

REVISED
BYLAWS OF THE YAVAPAI COUNTY
EDUCATION FOUNDATION INC.
August 28, 2009

ARTICLE I – PURPOSE

The Yavapai County Education Foundation Inc. is organized for charitable purposes, authorized by Section 501(c)(3) of the Internal Revenue Code and other laws, specifically for, but not limited to:

- A. Promoting educational activities in district, charter and private schools.
- B. Providing funding for educationally related projects such as awards for excellence, educational grants for educators and / or schools, and other activities approved by the Board of Directors.
- C. Recognizing and honoring outstanding professional educators.
- D. Increasing public awareness of the positive impacts of education.
- E. Preserving and showcasing the history of education in Yavapai County.

ARTICLE II – BOARD OF DIRECTORS

SECTION 1. General Powers, Number, Tenure and Qualifications. The affairs of the Foundation shall be managed by the Board of Directors numbering not less than five and no more than twenty-five members with a term of office of three (3) years. Directors' terms of office shall commence October 1 and run through September 30 with members serving staggered terms in order to have only one third (1/3) the board seats open for appointment in any particular year. Directors may be selected to successive terms.

SECTION 2. Members of the Board of Directors. The Directors shall be:

- a. The Yavapai County School Superintendent, whose term shall be without limit;
- b. Other members of the existing Advisory Board of the Education Foundation of Yavapai County at the time of incorporation of this new Foundation to the end of their current two year term, said members being interested persons representative of the several communities and educational institutions throughout Yavapai County; and
- c. Vacancies on the Board of Directors occasioned by resignation or any other reason may be filled by affirmative vote of the remaining members, then in office, and the Directors so chosen shall hold office for the balance of the position's term, or until their successors are duly appointed.

d. The members of the Board of Directors shall be expected to sign a Letter of Commitment and a Conflict of Interest Statement, approved by the Board, prior to beginning each term of office.

SECTION 3. Meetings of the Board.

a. The annual meeting of the Board of Directors shall be held during the month of September of each year.

b. The Board shall meet no less than eight (8) times per year, at times scheduled by the President. A special meeting may be called by the President, or by at least three (3) members by written request, or by the Board of Directors by majority vote of the quorum present.

c. A Director will be removed from office upon the occurrence of either of the following:

Failure to attend any five (5) regular meetings in a calendar year; or failure to attend three (3) consecutive regular meetings. Unless prior approval has been obtained from any of the Executive Officers; President, Vice President or the Secretary/Treasurer (County School Superintendent).

This shall apply to every Director, regardless of whether he or she is serving prior to the date of adoption of these Bylaws. If a Director is removed, the Board shall cause a written notice to that effect to be sent by first class registered mail to the Director who was removed.

d. One-third of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

e. Meetings of the Board of Directors, whether regular or special, may be held by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Written (or email) proxies are specifically authorized, where one Board Member may carry one other Board Member's proxy, which shall be noted in the meeting minutes.

SECTION 4. Duties and Responsibilities of the Board. The Board of Directors shall have the duty to see that the purposes of the Foundation are carried out. They are responsible to:

a. Regularly review that the business and assets of the Foundation are efficiently and effectively handled;

b. Establish policy and guidelines with respect to the operation and management of the Foundation and its several projects;

c. Take the lead in fund raising efforts throughout the communities in Yavapai County to support the operation of the Yavapai County Education Foundation, said endowment to serve as a source of funding for current and future charitable projects; and

d. Continually solicit support for the Yavapai County Education Foundation and its activities in their regular contacts with friends and colleagues in their respective communities within Yavapai County.

e. Emeritus status may be conferred upon a retired YCEF Board Member who has a record of long service and strong interest to remain involved and to provide historical knowledge. The Emeritus Member must be nominated by the YCEF Board Development Committee, who will make a recommendation to the full YCEF Board of Directors. The YCEF Board of Directors has the sole authority to extend the invitation of Emeritus status, which once granted, is for life. Emeritus Members are fully entitled to propose action and serve on committees. They do not count toward a quorum of the YCEF Board of Directors. There is no requirement for Emeritus Board Members to attend meetings.

