and initiatives.

C. The FSPR will provide services to the public, without discrimination or segregation on the grounds of race, color, religion, national origin, sex, age, disability, or sexual orientation.

D. The FSPR will manage paid and volunteer staff without discrimination or segregation on the grounds of race, color, religion, national origin, sex, age, disability, or sexual orientation.

3. Strategic Plan. The FSPR will develop a Strategic Plan to document the purpose and strategy of the organization. The vision, values and aims of this document will guide all activities of the organization. This will be updated as required by the President, approved by the Board, distributed to the FSPR membership and made available to the public.

**ARTICLE III – MEMBERSHIP**

1. Admission. Membership in the FSPR shall be accepted at any time based on published categories. Members are accepted without discrimination or segregation on the grounds of race, color, religion, national origin, sex, age, disability, or sexual orientation.

2. Categories. The Board shall establish the categories of membership and the dues and benefits for each and shall publish such categories, dues, and benefits in a membership brochure.

3. Payment. Annual dues shall be payable on the last day of the anniversary month. Members shall be notified during the month prior to the payment due date.

4. Standing. Membership in good standing is established by payment of current dues.

5. Removal from membership. Members may be dismissed from the FSPR for conduct that imperils the mission of the FSPR. Removal shall be accomplished by a two-thirds vote of Board members.

#### **ARTICLE IV -- MEMBERSHIP MEETINGS**

1. General Membership Meetings. Only the Board can provide notice of and call meetings of the FSPR.

*A. Annual Meeting.* An Annual Meeting will be held during the first month of the fiscal year. At the meeting, members will receive reports from officers and committees, and conduct any other business that may arise. Electronic distribution (email) will be used to send out notice of the meeting, but members may request mailed notice instead. Results of the Annual Election of Board members will be announced at the Annual Meeting.

*B. Additional General Membership Meetings.* Membership Meetings may be called by the Board at their discretion or by a written request by 10 per cent of the members of the FSPR. The purpose of the meeting shall be stated in the notice. No other business, except that provided for in the notice, shall be conducted.

2. Membership Meeting Quorum. The members in attendance at a Membership Meeting shall constitute a quorum.

#### **ARTICLE V-- BOARD OF DIRECTORS**

1. Qualifications. Each Director shall be an active member, in good standing, willing to perform duties as prescribed by Section 6 of this Article. Unexcused absence from two successive properly scheduled meetings may result in removal from the Board, and the vacancy shall be filled in accordance with Section 5 of this Article.

2. Number. The Board shall be composed of no fewer than 5 and no more than 9 elected Directors.

3. Nominations and Elections.

*A.* Only those persons who have consented to serve if elected shall be nominated to a Director position.

*B.* The Board shall nominate at least one candidate for each Director position that will become vacant that year. A ballot will consist of a list of candidates and a space for a write-in candidate.

*C.* Only members in good standing will be eligible to vote. The President shall obtain a list of eligible members and ensure that ballots are sent only to those members eligible to vote.

*D.* Balloting shall be by mail or by electronic ballots. Electronic ballots shall provide a secure form accessible from a web browser over the Internet and shall be sent not less than twenty-one (21) days prior to the end of the fiscal year. Ballots sent by mail shall be sent separately or enclosed within a newsletter not less than twenty-one (21) days prior to the end of the fiscal year. Ballots sent by mail may be a postcard, or another form with a return envelope, addressed to the FSPR.

*E.* The FSPR must receive ballots by the date indicated, and not less than five (5) days prior to the end of the fiscal year. The President, or his/her designated representative, shall announce the results of the election to the membership at the Annual Meeting. New Directors will be notified directly and informed of the time and date of the next Board Meeting.

*F.* The Directors shall assume their duties at the first Board Meeting of the fiscal year.

4. Terms of Office. Directors shall be elected on a staggered basis of three (3) each year and serve a three (3) year term.

