BYLAWS
OF
COALITION FOR SONORAN DESERT PROTECTION

ARTICLE I.
OFFICES

The principal office of the corporation shall be located at 738 N. 5th Ave., Suite 212, Tucson, AZ, 85705. The corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II.
PURPOSE

This Corporation is a nonprofit corporation, organized and operated exclusively for scientific, educational, and charitable purposes. The purpose for which this nonprofit corporation is formed includes, but is not limited to:

Achieving the long-term conservation of biological diversity and ecological function of the Sonoran Desert through comprehensive land-use planning, with primary emphasis on Pima County’s Sonoran Desert Conservation Plan.

The Corporation shall have all powers now or hereafter granted by law, and all powers lawfully necessary or required to carry out its purposes, either alone or in cooperation with others, subject to the limitations and conditions as are or may be prescribed by law, or in the Corporation’s Articles of Incorporation or Bylaws.

ARTICLE III.
MEMBERSHIP

The corporation shall have no members.

ARTICLE IV.
BOARD OF DIRECTORS

4.1 General Powers and Responsibilities. The Corporation shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Arizona Nonprofit Corporation Act. The Board shall manage the financial matters of the corporation.

The Board shall establish policies and directives governing the business and programs of the Corporation and shall delegate to the Executive Director and Corporation staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.
4.2 Number and Tenure. The Board shall be composed of not less than five (5) and not more than seven (7) directors, serving staggered three-year terms. The number of directors may be changed by an amendment to these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director, i.e. if an amendment decrees that the number of directors be decreased, said decrease occurs by attrition as the terms of directors expire and they are not replaced.

4.3 Residency. A Director need not be a resident of the State of Arizona.

4.4 Marriage and Consanguinity. A majority of Directors cannot be related by marriage or consanguinity.

4.5 Ex-Officio Members. The Board may from time to time by majority vote appoint individuals or representatives of other organizations as Ex-Officio Member of the Board. Ex-Officio Members shall not have voting power, shall not count as one of the regular Directors for purposes of establishing a quorum, and shall not be eligible for office. Ex-Officio Members shall serve for terms set by a resolution of the Board, and the term of one or more Ex-Officio Members may be terminated at any time by a majority vote of the Board.

4.6 Election and Term. Founding Directors are the first Directors elected or appointed after the corporation is legally established. To assure that terms of Directors are staggered, some Founding Directors shall have one-year terms, some two-year terms, and some three-year terms. The Incorporators of the Corporation shall determine the number of one-year, two-year, and three-year terms, and shall appoint Founding Directors to fill these terms. The terms of these directors shall commence at the date incorporation is granted by the State of Arizona, with their full one-year, two-year, or three-year terms starting at the beginning of the next fiscal year following their appointment. When the first terms of the Founding Directors expire, all subsequent terms will last for three years. Term lengths may be adjusted by resolution of the Board.

Once the first terms of Founding Directors expire, all subsequent vacancies will be filled by elections that shall at the board meeting immediately preceding the beginning of the next fiscal year, said meeting hereinafter called the Annual Election Meeting.

New and renewing Directors shall be elected by a majority of those Directors at an Annual Election Meeting at which a quorum is present.

Directors shall be limited to three consecutive terms, but shall be eligible for election again following a one-year hiatus.

4.7 Regular Meetings. By resolution, the Board may provide the time and place either within or without the State of Arizona for holding regular meetings without other notice than such resolution.

4.8 Special Meetings.

4.8.1 Special board meetings may be called by the President or by a majority of the Board filing a written request for such a meeting with the President
in which the purpose of the meeting is stated. The meeting date, time and location shall be set by the President, the location being the location of regular meetings unless extenuating circumstances require a change of venue.

4.8.2 Written notice of such a meeting shall be provided to each Director at least seven (7) days prior; such notice to include the purpose, date, hour, and location. The notice shall be served upon each Director via hand delivery, regular mail, email, or by fax to their business address. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid, at least ten (10) days prior to the meeting.

4.8.3 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.

4.8.4 A meeting may be held with less than seven (7) days' notice provided that signed Waivers of Notice are received from all Directors or provided that all Directors who have not signed a Waiver of Notice attend the meeting, their presence constituting a waiver of notice as per 4.7.c.

4.9 Board Decisions. The act, decision, or vote of a majority of directors at a meeting at which a quorum is present shall be the act of the Board of Directors, except for cases specified in these bylaws in which approval by a super majority is needed, as in Sections 4.12, 5.3, 6.2, 9.2, and 9.2.