SECTION 5. Acceptance of Gifts. The Board of Directors may accept on behalf of the Foundation any contribution or gift, subject to whatever conditions are attached to the gift, as long as it does not violate any law, conflicts with the Bylaws of the Foundation, and is permitted bylaw for Arizona non-profit corporations and is allowable by federal law to preserve the tax exempt status.

ARTICLE III – OFFICERS

SECTION 1. Officers. The officers of the Corporation shall be President, Vice-President, and Secretary-Treasurer and such other officers as the Board may determine.

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected or appointed annually by the Board of Directors at the regular annual meeting of the Foundation. The President and Vice-President must be selected by the election of the Board of Directors. The Secretary-Treasurer shall be selected as indicated in Article III, Section 5 below. Each officer shall hold office until the successor shall have been duly elected.

SECTION 3. President. The President shall preside at all meetings of the Board of Directors. He or she shall sign all instruments or contracts requiring execution on behalf of the Foundation and appoint all committees subject to approval of a majority of the Board of Directors. The President shall serve as an ex-officio member of all committees.

SECTION 4. Vice-President. The Vice-President shall perform the duties of the President in his or her absence and shall perform such other duties as may be assigned by the President or the Board of Directors.

SECTION 5. Secretary-Treasurer. The Secretary-Treasurer of the Foundation shall be filled by the Yavapai County School Superintendent, who may utilize one or more staff members of the County Schools Office to carry out the duties. The Secretary-Treasurer shall see that minutes of all meetings of the Board of Directors, and all appointed committees, are kept and filed. He or she shall give, or cause to be given, notice of all meetings of the Board and of all appointed committees and shall have general supervision over the care and custody of all funds and securities of the Corporation. The Secretary-Treasurer shall keep or cause to be kept, full and accurate accounts of all receipts and disbursements of the Corporation and will nominate, at a meeting prior to the annual meeting, an impartial person to perform a review of the year's financial activities. The report of this audit/review will be presented at the annual meeting. The Secretary-Treasurer need not be a member of the Board of Directors.

ARTICLE IV – COMMITTEES

SECTION 1. Appointment. The President, with the approval of the Board of Directors, shall appoint advisory committees to carry out the objectives and purposes of the Foundation. Such committees shall have at least three (3) Board members but additional members of interested persons from throughout the community may be appointed whose expertise will be of benefit to the work of the committee. In addition to the standing committees identified in Article IV, Section 2, the President may, as appropriate, appoint other standing and ad-hoc committees to address specific projects of the Foundation.

SECTION 2. Standing Committees.

- a. Teacher-of-the-Year Committee. .
- b. Mini-Grants Committee.
- c. Financial Support Committee.
- d. Publicity Committee. .
- e. Development Committee.

ARTICLE V – AMENDMENT OF BYLAWS

The Board of Directors may amend these Bylaws by a majority vote of the quorum present at any regular meeting. Any proposed amendment must be made available to all Board members at least two (2) weeks prior to any vote to amend the Bylaws.

ARTICLE VI – GENERAL PROVISIONS

SECTION 1. Agency Office. The principal office of the Corporation shall be located in the State of Arizona at the office of the Yavapai County School Superintendent at 2970 Centerpointe East, Prescott, AZ 86301, or as subsequently changed by the Board.

SECTION 2. Fiscal Year. The Fiscal year ends the last day of December of each year and begins the first day of January.

SECTION 3. Date of Adoption of Bylaws. The revised Bylaws were adopted by the Board of Directors on August 28, 2009 and amended on September 24, 2010, December 13, 2013, September 26, 2014, February 27, 2015, August 28, 2015 and August 31, 2018.