FRIENDS OF THE SANTA CRUZ RIVER
BY-LAWS
OCTOBER 1991 and dated amendments
through February 2026

ARTICLE I. GENERAL

SECTION 1. NAME
This organization is incorporated under the state laws of Arizona and shall be known as Friends of the Santa Cruz River, hereinafter referred to as FOSCR.

SECTION 2. BY-LAWS
These By-laws shall take the place of all previous By-laws and amendments thereto, which are hereby annulled and set aside.

SECTION 3. OFFICES
The principal office and place of business of FOSCR shall be at PO Box 4275, Tubac, AZ 85646, physical address Tubac Community Center, Bridge Road, Tubac, or at such other place or places in Santa Cruz County or vicinity as the Board of Directors may from time to time designate.

SECTION 4. PURPOSE
FOSCR is organized to ensure a continued flow of the river's surface
waters, promote the highest river water quality achievable, and to protect and restore the riparian ecosystem and diversity of life supported by the river's waters. by educating the public, special projects, and advocacy.

SECTION 5. LIMITATION
FOSCR shall be non-profit, non-partisan, non-sectarian and non-political.

No official endorsements of any person or proposition shall be given by any officer, director or committee person of FOSCR, until the Board of Directors, or a committee appointed by the Board for such a purpose, has favorably passed on same.

ARTICLE II. MEMBERSHIP

SECTION 1. ELIGIBILITY
Any individual or firm may apply for membership in FOSCR. Each membership applied for, shall stand in the name of said applicant or the company the applicant represents or designates.

Any person, association, corporation or partnership may be a member of Friends of the Santa Cruz River.

SECTION 2. MEMBERSHIP
Active membership shall be any person, firm, association, organization, corporation, partnership, business, or other entity having an active interest in Nogales or Santa Cruz County, and paying the current membership fee, as adopted by the Board of Directors.

SECTION 3. TERMINATION OF MEMBERSHIP
Failure to pay dues within twelve (12) months of billing date will result in automatic termination of membership. Members shall receive at least two notices to renew membership before membership is terminated for non-payment.

SECTION 4. DUES
Membership dues shall be at such rates, schedules or formulas as prescribed by the Board of Directors, payable in advance, unless other arrangements are made.

SECTION 5. VOTE RESTRICTION OF MEMBERS
Every active member of FOSCR in good standing is entitled to one vote in any membership meeting.

The number of votes assigned to each member for purposes of elections for the Board of Directors is determined by one single vote for each organization/business that pays membership dues yearly.

ARTICLE III. MEETINGS

SECTION 1. ANNUAL MEMBERSHIP MEETING
The annual meeting of FOSCR membership shall be held at such time and place as determined by the Board of Directors. The annual meeting may be a banquet and/or formal meeting, at the designation of the Board of Directors. The Annual Meeting can be part of a regular board meeting.

SECTION 2. ADDITIONAL MEETINGS

a. General meetings of FOSCR may be called by the President at any time or upon petition in writing of any five (5) active members in good standing.

b. The BOARD OF DIRECTORS shall schedule a regular monthly meeting at a day and hour deemed to be most convenient to all concerned. A monthly meeting can be postponed or cancelled upon the consent of a majority of the Board.

c. Special meeting of the Board shall be called by the President, whenever required in order for it to fulfill its responsibility as the governing Board of Directors of FOSCR.

d. Committee meetings may be called at any time by the President or committee chairperson with proper notification.

e. January meeting includes board review of yearly financial and all other obligations.

f. March meeting includes proposals for upcoming Special Projects to be discussed and voted on. Special Projects can also be considered any time of the year. Each special project requires at least one board member to coordinate the project.

g. Board will hold a Retreat in May, or at a different time of year designated by the board.

