

**BYLAWS AND ADMINISTRATIVE PROCEDURES  
OF  
SEDONA AREA VETERAN & COMMUNITY OUTREACH**

**ARTICLE I – NAME**

The name of this organization is Sedona Area Veteran & Community Outreach, also known as SAVCO.

**ARTICLE II - PURPOSE**

The purpose of the Sedona Area Veteran & Community Outreach is to foster and engage in civic and social activities within the Sedona community that are patriotic and nonpolitical in nature; provide support that benefits veterans in need; and support local 501(c)(3) organizations such as Toys for Tots.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III - MEMBERSHIP**

Any person interested in this organization's purpose can become a member by payment of annual SAVCO dues in the amount determined by the Board of Directors and approved by the SAVCO members. All members shall have the privileges of voting, holding elected or appointed office, serving on committees, and receiving updates on the organization's activities.

**ARTICLE IV - MEETINGS**

SAVCO meetings shall be on the 2<sup>nd</sup> Thursday of each month at 6 pm.

**ARTICLE V - BOARD OF DIRECTORS**

The organization shall be managed by a Board of Directors consisting of 5 directors, President, Vice President, Treasurer, Secretary, and a Director. The board shall meet at the call of the President. In the event any member of the Board of Directors does not fulfill their term, the vacancy shall be filled by appointment by the President with the approval of the board.

**Officers**

The following officers shall be elected for a term of one year, President, Vice President, Treasurer, Secretary, and a Director.

- a) The President shall preside over all meetings. The president shall appoint chairpersons to the standing committees and special committees and shall be an ex-officio member of all committees. The president shall provide leadership in establishing and accomplishing the agenda of priorities for the year.

- b) The Vice President shall assist the President, perform the duties of the President in their absence and shall be an ex-officio member of all committees. The Vice President shall also initiate and implement, with the approval of the President and the Board, programs which will facilitate retention of current members and recruitment of new members.
- c) The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and shall make reports of corporate finances as required. Financial reports shall be distributed to members by means of email for members review and approval. The books and accounts shall be kept in accordance with sound accounting principles. A copy of the treasurer's report shall be maintained in SAVCO treasurer files.
- d) The Secretary shall keep the minutes of all meetings of SAVCO or the Board of Directors, conduct correspondence and perform other secretarial duties as may be assigned by the Board. The minutes shall be published and distributed to members by means of the email for members review and approval. A copy of the approved minutes shall be maintained in SAVCO secretarial files.

## **ARTICLE VI - ELECTIONS**

### **NOMINATIONS:**

The Nominating Committee shall be appointed in October of each year by the President and shall consist of three members in good standing.

At the November meeting the Nominating Committee shall present its slate of candidates for each elected office, President, Vice President, Secretary, Treasurer, and a Director. These names shall be published prior to the December meeting. Any member of SAVCO can make a candidate recommendation to the Nominating Committee prior to the November meeting.

### **ELECTIONS:**

Officers shall be elected at the December meeting and the new officers shall assume duties following that meeting. The term of office is one year.

## **ARTICLE VII - MISCELLANEOUS**

### **Separation of Revenue**

- (a) The organization will maintain separate accounts for checking, cd(s), scholarship cd(s), and petty cash.
- (b) As required RESTRICTED FUNDS (e.g., earmarked donations) will be tracked via a separate 'restricted line-item category' within SAVCO financial software.

### **Prohibition Against Creating Indebtedness**

- (a) No officer or member of SAVCO is authorized to obligate the organization or cause it to become indebted to any person, firm or corporation for any amount of money whatsoever unless there has been approval of such obligation or indebtedness by the Board of Directors. This can be obtained (a) during a vote regarding a specific request, or (b) as authorized during the annual budget process and when acting as the point person assigned a specific element of a previously approved budget or budget item.
- (b) The acquisition of or use of SAVCO debit cards is not authorized.
- (c) The acquisition of or use of SAVCO credit cards is authorized contingent upon 100% of the balance being paid during each billing cycle.

### **Procedure for Authorization of Expenses**

The current Board of Directors will draft an initial budget for the new fiscal year which includes expected revenue, expenses, and recommended disposition of available funds. This draft budget will be available no later than the date of election of the new ELECTED officers.

- (a) The incoming elected officers will review the draft budget, make any required changes and submit to the membership for review at the meeting following the annual officer election.
- (b) SAVCO membership will vote on the next fiscal year during the regular meeting preceding the start of the new fiscal year.
- (c) Officers, Committees and members who are planning events or activities, which would involve the expenditure of money, will prepare the necessary information required to facilitate inclusion of the event or activity into SAVCO's annual budget. This content will be submitted to the Board of Directors, who in turn, shall make recommendations to the membership for approval. Any spending shall be within the approved budget amount, unless by proper motion, the membership shall approve the change in budget amount.
- (d) Authorized signers for SAVCO financial accounts as a general rule will be the elected officers.