5. Vacancy in Office. The Board shall fill any vacancy resulting from a term not completed.
6. Duties. The Board shall:
  - A. Be vested with the general management of the affairs of the FSPR.
  - B. Adopt Administrative Procedures that are not in conflict with the Bylaws.
  - C. Approve any committee or committee chairperson created/appointed by the President.
  - D. Fix the hour and place of meetings.
  - E. Fill any vacancies in offices as they occur.
  - F. Conduct any other such business as may be referred to it by the FSPR.
  - G. Have the right to talk to employees and volunteers in order to exercise general oversight of FSPR actions. However, (except in the case of urgent circumstances) Board Members should refrain from giving work assignments to employees unless authorized by the President or by a vote of the Board.
  - H. Approve written job descriptions for each position occupied by a paid employee.
  - I. Approve the FSPR Strategic Plan.
  - J. Approve the Annual Budget and Annual Work Plan for the coming year at the start of each fiscal year. Authorize significant variances to these documents during the year of execution.
  - K. Review and approve quarterly reports and an annual organizational report.
7. Meetings. The Board shall meet once a quarter. Notice of the time and place of any meeting of the Board shall be given at least three days prior to the meeting. Other meetings may be called by the President as needed.
8. Board Meeting Quorum. Five members, or a simple majority of the Board, shall constitute a quorum.
9. Ex-officio Members. Ex-officio members are encouraged to attend and participate in all meetings (except Executive sessions for specific issues), but may not make motions or vote. They may serve on all committees, except the Nominating Committee or when specifically prohibited by these bylaws or other Administrative Procedures. The Recording Secretary and the Treasurer, shall be ex-officio members of the Board (if not members of the Board).
10. BLM. BLM representation (Bureau Liaison/Assistance Representative, or other designated representative) is encouraged at FSPR Board meetings. BLM opinions are requested, as is input and information on on-going, planned, or completed BLM activities and priorities.
11. Removal from the board. Members of the Board may be dismissed from the Board for conduct that imperils the objective or policies of the FSPR. Removal shall be accomplished by a vote in which two thirds of Board members vote for removal. The Board shall fill any resulting vacancies, including those of officers.

## **ARTICLE VI – COMMITTEES**

1. Standing Committees. The FSPR will maintain standing committees as required. The President will recommend the establishment of standing committees to the Board. Standing committees will be activated and deactivated by vote of the Board. Standing Committees will be dissolved upon vote of the Board.

2. Ad Hoc Committees: The President may establish additional ad hoc committees with after-the-fact concurrence of the Board. Ad hoc committees shall be dissolved upon completion of their assigned task(s) or vote of the Board.

3. Committee Operation:

A. All committees will develop written operational procedures that define their mission, meetings, leadership and goals. This will be submitted to the Board for approval as soon as possible.

B. All committees will provide monthly and quarterly status reports to the Board that describe issues and progress toward meeting goals. The format and method of reporting will be defined by the Board.

4. Budget and Work Plan. The President will direct preparation of an Annual Budget and Annual Work Plan that will be approved by the Board. The Board may approve variances from the work plan. These documents will provide general guidance on goals and resources for all committees.

5. A Nominating Committee is an ad hoc committee created the Board as required to identify candidates for all offices. Its members will select a chairperson. Formation of and membership in this committee will be proposed by the President and approved by the Board.

## ARTICLE VII – OFFICERS

1. Officers. The Officers of the corporation shall consist of the President, Vice President, Recording Secretary, and Treasurer.

2. Election.

A. At the first Board meeting of the fiscal year, the incoming Board shall meet in executive session and elect a President and Vice President from their own number to serve for one year (that is: until the election of a new President at the first Board meeting of the following fiscal year). A President shall normally be limited to serving three consecutive terms of one year each as President and may be reelected after a lapse of one or more years. The Board may approve additional terms of office for the President.

B. The Board shall appoint a Recording Secretary, and Treasurer for an unspecified term of office to serve at the pleasure of the Board.

3. Duties of Officers. These Officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the FSPR.

A. The President shall:

1) Be the executive officer of the FSPR.

2) Preside at meetings of the FSPR and the Board.

3) Be an ex-officio member of all committees, except the Nominating Committee.

4) Create Special committees not provided for and assign their duties with the approval of the Board.

6) Be responsible for hiring and supervising all employees. (This responsibility may be delegated to other Board members or employees as warranted.)

7) Provide each employee of the FSPR with an annual interview relative to job performance and a written appraisal of such performance.

B. The Vice President shall:

- 1) Assist the President.
  - 2) Assume the duties of the President in his/her absence.
- C. The Recording Secretary shall:
- 1) Keep the minutes of the meetings of the FSPR and the Board.
  - 2) Ensure records and files are maintained.
- D. The Treasurer shall:
- 1) Develop and track the execution of an Annual Budget, presenting a monthly report to the President that becomes part of the Quarterly and Annual FSPR Reports.
  - 2) Be custodian of the funds of the FSPR and maintain appropriate financials records.
  - 3) Approve payments as directed by the FSPR and the Board.
  - 4) Ensure that the Board adheres to its financial policies and procedures.
  - 5) Act as the Statutory Agent as required by Arizona & US corporate regulations.

