

Bylaws of the Flagstaff Nordic Coalition, an Arizona Nonprofit Corporation

Revision 2, Effective September 21, 2023

ARTICLE 1 – NAME AND LOCATION

The principal office of the Flagstaff Nordic Coalition (the “Corporation”) shall be located in the state of Arizona at the address of the current registered agent of the corporation. The Corporation may have other offices, located either within or outside the State of Arizona, as the Board of Directors of the Corporation (the “Board”) may designate or as the business of the corporation may require from time to time.

ARTICLE 2 — ORGANIZATION AND PURPOSES

Section 2.1 - Organization

The Corporation is organized under the laws of the State of Arizona as a public nonprofit organization and shall be administered as such.

Section 2.2 - Objects and Purposes

Within the limitation of a nonprofit organization, as stated above, the Corporation’s specific purposes, in no particular order, are:

- A. To educate individuals and groups in Nordic non-motorized winter sports and promote fun, safe, diversified Nordic non-motorized winter sports experiences in Northern Arizona for those of all ages, abilities, and backgrounds in an effort to promote outdoor fun and fitness.
- B. To promote competitive Nordic non-motorized winter sports through the encouragement of competitors for participation at the Corporation’s local races.
- C. To maintain, improve, and preserve and to raise funds to maintain, improve, and preserve the winter sports trail systems located in Northern Arizona and designated on the Corporation’s current trail map (the “trails”), the Corporation’s capital equipment used to maintain the trails; and the any structures and signs located on or near the trails.

ARTICLE 3 – MEMBERSHIP

Section 3.1 – Classification

Membership in the Corporation shall consist of one class and shall be open to all persons or business entities.

Section 3.2 – Admission

Members shall be admitted to membership in the Corporation upon submission of a completed membership application form and payment of the required fee to the Corporation.

Section 3.3 – Rights

Membership shall not give members any rights to run the Corporation. Members are entitled to benefits, if any, as set by the Board.

Section 3.4 – Term

Expiration of membership occurs upon the failure of the member to submit a completed membership application and to pay all required fees by the date noted on the Membership Application Form. Expiration of membership occurs automatically without notice being given to the member by the Corporation. Membership shall be reinstated upon Corporation's receipt of member's completed application and payment of the required membership fees.

ARTICLE 4 – BOARD OF DIRECTORS

Section 4.1 - General Powers and Duties

The business and affairs of the Corporation shall be managed by its Board of Directors. Each Director shall perform their duties, including those of being a member on the Board, in good faith. Each Director shall execute all duties through the use of the standard as to what in the Director's opinion is in the best interests of the Corporation. In making all decisions, a Director shall utilize such reasonable care and inquiry, as a reasonable prudent person in a like situation would employ. The Board of Directors shall establish policies and directives governing business and programs of the Corporation and shall delegate to the other Directors or Members, subject to provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 4.2 - Number, Tenure and Qualifications

The number of Directors of the Corporation shall be not less than 5 nor more than 15. Each Director shall hold office for 3 years, or until resignation or removal, as described below. The term of each Director shall begin immediately following their appointment by the Board. The composition of the Board shall reasonably reflect the extent of the Corporation's activities, purposes, and projects. Each Director must be a member of the Corporation.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the interest and be given the opportunity to disclose all material facts to the Directors who are considering the proposed transaction or arrangement. The remaining Directors shall consider the interest and shall be confirmed by a majority vote of the present Directors.

If a conflict of interest is confirmed, the interested Director shall be excused while the remainder of the Board discusses the topic.

Section 4.3 - Nomination and Manner of Election

The Directors shall be elected at the Board's annual meeting of the members. All current Directors may submit one or more nominations to the President prior to the annual meeting and after gaining consent of the individual nominated. Voting in the annual election shall be done by all Directors in good standing present at the annual meeting. Officers are elected for 3 years. A Director may stand for reelection and serve a second term if duly elected. If more Directors than vacancies are nominated, voting shall be done by secret ballot, the nominees shall be ranked by the number of votes received at the meeting, and the Board shall consist of the highest ranking nominees in the number of Directors to be selected that year.

Section 4.4 - Vacancies and Resignations

Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board may be filled by the affirmative vote of the majority of the remaining Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor.

Section 4.5 – Meetings

The Board of Directors shall meet at least quarterly on such days as established by the Board of Directors. The meeting shall be for the purpose of transacting such other business as shall come before the meeting. The Board shall notify members of the Board meeting date, time, and location electronically in advance of the meeting. Board meetings shall be open to all members.

The Directors may hold a closed-door meeting and restrict attendance to Directors and other such persons requested by the Directors during a regularly scheduled or special meeting (or part thereof) for the purposes of:

- A. Matters pertaining to employees of the Corporation or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee.
- B. Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client.
- C. Investigative proceedings concerning possible or actual criminal misconduct.
- D. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure.
- E. Any matter or disclosure which would constitute an unwarranted invasion of personal privacy.

