

# WCAA Bylaws



## Walker Community Action Alliance, Inc.

### ARTICLE I: NAME and PURPOSE

#### Section 1: Name of Organization

The name of the organization shall be Walker Community Action Alliance, Inc. (WCAA), an Arizona non-profit corporation.

#### Section 2: Mission

The purpose of the organization is to: To raise funds for the rural forested community of Walker, located in Yavapai County Arizona. The organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

To focus on creating awareness and providing education and services to citizens, including but not limited to: fire protection and emergency medical services, disaster and environmental related issues, disaster preparedness, crime prevention, establish a recognized “Firewise Communities/USA® Recognition Area”, emergency evacuation, search and rescue, public health and recreation.

To: educate the community on the history of the Walker area and to recognize and protect the historical sites located within the community and surrounding area.

#### Section 3: Funds

Funds raised will be the result of membership fees/dues, voluntary donations, fund raising events, public/private grants.

#### Section 4: Grants

The organization shall have the ability to offer grants approved by the WCAA Board of Directors designed to further the goals and objectives as defined in Section 2 of ARTICLE I.

Grants may be made available to Walker property owners or 501(c)(3) organizations. Funding to provide financial assistance for wildfire fuels reduction to achieve Firewise USA® standards and/or to improve overall forest health in the Walker area.

## ARTICLE II: MEMBERSHIP

### Section 1: Member Definitions

Membership in the Walker Community Action Alliance (WCAA) as defined in Section 2, shall be open to anyone interested in the objectives of this organization upon completion of an application for membership and upon payment of dues as may be required.

A member in good standing, for the purpose of these Bylaws, is defined as one whose annual dues are current and paid on or before their annual anniversary date, which is determined by their date of membership.

Walker Community is defined as follows: All properties accessible south from milepost five on Walker Road extending to the Hassayampa Lake Dam, and not past coordinates 34 25.880N, 112 23.221W on Big Bug Road, and not past coordinates 34 29.573N, 112 21.881W on Bannie Mine Road.

### Section 2: Member Classification

A Regular Member shall be defined as any person 18 years or older who owns property and/or resides in the Walker Community as defined in Section 1. Regular members shall enjoy all privileges and voting rights of the organization.

Family or Organizational (such as a Corp., LLC, Trust), Owns property in Walker Community, maximum two votes for Corp. & LLC; two votes for family (two persons meeting the requirements for regular member living under the same roof); two primaries of a trust. These classifications will enjoy all privileges & voting rights of the organization.

An Associate Member shall be defined as any person 18 years or older who does not meet the requirements of a Regular member or an Organizational Member. An Associate Member shall not have the right to vote, to hold office, or chair a standing or special committee in the Walker Community Action Alliance.

### Section 3: Voting Rights of Members

Qualified Regular Members and qualified Organizational Members shall enjoy one vote per member as defined in Section 2. Proxy voting shall be permitted in accordance with Article VII, Section 3. Cumulative voting shall not be permitted.

### Section 4: Expulsion

A member can be expelled from the organization for the willful misuse of organizational resources, willful disregard for the safety of other members, or for other actions against the best interests of the organization.

A member subject to expulsion will be granted a hearing before the Board of Directors. A majority vote of the Board of Directors is required to propose that a member be expelled.

An expulsion vote will be taken at a duly called meeting of the membership and a two-thirds majority of votes of members in attendance is required for the member to be expelled.

## Section 5: Dues

The Board of Directors shall establish member dues. The dues structure is defined in this organization's "Standing Rules".

## ARTICLE III: BOARD OF DIRECTORS

### Section 1: Board of Directors

The Board of Directors is comprised of the Executive Committee and Independent Directors.

Board members shall serve without pay and must be members in good standing of the Walker Community Action Alliance. All board members must sign and date the organization's "Conflict of Interest Policy" which is defined in this organization's "Policies and Procedures".

### Section 2: Officers

The Executive Committee consists of Board members comprised of the following Officers: President, Vice-President, Secretary, and Treasurer. The office of Secretary and Treasurer may be combined under the title Secretary/Treasurer.

