

BYLAWS OF THE
OAK CREEK CANYON TASK FORCE
(An Arizona Non-Profit Corporation)

Dated: February 18th, 2004

OAK CREEK CANYON TASK FORCE BYLAWS AND ARTICLES OF ASSOCIATION

ARTICLE I - INTRODUCTION:

The OAK CREEK CANYON TASK FORCE, hereinafter referred to as the "OCCTF," is a non-profit Corporation, incorporated under the laws of the State of Arizona, and filed with the Arizona Corporation Commission on September 11th, 2003. These bylaws were approved by the Board of Directors on February 18th, 2004.

The business and government of this corporation shall be conducted in accordance with the laws of the United States, laws of the State of Arizona, the Articles of Incorporation of OCCTF, the Bylaws of OCCTF, and the policies and resolutions that are approved by the members and/or Board of Directors.

It is the general intent of these bylaws to set forth the governing activities of the Corporation which will best serve the interests of its membership, and will generally follow the parliamentary procedures as set forth in the latest publication of Robert's Rules of Order.

In addition to the Articles and Bylaws, the Board of Directors may adopt certain policies. These policies shall be permanent until amended by a vote of two-thirds (2/3) majority vote of the elected Board of Directors of the Corporation.

In these bylaws the term "OCCTF" may be interchanged with "Corporation" as designated in the Articles of Incorporation, and for the purpose of this document, all reference to he, him, or his shall be deemed to apply to either gender.

The OCCTF recognizes the Verde ecological watershed, part of which is Oak Creek Canyon, however, for the authority of these bylaws, the OCCTF will focus on the Oak Creek Canyon environment, and unless specifically identified, "watershed" refers to Oak Creek Canyon.

The OCCTF is a non-political group and is not affiliated with any political organization. It operates independently, and its position on environmental issues reflect the goals and objectives stated in these by-laws and its Watershed Based Plan.

ARTICLE II - GOALS AND OBJECTIVES

The Oak Creek Canyon Task Force is founded on the principle that a voluntary association of members of the watershed communities, working together to understand both the watershed and each other, best accomplishes wise and sustainable use of water resources. Such understanding will be the basis for resolving conflicts and promoting cooperative use of the water resources.

GOALS:

1. Conserve natural resources and enhance the environment for all users.
2. Sustain, improve and diversify recreational opportunities.
3. Improve water quality and water quantity.
4. Sustain, enhance and improve the environment for wildlife.
5. Reduce damage from storms, floods, man-made activities and/or natural disasters.
6. Engage and maintain public and governmental involvement including local, state, federal and tribal governments, through public outreach and education.
7. Any other goals that may be identified, outlined or amended in the Watershed Based Plan for the Oak Creek Canyon prepared by the OCCTF.

OBJECTIVES:

1. Gain and share a better understanding of the characteristics and dynamics of the watershed, and how it impacts the quality of life of those who live within the watershed.
2. Prepare comprehensive lists of issues and concerns of the populace and of local, state and federal governments relating to point and non-point source pollution in the watershed.
3. Identify and quantify the origins of point and non-point source pollution in the watershed.
4. Establish or aid in the development of monitoring programs for point and non-point source pollution.
5. Encourage action agencies, individuals and other governmental and non-governmental entities to use locally appropriate management practices (LAMPS) to reduce or eliminate point and non-point source pollution.
6. Encourage fair and equitable actions through public involvement.

7. Coordinate environmental planning and implementation with agencies, governments, environmental advocacy groups, and other private sector interests.
8. Provide a forum to foster ongoing evaluation and improvement of environmental programs and regulations.
9. Promote and sponsor public educational and outreach seminars and workshops for participants interested in learning about the watershed, water quality and water quantity issues, and develop possible solutions for improvement.
10. Assist local communities and groups in priority setting for environmental problems and provide a sound technical basis to support environmental decisions.
11. Organize, store, and distribute information to the public on the watershed in general.
12. Obtain grants and contracts related to watershed resource issues and concerns.
13. Update, amend and add to the Watershed Based Plan for Oak Creek Canyon prepared by the OCCTF.

ARTICLE III - MEMBERSHIP

1. It is the intent and desire of the OCCTF to encourage ALL members to participate in its organization, care and maintenance.
2. Membership in the OCCTF is open to all interested persons who live in Oak Creek Canyon, or represent a group, organization, corporation, or government entity with responsibilities in Oak Creek Canyon or its surrounding area.
3. The Board shall have the power to fix and assess any and all dues or assessments necessary to meet and defray the expenses of the operation of the OCCTF, including the purchase and/or the replacement of any and all equipment or materials together with associated labor costs thereto, and to provide for reasonable reserves.
4. The OCCTF meets every two months usually on the second Thursday of every second month, or at such time as set by the Board of Directors.
5. Elections for the Board of Directors will be held at the Annual General meeting held in the last quarter of each year. Each member shall have one vote. No proxy or absentee voting is allowed.
6. Membership in the OCCTF may be terminated for any action, by a member, detrimental to the best interests of the group and the Oak Creek Canyon Watershed. Such action must be proposed to and approved by the Executive Committee. The concerned member has a right to attend and speak during the deliberations of the Executive Committee.