4.10 Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any Board meeting.

4.11 Participation by Telephone. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, or, in the case of hearing-impaired board members, receive real-time transmission of what is being said. A director participating in a meeting by this means is deemed to be present in person at the meeting.

4.12 Vacancies. Any vacancy occurring on the Board more than 3 months prior to the normal ending of this position may be filled by the affirmative vote of a majority of the remaining Directors. A director so appointed to fill a vacancy will serve for the unexpired term of their predecessor in office, and such a director may be elected for a regular term at the next Annual Election Meeting.

4.13 Resignation and Removal. A director may resign at any time by filing a written resignation with the President or other officer. Unless otherwise specified in the request, the resignation shall take effect upon receipt thereof.
Any one or more of the directors may be removed by a vote of two-thirds of the directors then in office at any regular or special meeting, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least fourteen (14) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard in person and the matter considered by the Board at the time and place mentioned in the notice.

4.14 Consent in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the directors. Any such written consent shall be inserted in the minute book of the Corporation as if it were the minutes of a Board meeting. The Directors’ written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic “consent click” acknowledgements shall be effective as original signatures. However, a Director cannot be removed from office by Consent in Lieu of Meeting, as described in section 4.12.

4.15 Director Attendance. An elected Director who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chairperson of the Board their commitment to the Coalition for Sonoran Desert Protection. The Board may deem a Director who has missed four (4) consecutive meetings without such a reevaluation with the Chairperson to have resigned from the Board.

ARTICLE V.
OFFICERS

5.1 Number. The officers of the Corporation shall be a President, a President Elect, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 Election and Term of Office. The officers of the Corporation shall be nominated and elected annually by the Board of Directors at the Annual Election Meeting. All directors then in office may vote on candidates for such offices. Such offices shall be filled in an election upon the vote of a majority of directors then in office. Officer’s terms shall be two years and there shall be no prohibition on re-election of an officer. All officers must be directors of the Corporation. The Board of Directors may, by resolution, establish procedures governing nomination and election of officers that are consistent with these Bylaws.

5.3 Removal. Any officer or agent elected or appointed by the Board may be removed from such office by the Board by a two-thirds vote of directors then in office.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term, as per section 4.11.
5.5 Chair of meetings. The President shall preside over meetings as chairperson, with either the Vice President or the President Elect, in this order of precedence, acting as such in the absence of the President. In the absence of the President, President Elect and Vice-President, board members at a meeting in which there is a quorum shall appoint an acting chair to preside over the meeting.

5.6 President. It shall be the responsibility of the President to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed and shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.

The President shall be empowered to speak for or otherwise represent the Corporation between meetings of the Board. Unless otherwise determined according to Section 8.1, the President is authorized to negotiate any and all material business transactions of the Corporation, and to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation. In general, they shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

The President shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

5.7 President Elect. In anticipation of serving as President, the President Elect shall become familiar with the organization’s finances, policies and procedures, and programs. At the request of the President, the President Elect may serve as chair at meetings.

5.8 Vice President. In the absence of the President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board.

5.9 Secretary. The Secretary shall:

5.9.1 Keep the minutes of Board meetings in one or more books provided for that purpose;

5.9.2 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

5.9.3 Be custodian of the corporate records; and

5.9.4 In general perform all duties as from time to time may be assigned to them by the President or by the Board.
5.10 Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board shall determine. They shall:

5.10.1 Have charge and custody of and be responsible for all funds and securities of the corporation;

5.10.2 Manage funds in accordance with check-and-balance policies determined by the board;

5.10.3 Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit such monies in the name of the Corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of these Bylaws;

5.10.4 Render account of all transactions and of the financial condition of the Association, as requested by the Board of Directors or the President; and

5.10.5 In general perform all of the duties of the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board.

ARTICLE VI.
COMMITTEES

6.1 Management of Committees. Committees serve at the pleasure of the Board and, with the exception of the Governance Committee, the Board may by resolution at any time create, modify, or disband a committee. The Board may by resolution appoint or dismiss members of any committee, except as restricted by membership requirements in 6.2 and 6.3.

6.2 Executive Committee. The Board may appoint an Executive Committee composed of at least three (3) board officers, including the President of the Board, President Elect and Vice President. The Executive Committee shall have and may exercise authority on behalf of the Board in the management of the business and affairs of the Corporation between meetings of the Board, such authority restricted to those actions specified by a resolution or resolutions passed by the Board. Moreover, the Executive Committee shall under no circumstances take actions proscribed in Proscriptions of Committee Activities, Article 6.6(a-g). The Secretary of the Corporation shall send to each Director a summary report of the business conducted in any meeting of the Executive Committee. The Board will also determine how decisions are made by the Executive Committee, either by consensus or by majority vote.