### Section 3: Independent Directors

Independent Directors consist of Board members who are not Officers. There shall be no less than three (3) and no more than eleven (11) Independent Directors.

### Section 4: Terms

Officers terms shall be two (2) years or until their successors are elected. Officers shall serve no more than two (2) consecutive two-year terms in the same position, and may not be re-elected before a one-year absence from the position being vacated on the Board.

Independent Director terms shall be two (2) years or until their successors are elected. In the year of formation, one half of the Independent Directors shall serve a period of three years and the other half shall serve a period of two years. Thereafter, all Independent Directors shall serve two (2) year terms or until their successors are elected.

Election of Board members shall occur at the annual meeting, as described in Article VI, Section 3 of these bylaws. Board members shall begin their terms immediately preceding adjournment and assume their duties at the close of the meeting.

### Section 5: Vacancies

The Board of Directors shall appoint members in good standing to fill the remaining terms of all vacancies.

### Section 6: Directors Meetings

All meetings of the organization shall be conducted according to “Roberts Rules of Order, Revised”, except when inconsistent with any provisions of these Bylaws.

The Board of Directors shall meet at the call of the President, or three (3) board members, but must meet at least quarterly. Board of Directors meetings may be held in person or electronically (i.e.: teleconference or videoconference), or a combination of both. Electronic voting shall be permitted in accordance with rules set forth in the organization’s “Policies and Procedures”. Proxy voting shall be permitted in accordance with Article VII, Section 3. Cumulative voting shall not be permitted. (a) A majority of board members constitutes a quorum. (b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Members of the Board of Directors have one (1) vote each on business items brought before the Board. The “Chair” will not be entitled to a vote except to break a tie vote.

#### ARTICLE IV: OFFICER DUTIES:

- a) **President:** Shall preside at all regular meetings of the organization and shall be chairperson of the Board of Directors. The President shall appoint chairpersons of all Standing and Special Committees. The President may be an ex-officio member of any committee. The President may serve as an ex-officio member of the Board of Directors following their term for a period of one year.
- b) **Vice-President:** shall assume the duties of the office of the President as necessary and shall perform other duties as requested by the President.
- c) **Secretary:** shall record and maintain minutes of all regular business meetings and Board of Directors meetings, and execute correspondence as directed. The Secretary shall maintain all business and legal records of the organization. The Secretary shall also distribute copies of minutes and the agenda to each board member, assure that corporate records are maintained and post copies of regular monthly meeting minutes to the organization’s website.
- d) **Treasurer:** shall be the custodian of all the organization’s funds and financial records. The Treasurer shall be responsible for the collection and disbursement of funds as directed by the approved budget, or the Executive Committee and shall file all required government reports. The treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the membership. Following the Treasurer’s term, the Treasurer shall serve as the chairperson of the Budget Committee for a period of one year. The spending limits for the Treasurer are defined in the organization’s “Standing Rules”.

#### ARTICLE V: COMMITTEES

The President may appoint ad hoc committees as needed.

Section 1: Standing Committees

Standing Committees shall consist of:

WAYS AND MEANS:

Set fundraising goals and plan fundraising activities for the organization.

FINANCE:

Assist the Treasurer in overseeing financial reports and budgeting. Audit financial records of the Treasurer.

MEMBERSHIP:

Organize membership drives, greet and introduce new members and/or guests at meetings, to monitor “sign in” sheets at functions and to provide reports to the membership.

PROGRAM / ACTIVITIES:

Oversee the long and short-range monthly programs applicable to the goals and mission statement of the organization.

COMMUNITY OUTREACH:

Oversee planning of activities and ongoing projects that directly impact the well-being and safety of the community: examples:

1. Sunshine (ex: send sympathy, get well, and other cards to members).
2. Walker shut-ins: reach out to members of the community  
Shut-in due to health or weather)
3. Block Watch (activate a Block Watch program for the Community)
4. Adopt-a-Road: Arrange clean-up days per requirements of Yavapai County Road Maintenance.
5. C.E.R.T. – Community Emergency Response Team

HISTORICAL:

Record and maintain a record of programs, and events of the organization. Work to educate the community on the history of the Walker area. Work with the community and other entities to recognize and protect the historical sites located within the community and surrounding area.