No rule or regulation will be adopted during a closed-door meeting. Minutes of closed-door meetings will indicate that a closed-door meeting was held and the general subject matter of the session without disclosing any private, privileged, or confidential information.

Section 4.5 - Annual Meeting

The annual meeting of the Board of Directors shall be held at such time and on such day each year as shall be established by the Board of Directors. The meeting shall be for the purpose of electing Directors to the Board and transacting such other business as shall come before the meeting. The Board shall notify members of the Board meeting date, time, and location electronically in advance of the meeting.

Section 4.6 - Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any 3 Directors. Notice of any special meetings shall be given personally, by e-mail, or by telephone at least 48 hours in advance of such a special meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. For the purpose of a special meeting, the President or a majority of the Board of Directors may fix any reasonably convenient place and time within Arizona to hold the special meeting, including conference call or video conferencing.

Section 4.7 – Quorum

A majority of the number of Directors that are currently on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such majority are present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 4.8 - Manner of Acting

Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.9 - Informal Action by Directors

Any action required and permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing (electronic writing, such as text or e-mail is sufficient), setting forth the action so taken, shall be signed (electronic signature is acceptable) by two-thirds of the Directors.

Section 4.10 - Participation by Electronic Means

Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone or video conference or any similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.11 – Removal

Any Director or directors of the Corporation may be removed by the Board at any time, with or without cause, by a vote of two-thirds of the Directors present at a regular membership meeting or a Special Meeting called for that purpose. A Director will be automatically removed from their Director position if they fail to attend 3 consecutive meetings without advance notification.

Section 4.12 – Compensation

The Directors shall serve without compensation and shall not be paid employees of the Corporation.

Section 4.13 - Presumption of Assent

A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.14 - Advisory Board

The Board of Directors may create and appoint members for an Advisory Board, which is nonvoting. The size and composition of this Advisory Board shall be determined by the Board from time to time.

Section 4.15 – Electronic Forum

An electronic forum is established such that items for action by the Board may be proposed at any time other than during regular meetings. This is set up so that: 1) All Board members are notified of a proposed action in a timely manner. 2) There is a means and a minimum time span of 72 hours from electronic notification to all Board members for discussion so that all Board members have access to all discussion messages. 3) There is an option to vote that the proposed motion is not an appropriate item for electronic voting and a vote of 25% of all Board members removes that item as a subject of voting until the next regular meeting regardless of the number of votes for approval. 4) There is an option to vote on and approve binding motions with a majority of the Board required for approval. 5) There is an appropriate time limit set, no less than 72 hours, stated within the proposal for the vote to be finalized. 6) Cast votes do not become final and can be changed up until the time voting closes. 7) The President or someone else chosen at a regular meeting will monitor the process and declare any motions as either approved, not approved or designated as not appropriate for a vote.

ARTICLE 5 – OFFICERS AND AGENTS

Section 5.1 – General

The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. The positions of President and Vice President may also be performed by and are synonymous with, a Chairperson or Co-Chairs, who will have all the duties and functions of President and Vice President described below. The officers shall be elected from the members of the Board of Directors. An officer's term shall be 3 years, and officers shall not serve more than 2 consecutive terms. One person may hold any two offices, except that no person may simultaneously hold the office of president and secretary or president and treasurer. In all cases where the duties of any officer, agent, or employee are not prescribed by the Bylaws or by the Board of Directors, such officer, agent, or employee shall follow the orders and instruction of the President.

Section 5.2 – Election

The Officers of the corporation shall be elected by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient.

Section 5.3 – Removal

Any officer may be removed from office (without being removed from the Board of Directors) by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby.

Section 5.4 – Vacancies

A vacancy in any office, however occurring, may be filled by either the Board of Directors as a whole or by a member of the Board of Directors selected by the Board of Directors by majority vote for the unexpired portion of the term.

Section 5.6 – President

The President shall preside at all meetings of the membership and shall call regular and special meetings of the members and the Board in accordance with these Bylaws and shall post the date, time, and

meeting location to the members electronically in advance of each meeting. The President shall have no overriding authority over the other officers of the Corporation other than to insist upon detailed reporting of the status and activities of that officer at each regular meeting of the membership Board. The President shall appoint all committees subject to Board approval. The President, subject to the direction and supervision of the Board of Directors, shall be the chief executive officer of the Corporation, acting as official representative and spokesperson of the Corporation, and shall have general and active control of its affairs and business and general supervision of its officers, agents, and employees.

Section 5.7 - Vice President

The Vice President, or Co-Chair, shall serve as assistant to the President and shall act as President in the absence of that officer. In the event of the absence of both the President and Vice President at any meeting of the membership or the Board, at the election of the Board, the meeting shall be rescheduled or another director shall be chosen by majority vote to preside at the meeting.