### **ARTICLE VIII -- BUREAU OF LAND MANAGEMENT**

1. FSPR's activities shall be reviewed and approved by the Bureau. The BLM will review and comment on FSPR policies.
2. The SPRNCA Manager appoints and removes the Bureau Liaison/Assistance Representative.
3. The Bureau Liaison/Assistance Representative), in support of the FSPR, shall:
  - A. Interpret and enforce the policies of the Bureau as they pertain to the FSPR.
  - B. Serve as the primary contact between the Bureau and the FSPR.
  - C. Inform the FSPR of relevant policies and guidelines established by the Bureau.
  - D. Not hold office.
  - E. Oversee activities of the FSPR.
  - F. Perform all functions designated by the Bureau.
  - G. Consider other duties as requested by the FSPR.
4. Bureau policy states that employees are not authorized to volunteer their services. Bureau employees' family members may volunteer; however, the related employee's next higher authority must approve their volunteer agreements.

### **ARTICLE IX -- PARLIAMENTARY POLICIES**

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

### **ARTICLE X -- AMENDMENT OF BYLAWS**

These Bylaws may be amended by mail or electronic communication, using a secure form accessible from a web browser over the Internet, in conjunction with an election, at a Special Membership meeting, or at any Annual Meeting by a two-thirds (2/3) vote of responding or attending members in good standing, provided that the amendment has been submitted to the membership at least 21 days prior. Proposed amendments may be submitted by members and/or the Board for vote by the membership with the requisite notice.

### **ARTICLE XI -- STANDING RULES**

1. The Board may establish additional Standing Rules as Administrative Procedures in accordance with Article V, Section 6, paragraph B. Standing committees will establish rules for their operation, also in accordance with this document, with review and approval of same by the Board .
2. Members shall not give out for publication news items or information purporting to represent the views of the FSPR without permission from the President. Members also shall not give out for publication news items or information about BLM or using the BLM Logo without consent of the Bureau Liaison/Assistance Representative.
3. The FSPR shall not act as a fund-raising agent for other organizations.
4. The FSPR shall not reimburse any member for expenditures more than \$250 made on its behalf without the prior consent of the Board. The President is authorized to make and approve expenditures up to \$250, when needed, without prior approval but must report such expenditures to the Treasurer within 10 days.
5. The FSPR shall not reimburse any member for expenditures made on its behalf without an official receipt.
6. The Treasurer, President, Vice President, and designated Directors shall have signature authority for signing all FSPR checks. Debit cards will be used in accordance with FSPR fiscal policies.
7. The FSPR shall not give or sell its membership list to any organization.
8. The FSPR's fiscal year will coincide with the Bureau's fiscal year.

#### **ARTICLE XII -- OFFICES**

The principal office of the FSPR for the transaction of its business is located in Cochise County, Arizona.

#### **ARTICLE XIII -- PAID EMPLOYEES OF THE FSPR**

1. The FSPR may create paid positions to perform tasks in support of the goals and operational necessities of the organization.
2. The President will supervise paid employees of the organization. This includes establishing job criteria, recruitment and selection of employees, annual evaluation and recommendations to the Board on pay and performance awards. The President is also responsible for discipline and removal of employees.
3. Funding for the salaries of FSPR employees must be documented and approved each year by the Board as part of the Annual Budget. Adequate funding to cover salaries must be demonstrated at the start of each fiscal year and reviewed at each quarterly meeting by the Board.

ADOPTED. August 19, 1987  
(Signed) Harry R. Woodward

AMENDED. September 24, 1988 (ART. III, V, VI, VIII, XI, & XII)  
(Signed) Len Roberts

AMENDED. September 22, 1990 (ART. III, IV, & XI)  
(Signed) Dorothy A. Rhodes

AMENDED. September 26, 1992 (ART. VI & VII)  
(Signed) Dorothy A. Rhodes

AMENDED. September 26, 1993 (ART. III, VII, & VIII)  
(Signed) Dorothy A. Rhodes

AMENDED. September 17, 1994 (ART. VI & VIII)  
(Signed) Dorothy A. Rhodes

AMENDED. September 28, 1996 (ART. V, VI, VII, VIII, & IX)  
(Signed) Todd Dosser

AMENDED September 19, 1998 (ART. VI)  
(Signed) Celia Pierce

AMENDED September 25, 1999 (ART. II - XII)  
(Signed) Celia Pierce

AMENDED September 23, 2000 (ART. III, V, & XI)  
(Signed) Jann Weiss

AMENDED September 22, 2001 (ART. IV, V, VII, XI)  
(Signed) Jann Weiss

AMENDED September 12, 2006 (ART. IV, V, VII, XI)  
(Signed) Dutch Nagle

AMENDED September 11, 2007 (ART. IV, V, VII, XI)  
(Signed) Ted Mouras

AMENDED September 2010 (ART II, III, IV, V, VII, VIII, X, XI)  
(Signed) Christopher K. Long

AMENDED November 2013 (ART I – VIII, XI, XIII.)  
(Signed) Ron Serviss

AMENDED October 2017 (ART V, X)  
(Signed) Robert Weissler