SECTION 3. QUORUM

a. At all meetings of the BOARD OF DIRECTORS, at least 51% of the current members must be present for the transaction of business. All resolutions shall be passed by a majority vote. In case of a tie, the President shall cast the deciding vote.

b. EXCEPTION: see ARTICLE V, section 2

SECTION 4. PENALTIES—ABSENCE FROM MEETINGS

In the event that any elected director is absent unexcused from three (3) consecutive meetings of the Board, his/her resignation from the Board shall be deemed to have been tendered and accepted.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. SELECTION AND ELECTION OF DIRECTORS

a. NOMINATING COMMITTEE: The original incorporation shall become the first BOARD OF DIRECTORS and shall serve for a one (1) year term. At least once annually, the entire Board will serve as a Nominating Committee and will evaluate Board membership. Consideration for changes in Board membership can occur at any time.

b. Board membership can range from seven (7) to thirteen (13). Terms shall be two (2) years, renewable indefinitely. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of directorship.

c. At the Annual Members' Meeting, the entire Board membership shall be confirmed by the general membership. If the general membership rejects the presented Board by a majority of those present, replacements for the Board positions with expired terms shall be nominated, discussed and elected at that Annual Meeting.

d. It is the intention of FOSCR to include a diverse representation of the community through which the river flows, as well as for all Board members to be active and fully engaged in the work of FOSCR.

SECTION 2. TERMINATION OF BOARD MEMBERSHIP
The Board may vote members off the Board for any reasonable cause including lack of attendance, by a 2/3 vote.

SECTION 3. DUTIES OF THE BOARD
The affairs of FOSCR shall be governed and directed by a Board of Directors which shall also have the management and control of its property and disposition of its funds. It shall be the duty of the BOARD OF DIRECTORS to manage the affairs of FOSCR, protect its interests and advance its purpose. It shall have power to transact any and all of FOSCR's business and to do any and all things that may be lawfully done by a non-profit association of like character.

SECTION 4. EXECUTIVE BOARD OF DIRECTORS
The President, Vice-President, Secretary, and Treasurer shall make up the Executive Board of Directors.

ARTICLE V. OFFICERS

SECTION 1. ELECTION OF OFFICERS
At the regular Board meeting following the Annual Members' meeting, the validated Board shall elect the new officers for the ensuing year: a President, a Vice President, a Secretary, and a Treasurer. The President, Vice President, Secretary and Treasurer must be members of the Board. All officers shall hold office for one year, or until their successors shall be elected and qualified.

SECTION 2. DUTIES
a. PRESIDENT: The President shall preside at all meetings of FOSCR membership and of the BOARD OF DIRECTORS, and if absent or unable to act, the Vice President shall preside. The President shall be an ex-officio member of all

committees and act as liaison between FOSCR committees and the BOARD OF DIRECTORS. The President shall set the agenda prior to each meeting. The President or President-assignee shall sign all correspondence.

b. VICE PRESIDENT: The Vice President shall be elected by the BOARD OF DIRECTORS each year and shall act in the absence of the President. In the absence or disability of both the President and Vice President, a member shall be chosen by the BOARD OF DIRECTORS to act temporarily. He/she shall be a member of the BOARD OF DIRECTORS.

c. SECRETARY: The Secretary shall be elected by the BOARD OF DIRECTORS each year. He/she will keep minutes of all meetings that will be approved at the **next meeting and be responsible for assisting with correspondence.**

d. TREASURER: The Treasurer shall be elected by the BOARD OF DIRECTORS each year and is responsible for keeping all financial records. He/she will prepare a written Financial Report in advance for each Board meeting and a full financial report for the year for the March meeting.

SECTION 2A. LIMITATIONS

a. Officers representing FOSCR on new issues or involving changes in past positions or policies of FOSCR shall not take positions without a majority vote by a quorum of the Board of Directors. In cases where timely decisions are to be made on urgent issues before a quorum of Board members can be assembled, then a vote must be taken by the Executive Board of Directors.

b. These limitations shall also apply to all non-routine aspects of operating activities involving FOSCR including pursuit of new projects and in initiating applications for and administration of grant monies.

ARTICLE VI. COMMITTEES

SECTION 1. AUTHORIZATION AND APPOINTMENT

The BOARD OF DIRECTORS shall authorize and define the powers and duties of all standing and special committees of FOSCR. Subject to the confirmation of the Board, the President shall appoint all committee chair people. No person is eligible for appointment as a committee chairperson, unless they are a member in good standing of FOSCR.

SECTION 2. LIMITATIONS

No committee shall take or make public any formal action, make public any resolution, or in any way commit FOSCR on a question of policy without first receiving approval by the BOARD OF DIRECTORS. Special committees shall be discharged by the President

when their work has been completed and their reports accepted, or when, in the opinion of the BOARD OF DIRECTORS, it is deemed wise to discontinue the committee.

