

CONSTITUTION OF THE ARIZONA RIPARIAN COUNCIL

ARTICLE I

NAME

The name of this organization will be the ARIZONA RIPARIAN COUNCIL, and shall be referred to as the Council in this document.

ARTICLE II

PURPOSES AND OBJECTIVES

Section 1. Purpose. Within the framework of an entity organized exclusively for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) the Council exists to provide for the exchange and transmittal of information on the status, protection, and management of riparian systems in Arizona. For the purpose of the Council the term "riparian" is intended to include vegetation, habitats, or ecosystems that are associated with bodies of water (streams or lakes) or are dependent on the existence of perennial or ephemeral surface or subsurface water drainage. These riparian systems are to be located in Arizona but are not so limited as to exclude extensions of systems into adjacent Southwestern states and Mexico.

Section 2. Objective. To stimulate and support studies in all phases of ecology, management and protection, and related intrinsic values of riparian systems.

Section 3. Objective. To provide a clearinghouse of information among all agencies, organizations, and individuals engaged in work on riparian systems through appointment of work committees, preparation of bibliographies and abstracts, and related methods.

Section 4. Objective. To function in an advisory capacity on questions involving management, conservation, and protection of riparian systems, and to adopt such measures as shall tend to ensure the continued survival and maintenance of healthy riparian systems.

Section 5. Objective. To establish programs whereby the public is made aware of the importance of proper management and protection of riparian systems.

Section 6. Objective. To publish symposium proceedings and transactions of meetings in order to present current information on problems relating to the preservation of

riparian systems and to commend outstanding action by the public and professionally engaged individuals supporting the purposes of the Council.

ARTICLE III

MEMBERSHIP

Any person or organization interested in or engaged in the management, protection, or scientific study of riparian systems or some related phase of riparian conservation, shall be considered eligible for membership upon application. Membership categories shall include individual and organizational memberships. Individual members shall have voting privileges.

ARTICLE IV

OFFICERS

The officers of the Council shall be a President, Vice President, Secretary, and Treasurer, whose duties are described in the Bylaws.

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors shall consist of the officers of the Council, chairs of the standing committees, and not more than three other at large members of the Council and shall be presided over by the President of the Council.

ARTICLE VI

MEETINGS

Annual Meeting. An annual meeting of the Council shall be held. Other meetings may be held at the call of the Board of Directors.

ARTICLE VII

MANAGEMENT

The Council shall be governed by the Board of Directors.

ARTICLE VIII

TAX EXEMPT STATUS

The affairs of the Council shall at all times be managed in such a way as to preserve and safeguard its tax-exempt status. Specifically, no part of the net earnings of the Council shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objectives set forth in Article I hereof. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council 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 these articles, the Council shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of the Council.

ARTICLE IX

DISSOLUTION

Section 1. Dissolution Defined. The Arizona Riparian Council shall be deemed dissolved after a two-thirds vote favoring dissolution by the attending membership at any Annual Meeting and upon the cessation of all administrative functions, provided, however, that in no event shall said administrative functions continue for a period in excess of six months from the date of the dissolution vote.

Section 2. Obligations upon Dissolution. The Dissolution Committee shall, upon the dissolution of the Council, and after paying or making provision for the payment of all of the liabilities of the Council, dispose of all the assets of the Council in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Dissolution Committee shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the county in which the principal office of the Council is 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.

ARTICLE X

AMENDMENTS TO THE CONSTITUTION

The Constitution may be amended at any Annual Business Meeting of the Council by a majority vote of the members present. Changes to the Constitution must be submitted to the membership at least ninety days prior to the Annual Meeting.

BYLAWS

ARTICLE A.

MEMBERSHIP

Application for membership shall be transmitted in writing to the Secretary on forms provided by the Council.

ARTICLE B

OFFICERS

Section B.1. President. The President shall have general direction of the Council officers, shall appoint, with the assistance of the Board of Directors (Section C.1.), Chairs of all Standing and special committees, shall preside at meetings of the Board of Directors and Council, and shall be ex-officio a member of all committees. The President shall serve in office for three years and shall be eligible for re-election.

Section B.2. Vice President. The Vice President shall assist the President in duties where needed. In the absence of the President, or in the event of the inability of the President to act, the President's duties shall be assumed by the Vice President. The Vice President shall serve in office for three years and shall be eligible for re-election.

Section B.3. Secretary. The Secretary shall issue notices of annual or special meetings, and other material distributed by the Council to its membership, and shall record the minutes of its meetings. The Secretary shall be responsible for receiving all funds of the Council. In the event neither the President nor the Vice President can serve in their capacity, the Secretary will serve pro-tempore. The Secretary shall serve in office for three years and shall be eligible for re-election.

Section B.4. Treasurer. The Treasurer shall serve as general business manager. The Treasurer shall be responsible for coordinating with the Secretary upon receipt of funds and shall disburse all funds of the Council. A report concerning all activities of the preceding year, and an auditing of accounts for that year shall be made by the Treasurer to the Council at its Annual Meeting, and at any time requested by the President. In the event neither the President, the Vice President, nor the Secretary can serve in their capacity, the Treasurer will serve pro-tempore. The Treasurer shall serve in office for three years and shall be eligible for re-election.

Section B.5. Installation of Officers. The officers shall be installed of the Annual Meeting and take office immediately thereafter.