### **Emergency funds**

- (a) Any member of the Board of Directors is authorized to spend up to \$500.00 (five hundred) dollars at any one time in excess of the annual budget for emergency expenses which are required for the good of the organization. Prior to making the expenditure permission must be granted by the President. If the President is not available, then follow the chain of command of the elected officers.

- (b) At the next regular meeting of the organization after such expenditure is made, the President must disclose and explain the expenditure, and receive ratification of the expenditure by the organization membership. Additionally, the explicit evidence (e.g., email) of the approval of the emergency funding must be entered into SAVCO meeting minutes.

### **Annual Audit**

- (a) Each year the current Elected Officers shall select an Audit Committee of not less than three members, who are neither current Elected nor current Appointed Officers, nor any member nominated for upcoming elected or appointed positions, to conduct an audit of the financial affairs of SAVCO.
- (b) A reconciliation of reported funds and actual available funds in the accounts shall be conducted at the end of the term of office of the outgoing Elected Officers. The auditors shall present a report to the membership at the next regular meeting.
- (c) An audit of the previous fiscal year's transactions shall take place post the end of the fiscal year and be completed no later than 60 days post the start of the new fiscal year. The results of this audit will be presented to SAVCO within 30 days of the completion of the audit.
- (d) In the event there is a change in treasurer outside a 60-day window for the next annual audit a 'transitional audit' shall be performed. The transitional audit will ensure there is a clean handoff of account and transaction data to the incoming treasurer.

### **ARTICLE VIII - INDEMNIFICATION AND LIABILITY**

The members, directors and officers of this corporation are not liable for the debts, obligations, or liabilities of the corporation. Any person who serves as a director or who serves on a committee or in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person who is acting in good faith and within the scope of the person's official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such person. The corporation shall indemnify any person who incurs any legal expense of liability by reason of the fact he or she is or was an officer, director, committee member, member, employee, or agent of the corporation in all circumstances in which such indemnification is permitted by law, (per Arizona Revised Statutes, Title 10, Chapter 8, Article 5) and approved by the Board of Directors. Directors, Officers, Committee Members, or Members of the corporation may be reimbursed for actual expenses incurred on behalf of the

corporation, and may be paid for goods or services only as authorized by resolution of the Board of Directors.

**ARTICLE IX – CONFLICT OF INTEREST**

It is the policy of the corporation to require complete disclosure of any material conflict of interest. Any officer or director of the corporation with a material financial interest or other conflict of interest (“a conflict of interest”) in an item or items of business of the corporation shall disclose that conflict of interest to the presiding officer. If the conflict of interest arises in the Chairperson or Vice Chairperson, the conflict of interest shall be disclosed to the Board, to the Executive Committee or Regional Board at which it occurs. After disclosure, the officer or director may not vote on any matter involving the conflict of the interest without the consent of the Board or the Executive Committee at which it occurs.

**Article X NON-DISCRIMINATION POLICY**

Sedona Area Veterans Community Outreach (SAVCO) does not discriminate against any individuals in membership, community engagement or community service.

**ARTICLE XI - ADOPTION AND AMENDEMNT TO BYLAWS**

**Adoption**

These BYLAWS and ADMINSTRATIVE PROCEDURES may be adopted at a regular meeting by a majority vote of those members present in good standing.

**Revision, Repeal or Amendment**

Once adopted, these BYLAWS and ADMINSTRATIVE PROCEDURES may be revised, repealed in whole or in part, or otherwise amended by a two-thirds (2/3) majority vote of those members present in good standing.

**Process for Revision, Repeal or Amendment**

Any proposed revision, repeal or amendment to these By-Laws shall be submitted in writing by a member of the organization in good standing, to the President or Board of Directors who will then review the revision, repeal, or amendment. The revision, repeal or amendment will be

then presented to the membership at the next regular meeting. The Secretary shall, in turn, forward copies of the proposal to each member by email or if email is not available at his/her last known address. The members proposing such revision, repeal or amendment shall identify themselves, and the notice shall contain such identification. The membership shall then vote on the revision, repeal, or amendment to these By-Laws at the next following regular meeting.

#### **ARTICLE XII - 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 Internal Revenue Code of 1986 (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.

**This is the end of the Bylaws and Administrative Procedures**