ARTICLE VII. FINANCES

SECTION 1. FUNDS

All dues and other receipts of FOSCR shall be deposited to the account of FOSCR in such bank or banks as may be designated by the BOARD OF DIRECTORS, and funds at all times be under the direction and control of the BOARD OF DIRECTORS and the officers of FOSCR.

SECTION 2. DISBURSEMENTS

No disbursements of the funds of FOSCR shall be made unless the same shall have been approved and ordered by the BOARD OF DIRECTORS. Checks, cash, or electronic financial disbursement methodshall be signed by the Treasurer or President or Vice President. No appropriations or disbursement of money or disposition of property of FOSCR shall be made for any purpose, other than to defray the legitimate operating expenses, except by two-thirds vote of those present at a BOARD OF DIRECTORS meeting of FOSCR. FOSCR equipment, proprietary information, printed and digital property and any other assets are for official FOSCR use only.

a. Expenditures of $300 or less that are needed to further the goals of FOSCR shall be exempted from the above requirement. Expenditures under $300 should be sent (by individual Board member or Committee) to the President for approval.

b. Regular and recurring expenditures that have been previously approved by the Board (for example, phone or insurance charges) may be paid without further approval. Regular and recurring expenditures would be defined by the budget committee and approved by the Board of Directors.

SECTION 3. FISCAL YEAR

The fiscal year of FOSCR shall be January 1 through December 31.

SECTION 4. BUDGET

a. In the February board meeting the President shall appoint a Budget Committee consisting of the Treasurer and any other board members (or other assistance deemed necessary) to provide financial report for the past year. The report will be presented at the March board meeting.

b. In March (after board votes on Special Projects) special project coordinators work with grant writers to set timeline for writing grants to fund upcoming years special projects. Budget committee presents financial report for the past year.

c. In April, Budget Committee presents proposal (for Board to vote on) for upcoming year's budget needs. The budget plan includes contingency funds and allocated percentage of anticipated grants for special projects.

SECTION 5. AUDIT

The accounts of FOSCR shall be audited and/or reviewed annually by a non-officer from the general membership or a qualified and experienced individual as soon as practical after the close of the fiscal year, commencing after the 1992 fiscal year. The audit and/or review shall at all times be available to members of the organization.

ARTICLE VIII. DISSOLUTION

FOSCR shall use its funds, equipment, proprietary information, printed and digital property and any other assets for official FOSCR use only and to accomplish the objectives and purposes specified in these By-laws, and no part of said funds, equipment, proprietary information, printed and digital property or any other assets shall inure or be distributed to the members of FOSCR. On dissolution of FOSCR, any funds equipment, proprietary information, printed and digital property or any other assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization governed by all state and federal applicable statutes, to be selected by the BOARD OF DIRECTORS.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The proceeding of FOSCR meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE X. AMENDMENTS

These By-laws may be amended or altered by two-thirds (2/3) vote of the Board or by majority of the members present at any regular or special meeting, providing the notice for the meeting includes the proposals for amendment. Any proposed amendments or alterations shall be submitted to the Board or the members in writing at least ten (10) days before the meeting at which they are to be acted upon.

ARTICLE XI. ANNUAL REVIEW OF BY-LAWS

The By-Laws shall be reviewed at least annually by the Board to determine if changes are warranted.

ARTICLE XII. INDEMNIFICATION

In addition to the authority granted FOSCR by statute, the corporation shall have the authority to indemnify and save harmless any present or former officer, director, or agent of the corporation against any expenses reasonably incurred, including, but not limited to, legal fees, court costs, judgments, penalties, and amounts paid in compromise and settlement of any claim, which expenses arise or are incurred in connection with any legal, administrative, or investigative proceeding or action brought or threatened by any person or governmental agency or by the corporation on account of any act or failure to act by an officer, director, or agent of the corporation when such act or failure to act occurs in the course of such officer's, director's or agent's scope of employment; provided, however, that the BOARD OF DIRECTORS shall first find and determine that such act or failure to act was done in good faith; that such officer, director, or agent reasonably believed that the act or failure to act was in support of the best interests of the corporation, and that the act or failure to act does not constitute willful or wanton misconduct or gross negligence.

ADOPTED 4/13/92
Judy England, Mary Helen Maley, Sherry Sass, Karen Sondak, Joel Floyd, Jiff Tougas
AMENDED 1992, 5/26/94, 9/95, 1/27/00, 12/02, 12/04, 1/7/06, 7/23, 2/26