Section 5.8 – Secretary

The Secretary shall: (a) take and keep the minutes of all meetings of the membership and the Board of Directors; (b) be custodian of the Corporation records and make available to each member digital copies of these Bylaws and amendments thereto, operating rules and other matters as directed by the Board; (c) provide notice to membership of Board and membership meetings; and (d) conduct all correspondence at the direction of the Corporation or its officers. After meeting minutes are approved by the Board, the Secretary shall make meeting minutes available to members, at member request, or shall be distributed to members electronically.

Section 5.9 – Treasurer

The Treasurer shall be the principal financial officer of the Corporation and shall have the care and custody of all funds, securities, evidence of indebtedness and other personal property of the corporation and shall deposit the same in accordance with the instructions of the Board of Directors. The Treasurer shall receive and give receipts, or supervise the receiving and giving of receipts, for monies paid in on account of the corporation and shall pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity. The Treasurer shall make quarterly and annual financial reports to the Board and the membership.

The Treasurer shall also be the principal accounting officer of the Corporation and shall prescribe and maintain the methods and system of accounting to be followed (including opening/closing of financial accounts and filing federal and state tax forms), keep complete books and records of account, and prepare and furnish to the President the Board of Directors statements of account showing the financial position of the Corporation and the results of its operations. Annual financial statements, once approved by the Board, shall be made available for members by request or shall be distributed to members electronically. The Treasurer shall supervise and manage the corporation's bookkeeper, if one exists.

Section 5.10 - Other Board Duties

The officers shall insure that a Board member serves as the U.S. Forest Service and/or Arizona Nordic Village liaison for the Corporation and shall ensure that appropriate cooperation and communication between Corporation and the U.S. Forest Service and/or Arizona Nordic Village occurs.

ARTICLE 6 – NONDISCRIMINATION

The officers, Directors, committee members, employees and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, gender, religion, national origin, and sexual orientation.

ARTICLE 7 – INDEMNIFICATION

The Corporation shall indemnify a director or officer or former director or officer of the Corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by them in court or otherwise, by reason of them being or having been such director or officer per the Articles of Incorporation. This provision, however, shall not relieve a director or officer from acts of gross negligence or intentional misconduct in the performance of duty.

ARTICLE 8 – MISCELLANEOUS

Section 8.1 - Fiscal Year

The fiscal year of the corporation shall begin on July 1 and end on June 30.

Section 8.2 – Amendments

These Bylaws may be altered, amended, added to, or repealed only by an affirmative vote of two-thirds of the Board present at a meeting of the Board. Notice of proposed Bylaws changes shall be made available electronically at least seven (7) days prior to the date of the meeting.

Section 8.3 - Conflicts of Interest

No officer or Director of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing services or supplies to the Corporation, unless such contract is authorized by a majority of the Board of Directors in a meeting at which the presence of such interested Director is not necessary for the purposes of a quorum or for the purposes of such majority, and the fact and nature of such interest is fully disclosed or known to the Directors present at the meeting at which such contract shall be authorized.

ARTICLE 9 – COMMITTEES

Section 9.1 – Special and Permanent Committees

By resolution adopted by a majority of the Board of Directors, the Directors may create such special and permanent committees as deemed necessary by the Board to accomplish any of the objects and purposes of the Corporation. The Board may designate a Board member to form a committee. Any committee formed by the Board or a designated Board member shall have at least one Board member on the committee at all times. No committee may bind the Board or Corporation to any contract or agreement, or employ or terminate the employment of any person, without prior Board approval.

Section 9.2 – Chairpersons

Chairpersons for permanent committees shall be Board members and may be appointed by the President and ratified by the Board of Directors at the Annual meeting. Chairpersons will serve for a period of one year, at which time a new Chairperson may be appointed, if desired. Chairpersons will be responsible for a status report at the monthly meetings of the Board of Directors. In the event he/she is unable to attend, an alternate member will be designated to make the report or a written report may be delivered to the Secretary.

Section 9.3 – Chairpersons for Special Project Committees

Chairpersons for special project committees shall be Board members and may be appointed by the Board of Directors. Said committees will be dissolved at the completion of project.

Section 9.4 - Project Committees Expenditures and Budget

Each project committee shall prepare a budget for the coming fiscal year and present such budget to the Board by the 1st Board Meeting after the end of the fiscal year. Chairpersons will have authority to make expenditures up to a specified amount agreed upon by the Board of Directors. Larger expenditures must have prior approval of the Board.

Section 9.5 - Committee Members

Any member of the Corporation, in good standing, is eligible to serve on a committee.

Section 9.6 – Authority

Committees shall have such authority in the management of the Corporation as the Board of Directors shall designate.

Section 9.7 – Meetings

Committees shall meet as needed at a place convenient to its committee members.