

SOUTHERN ARIZONA VETERANS MEMORIAL CEMETERY FOUNDATION BYLAWS

ARTICLE I – NAME

The name of this Foundation shall be the Southern Arizona Veterans Memorial Cemetery Foundation (SAVMCF), and shall hereinafter be referred to as the “Foundation”.

ARTICLE II – PURPOSE

The purpose for which this Foundation was formed and the business or objects handled or promoted by it are to solicit donations and hold them for the procurement and installation of projects at the Southern Arizona Veterans Memorial Cemetery, that, due to monetary constraints and other considerations, cannot be procured directly by the Cemetery Administrator.

This Foundation is non profit, and no salaries, wages, or other monetary considerations will be paid to its officers or any member of the Foundation.

ARTICLE III – LOCATION OF FOUNDATION

The Foundation shall be located in Cochise County, Arizona

ARTICLE IV – MEMBERSHIP

Section 1. Any organization interested in the objectives of this Foundation, and is a non-profit organization, shall be eligible to hold membership under the conditions set forth hereinafter.

Section 2. Membership shall be as defined below.

Those representatives of a non- profit organization shall be deemed members.

Corporate sponsors will also be allowed to join under the guidelines outlined in the bylaws.

Section 3. If an applying organization’s membership is declined by the Foundation, that organization’s name and address, together with a summary of the reasons for rejecting membership, shall be given to the Foundation President, who along with the Cemetery Administrator, will determine the validity of the rejection and the President will notify the applying organization.

Section 4. Foundation membership may be terminated by a 2/3 majority vote of Foundation members present at normal, regular monthly meetings. Failure of a Foundation member to have a bona-fide representation to at least one regular meeting in any calendar quarter will be considered cause to terminate membership, and no reimbursement of paid dues will be made.

ARTICLE V – DUES

The dues as fixed by the officers of the SAVMCF are \$12.00/year pro-rated beginning the month of January and are payable in advance and subject to the rules of the Foundation. Membership shall be for one year at a time, and renewal dues are due within the last 30 days of current membership.

ARTICLE VI – MEETINGS

Section 1. The conduct of meetings shall generally follow the outlines and decorum of *Robert's Rules of Order*. The regular meetings will provide a forum for members to suggest projects or activities to be considered for official inclusion in the Foundation programs.

Section 2. Regular meetings shall be held on the first Friday of each month unless holidays or other considerations impact the scheduled meetings.

Section 3. The place and time of regular meetings shall be determined by the members. Meetings may be held at any location deemed appropriate by a majority vote of the members.

Section 4. Meetings are open to the General Membership wherein any member in good standing, “and the general public by invitation” may submit ideas, projects or activities to be considered for inclusion in the Foundation programs. The suggestion will then be presented to the members at the next scheduled meeting.

Section 5. Special meetings may be called by the President providing 14 days notice is given to the members, in writing, describing the purpose, location, and time of the special meeting.

Section 6. Quorum for Foundation meetings shall be not less than four (4) officers.

ARTICLE VII – ORGANIZATION AND STRUCTURE

Section 1. Foundation Officers shall consist of the President, Vice President, Secretary, Treasurer, Statutory Agent, and Southern Arizona Veterans Memorial Cemetery (SAVMC) Coordinator.

Section 2. Duties of Officers:

President. The President shall preside at all meetings, have general supervision over the Foundation, and shall appoint committees. The President shall be an Ex. Officio member of all committees.

Vice President. The Vice President shall assume the duties of the President in the absence of the President. Should the President leave the Foundation, the Vice President shall assume all duties of the President for the remainder of the term.

Secretary. The Secretary shall keep all minutes of meetings and prepare correspondence, as directed by the President.

Treasurer. The Treasurer shall accept dues from the members, receive all donations and other monies given to the Foundation, pay all approved bills, deposit funds as appropriate, and provide membership reports to the officers and members as requested by the President.

SAVMC Coordinator. The SAVMC Coordinator shall coordinate with the Cemetery Administrator on certain matters pertaining to the Foundation and the Cemetery, when requested to do so by the President.

Section 3. Standing Committees. Standing Committees shall be appointed to organize and conduct ongoing Foundation business. Standing Committees will work closely with the Foundation Officers. In the event in which a Standing Committee has no active members, the Foundation Officers will assume committee responsibilities until members step forward to accept those responsibilities.

Section 4. Special Committees. Special Committees will be appointed or elected at a meeting as needed.

ARTICLE VIII – FINANCIAL ACTIVITIES

Section 1. The Treasurer shall report the status of Foundation funds at each regularly scheduled meeting and make such special reports as deemed necessary by the President. The President or Acting President may use phone calls/e-mail to seek approval of expenditure (a memo of the calls shall be required for record purposes). The Treasurer shall also prepare membership reports as directed by the President.

Section 2. Annual Treasurer's Report. At the January meeting each year, the Annual Treasurer's Report covering the prior fiscal year shall be presented to the membership.

Section 3. Budgeting. At the November meeting, the Treasurer shall propose the administrative budget for the following year. A final budget shall be presented at the December meeting. Ratification of the budget shall be by a 2/3 or greater majority of the members present at the meeting. No funds shall be expended in any fiscal year prior to ratification of the budget. Only monies to be used for the administration of the Foundation need be included in the budget.

Section 4. Expenses. All monies received into the Foundation from membership dues shall be used primarily for the Foundations administrative tasks. All monies received at the Foundation from local or outside donations shall be used for cemetery projects not budgeted by the State of Arizona, including but not limited to landscaping improvements or items deemed necessary for the comfort of visitors. In addition, monies received from donations for any specific item/project shall only be expended for said item/project (benches, plaques, bricks, etc.), and may be purchased, without Foundation approval, by the Treasurer.

Section 5. Audit. The Foundation account (s) shall be audited by two (2) active members at least once annually.

ARTICLE IX – ELECTIONS

Section 1. At the October meeting, the President shall appoint three (3) members as a nominating committee to present a slate of nominees to the members at the November meeting. At the December meeting, the membership shall vote on a slate of officers for the following year.

Section 2. The Foundation Officers shall be elected at the December meeting by a majority vote of those members present. Elected officers shall assume their duties at the January meeting. Officers shall serve for a period of one year, but may be re-elected to the same office if nominated and he/she agrees to serve.

Section 3. All members in good standing with the Foundation are entitled to one vote each. It is the responsibility of the Treasurer to inform the Secretary when all dues are paid.

- a. The Secretary's responsibility is to maintain a list of members in good standing.
- b. One member of each organization in good standing is entitled to one vote per organization.

ARTICLE X – AMENDMENTS

These bylaws may be amended, repealed, or changed at any meeting in which there is a quorum present. Such changes require a written affirmative vote of the members and the ballots shall be retained by the Secretary with the minutes of the meeting at which the balloting occurred.

ARTICLE XI – DISSOLUTION

The Foundation may be dissolved only through a written affirmative vote of a majority of members present in good standing of the Foundation. In the event of such dissolution, all assets shall be converted into cash, excepting real estate, equipment, or other fixed assets suitable for transfer to a not-for-profit service organization, and payment of all outstanding debts, the assets of the Foundation are to be given to the Southern Arizona Cemetery to be used at this cemetery, only.

These By-Laws have been approved and are hereby adopted as stipulated herein.

9/3/10

Date



TOM DINGWALL – President

9/3/10

Date



INGRID BAILLIE – Vice President

9/3/10

Date



JOE GILL – Secretary

9/3/10

Date



RON DESPAIN – Treasurer