6.3 Governance Committee.
The Board shall appoint a standing Governance Committee consisting of at least two (2) board officers. The Governance Committee shall ensure the efficient operation of the board by the following responsibilities:

6.3.1. Overseeing the election of new Directors and Officers;
6.3.2. Training and orienting Directors in their roles and responsibilities;
6.3.3. Planning for board succession;
6.3.4. Assessing current and anticipated needs for board composition;
6.3.5. Assessing board effectiveness;
6.3.6. Periodically reviewing board policies, practices, and the organization's bylaws; and
6.3.7. Overseeing development of a strategic plan.

The Governance Committee shall under no circumstances take actions proscribed in Proscriptions of Committee Activities, Article 6.6(1-8).

6.4 General Committees. The Board shall have the authority to create by resolution such committees as it may deem necessary or useful for the management of the Corporation and may authorize any such committee to conduct business for the Corporation to the extent permitted by law. General Committee members are not required to be Directors.

6.5 Proscriptions of Committee Activities. No committee, regardless of Board resolutions, may:

6.5.1 Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
6.5.2 Fill vacancies on or remove the members of the Board of Directors;
6.5.3 Fill vacancies on or remove members of any committee authorized by the board, unless given such authority by resolution of the board;
6.5.4 Fix compensation of the directors serving on the Board or on any committee;
6.5.5 Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
6.5.6 Appoint any other committees of the Board of Directors;
6.5.7 Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease or exchange of all or considerably all of the property and assets of the Corporation otherwise
than in the usual and regular course of its business; or revoke any such plan; and

6.5.8 Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation in a contract or agreement or expend Corporation funds.

ARTICLE VII.
EXECUTIVE DIRECTOR

7.1 Executive Director: The Board shall have the authority to appoint an Executive Director, who cannot be a member of the Board. The Executive Director shall have the usual administrative powers and duties exercised by executive directors of charitable corporations except as otherwise provided herein or by resolution of the Board. The Executive Director shall be removed only by a two-thirds vote of then Directors, subject to the personnel policies approved by the Board.

The President shall oversee the activities of the Executive Director. The Executive Director, as determined by the Board, may be responsible for day-to-day running of the organization, including directing program work, hiring and firing staff, managing budgets and expenditures, tax reporting, fund-raising campaigns, and general administration.

ARTICLE VIII.
MISCELLANEOUS

8.1 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

8.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

8.3 Loans, Guarantees, and Advances to Officers and Directors. No loans, guarantees, and advances shall be made by the corporation to its officers and directors.

8.4 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as from time to time determined by resolution of the Board.

8.5 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board may select.
8.6. Conflict of Interest, Whistleblower, and Document Control. The Board will adopt policies on conflict of interest, whistleblower protection and document destruction and retention.

ARTICLE IX.
FISCAL YEAR

The fiscal year of the corporation shall end on December 31.

ARTICLE X.
WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Arizona Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI.
INDEMNIFICATION

To the full extent permitted by the Arizona Nonprofit Corporation Act, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding (whether brought by or in the right of the Corporation or otherwise) by reason of the fact that they are or was a director or officer of the Corporation, or are or was serving at the request of the Corporation as a director or officer of another corporation, against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Arizona Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE XII.
EFFECTIVE DATE, AMENDMENTS, AND DISSOLUTION

12.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws become effective immediately upon their adoption unless the Board of Directors of the Corporation in adopting them provide that they are to become effective at a later date.
12.2 Bylaw Amendments. These Bylaws may be altered, amended or released and new Bylaws may be adopted by the Board at any regular or special meeting of the Board. Such changes to Bylaws must be approved by two-thirds of Directors then in office. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation which is not inconsistent with the Articles of Incorporation, or the laws of the State of Arizona.

12.3 Dissolution. The Corporation may be dissolved upon the approval of three-quarters (3/4) of the directors then in office without the vote or consent of third parties. Any distribution of the assets of the Corporation shall be made in a manner consistent with the tax status of the Corporation at the time of such dissolution.

CERTIFICATE OF ADOPTION

The undersigned, being the Secretary of the Coalition for Sonoran Desert Protection, hereby certifies that the foregoing are the Bylaws adopted by resolution of the Board of Directors of the Corporation as of ___________, 2018.

[Signature]
Joy Herr-Cardillo Board Secretary

8/08/2017