ARTICLE IV: BOARD OF DIRECTORS

1. The Board of Directors shall consist of nine (9) elected Directors. Directors must be active members of the OCCTF. The Board of Directors shall have the authority to change the size of the Board, as needed, and to fill any vacancies caused by death, resignation, or any other cause. The Board may appoint any other non-voting advisors as may be deemed necessary.
2. Directors shall serve terms of three (3) years each, and three (3) Directors shall be elected at each Annual Meeting. The Directors shall hold office from January 1st following the Annual Meeting to December 31st of that same year, or until their successors are duly elected and qualified.
3. Each year the Chairman shall appoint an Elections Committee of at least three (3) members. The Elections Committee will be charged with proactively striving to obtain qualified candidates, and informing candidates of a Director's responsibilities. The ballot form is to specify the exact number to be elected, and the date on which it is to be returned to the Elections Committee Chairperson. Ballot forms must be submitted to the membership at least thirty (30) days prior to the Annual Meeting, and must be returned to the Chairperson of the Elections Committee at least seven (7) days prior to the Annual Meeting. Ballots received after the deadline will be void.
4. No member of the Board of Directors who has served two (2) consecutive elected terms shall be eligible for re-election until at least one (1) year has elapsed, except under extenuating circumstances reported by the Elections Committee, a member of the Board may be eligible for re-election to a third consecutive term if approved by two thirds (2/3) of the Board of Directors.
5. No officer of the OCCTF may receive remuneration for their services to the Association, except as set forth in Paragraph 6 below.
6. The Board of Directors, at its discretion and election, may establish a position of "Executive Director" and authorize a salary for such services to the OCCTF commensurate with the extent of the services so performed. Such an appointed officer may serve as an ex-officio member of the Board of Directors.
7. The Board of Directors may arrange for regular meetings at such times and such places as shall best serve its convenience. Special meetings may be called at any time and place by the Chairman or Co-Chairmen, or by two-thirds (2/3) of the elected Directors.
8. Any meeting of the Board of Directors, or any committee of the Board, may be held in person, by telephone, or by means of electronic communication. All

actions and votes taken by the Board at a meeting held by telephone, or by means of electronic communication, shall be recorded by the Secretary, and recorded in the Minutes.

9. The Board of Directors may alter, amend, or repeal, any part, or the whole, of these bylaws, or make such recommendations to the membership.

ARTICLE V: OFFICERS

1. Officers of the Board of Directors may be a Chairman, Co-Chairman, Vice-Chairman, Secretary, and Treasurer.
2. Other Officers may be established by amending these by-laws.
3. The reason for Co-Chairmen is to facilitate one being in charge of the administration and the other being in charge of technical matters. It will be the prerogative of the Board of Directors by a majority vote to choose either system during the last quarter of each year to take effect at the beginning of the following year.
4. The Co-Chairman in charge of Administration will approve the agenda and preside at Board of Directors and general/annual meetings. Under the dual Chair system, both Chairmen will be responsible for approving official documents and correspondence, appointing standing and ad hoc committees, and supervising preparation of such reports of OCCTF activities as may be necessary.
5. A Co-Chairman (or Vice-Chairman) will carry out the duties of the other Co-Chairman or Chairman if he/she is unable to do so, or as delegated by the Co-Chairman or Chairman.
6. The Secretary-Treasurer will conduct elections, establish bank accounts and oversee any funds received by the OCCTF, as well as be responsible for overseeing the keeping of Minutes of meetings.
7. The Board is authorized to retain administrative assistance to help organize and maintain records of the OCCTF, assemble and publish reports, and maintain rosters of OCCTF members, and any other work needed to help carry out its objectives.
8. In addition, the officers will carry out other duties typical of the officers of this and similar organizations.
9. Officers will be elected annually for a one-year term by a majority of ballots cast by the Board of Directors.

ARTICLE VI: EXECUTIVE COMMITTEE

1. The Officers plus one Director-at-Large, will constitute the Executive Committee. The Director-at-large will be elected in the same manner as the officers.
2. The Executive Committee will have the responsibility and authority to carry out appropriate Board of Director's actions in the interim between meetings.
3. The Chairman, or Co-Chairman in charge of Administration, will be the Chairman of the Executive Committee.

ARTICLE VII: MEETINGS

1. All meetings of the OCCTF will be open, and regular meetings are held every second month, unless a different schedule is necessitated.
2. Meetings of the Board of Directors, and Executive Committee will be scheduled as needed.
3. Special meetings may be called by the Executive Committee or by petition signed by at least 6 members, and submitted to the Secretary.
4. A "Notice of Meeting" and a "Reminder of Notice of Meeting" will be sent to all members before each meeting, and include the meeting date, place, time, and agenda for the meeting.
5. A quorum for approving actions at a meeting shall consist of no less than seven voting members. A majority is vote is required.

ARTICLE VIII: NON-PROFIT PROVISIONS

1. The Oak Creek Canyon Task Force (OCCTF) is organized exclusively for educational and scientific purposes, within the meaning of section 501 (c) (3), 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.
2. No part of the net earnings of the organization shall inure to the benefit of,

Or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

AFFIRMATION:

These bylaws as stated herein have been approved by the Board of Directors on February 18th, 2004.

OAK CREEK CANYON TASK FORCE

Approved by:

Barry Allan, Co-Chairman

Morgan Stine, Co-Chairman

George Tice, Secretary-Treasurer

Directors:

Jayson Coil	Cathy Miller
Doug Cullinane	Charles Mosley
Charles Ester	Joelle Wirth