FIREWISE/ USA® COMMUNITIES:

The Firewise Committee is responsible for administering the Walker Community Firewise/USA® Action Plan, keeping required Firewise/USA® records, renewing Firewise/USA® status annually, obtaining grants, planning and directing mitigation activities in Walker.

Ad hoc Committees shall consist of:

Bylaws:

Develop bylaws to guide the activities of the organization and the procedures of the Board of Directors.

Nominating:

a) Nominating Committee

The President shall appoint a nominating Committee at least 60 days prior to the election of Officers and Independent Directors. The Nominating Committee shall consist of two (2) members in Good Standing and the President. This group shall submit at least one (1) candidate for each position to be filled.

b) Nominations:

The Nominating Committee shall present the slate of nominations for positions with the consent of the person/persons being nominated. Nominees of the Nominating Committee shall be announced at the meeting prior to the annual meeting and posted on the organization's website.

## ARTICLE VI: MEMBERSHIP MEETINGS

### Section 1: Parliamentary Authority

All meetings of the organization shall be conducted according to Roberts Rules of Order, Revised, except when inconsistent with any provisions of these Bylaws.

### Section 2: Membership Meetings

Membership meetings shall be held a minimum of two times annually, those dates to be established by the officers and Board of Directors. A disruption occurring that would prevent such meetings or a scheduling of such meetings, such as a natural disaster, a pandemic, an order by a National, State or County Government shall not constitute a violation of these Bylaws.

### Section 3: Annual Meetings

The Regular meeting in September shall be known as the Annual Meeting and shall be for the purpose of electing Officers and Independent Directors, receiving reports of Officers and Committees and for any other business that may arise. Candidates will be elected by a majority vote of the membership present. One-tenth of the votes entitled to be cast based on voting membership present and voting, shall constitute a quorum. Proxy voting shall be permitted in accordance with Article VII, Section 3. Cumulative voting shall not be permitted.

### Section 4: Special Meetings

Special meetings of the general membership may be called at any time when called for by the President, or at least three (3) Board members or at the request of three (3) members in good standing by a notification issued to all members electronically at least three (3) days prior to the meeting. Special meeting calls shall be posted on the organization's website. At special meetings, no business except that stated in the call may be transacted. Proxy voting shall be permitted in accordance with Article VII, Section 3. Cumulative voting shall not be permitted.

## ARTICLE VII: VOTING

### Section 1: Requirements

One vote per member in good standing as described in Article II: Membership. The method of the vote shall be defined by the Board of Directors.

### Section 2: Annual Meeting

Voting requirements of the annual meetings is covered in Article VI, Section 3 of these bylaws.

### Section 3: Proxy Voting

If a member cannot be present at a board meeting or a membership meeting, the member may cast his/her vote by a written statement presented to the board of directors prior to the vote.

### Section 4: Voting by Mail

Voting by mail or email is permitted as defined in this organization's "Policies and Procedures".

### Section 5: Cumulative Voting

Cumulative voting shall not be permitted.

## ARTICLE VIII: AMENDMENTS

These bylaws may be amended at any membership meeting where the proposed changes have been presented in writing at the previously scheduled regular membership meeting. Proposed amendments shall be posted on the Organization's web site. The bylaws may be amended by the membership in person, by mail or email vote as defined in this organization's "Policies and Procedures".

Amendments to these bylaws shall take effect at the close of the meeting at which they were adopted.

## ARTICLE IX: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the United States Internal Revenue Code (or the corresponding provision of any future United States

Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

These Bylaws revised on January 07, 2011.

These Bylaws revised October 06, 2012. General revisions

These Bylaws revised January 1, 2015. Change Membership Chairman duties. Article V.

These Bylaws revised August 15, 2016. Change meeting schedule. Article VI, Sec 2.

These Bylaws revised August 7, 2020. Change meeting schedules. Article VI, Sec 2.

These Bylaws revised October 8, 2022. Change Member classification. Article II, Sec 2.

These Bylaws revised January 16, 2023. Add "Section 4 Grants" to Article I.