Section B.6. Vacancies. Vacancies among officers shall be filled by the Vice President, Secretary, or Treasurer, in the same order of successional responsibility previously indicated for the unexpired term of the office or until a replacement officer can be elected at the next annual meeting. Should all offices be concurrently vacant, they shall be filled by majority vote of the Board of Directors for the unexpired term. Vacancies of At-Large Board Member positions shall be appointed and filled by a majority vote of the Board of Directors for the unexpired term of the vacant position.

Section B.7. Nomination. The three-member Nomination Committee (Section D.1.) shall present a slate of member candidates for each elective position, namely President, Vice President, Secretary, and Treasurer and At Large Board Member positions on the Board of Directors.

Section B.8. Approval of Nominations. Prior approval shall be obtained from said candidates.

Section B.9. Announcement of Nominees. The Committee's list of nominees shall be sent to the Secretary and shall be included in the meeting program.

Section B.10. Floor Nominees. Additional nominations from the floor may be placed on the Nominating Committee's slate at the time of the Annual Meeting. Such nominees must be members in good standing for a minimum of one year and formally accept the nomination while present on the floor. No person can be floor-nominated who is not present at the Annual Meeting.

Section B.11. Balloting. When more than one nominee for an office has been nominated, written ballots shall be received from members present at the Annual Council Meeting by the Secretary and shall be counted by the Secretary and two members appointed by the President. Balloting for an individual nominee (a single candidate for an office) may be taken by a show of hands or indicated by voice.

Section B.12. Alternate. If the Secretary's office is being contested, the Vice President shall fill the administrative duties of the Secretary during balloting.

Section B.13. Election. The nominee receiving the largest number of votes (a plurality) shall be declared elected. No one may hold two elective positions simultaneously in the Council except during successional substitution as previously indicated in Section 6 above.

ARTICLE C

BOARD OF DIRECTORS

Section C.1. Number and Qualification. The Board of Directors shall consist of the Council officers, membership ratified Chairs of the Standing Committees, and not more than three other at-large members of the Council. Directors shall be elected at the Council's Annual Meetings. Directors shall be qualified by having been members in good standing for a minimum of 1 year prior to election to the Board of Directors.

Section C.2. Election of At-Large Board Members. At-Large Board Members of the Council shall be elected to the Board of Directors by the majority vote of members at the Council's Annual Meeting. At-Large Board Members shall serve a term of three years with the possibility of re-election. The terms of office of At-Large Board Members shall be staggered such that one new At-Large Board Member is elected each year. The At-Large Board Members shall assist the officers with their duties when necessary.

Section C.3. Ratification of Chairs of Standing Committees. The appointment of Chairs of Standing Committees shall be subject to ratification of the membership at the Annual Meeting. These Committee Chairs shall not exercise voting privileges on the Board of Directors until such ratification.

Section C.4. Board Meetings. The Board of Directors shall have at least one meeting each year. Meetings of the Board of Directors shall be held at such times and locations as determined by a majority of the Directors. Notices of Board Meetings need not be given.

Section C.5. Board Quorum. A majority of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors. At any meeting where a quorum does not exist, the Directors present may conduct the business of the scheduled meeting and later gain the concurrence of Directors sufficient to meet a quorum. Such concurrence may be gained through telephonic or similar communications equipment as permitted by Arizona law.

Section C.6. Removal and Resignation from Board. Any Director may be removed from office by the vote of two-thirds of the Board of Directors. Any Director may resign from the Board by giving written notice to the President of the Council.

Section C.7. Compensation of Directors. Directors shall receive no compensation for their service to the Council, but may receive reimbursement for actual expenses incurred on behalf of the Council.

Section C.8. Power and Duties. All the powers and duties of the Council shall be exercised by the Board of Directors except as expressly set forth in the Constitution and Bylaws.

ARTICLE D

COMMITTEES

Section D.1. Standing Committees. Standing committees of the Council shall be:

Executive Committee -- Responsible for the day-to-day operation of the Council with the power to decide on all administrative procedures of the Council. This Committee shall consist of each officer, the immediate past-president, and any At-Large Board Members of the Council elected by the membership. This Committee shall report its interim actions to the members of Council at the Annual Meeting. Any action of the Executive Committee may be overridden by a two-thirds majority vote of the attending membership.

Nomination Committee -- Shall be composed of three members of Council appointed by the Council President and shall be responsible for those obligations as set forth in Article B, Sections B.7., B.8., B.9. and B.10.

Dissolution Committee -- Shall be an automatic committee and shall be composed of the existing Board of Directors. Decisions of the Dissolution Committee shall be made by majority vote. Obligations of the Dissolution Committee are presented in the Constitution, Article IX, Section 2.

Other Standing Committees -- A list of other potential standing committees is presented in an appendix to the Bylaws. These committees were voted on at the first Annual Meeting. Changes to this list of Other Standing Committees will be permanently recorded in this appendix.

Section D.2. Special Committees. The Board of Directors may designate special various committees to be formed by one or more members or nonmembers of the Council. The Board shall determine the power and purpose of each such committee, which shall then fix its own rules of procedure. The Board may dissolve any special committee at any time.

Section D.3. Appointments. The President shall with the assistance of the Board of Directors appoint chairs for all standing and special committees, except that the Council President shall appoint the chair and members of the Nominating Committee.

Section D.4. Committee Memberships. Membership on standing committees is open to all Council members.

Section D.5. Accountability. All committees shall be accountable to the Council President.

ARTICLE E

RESOLUTIONS

Section E.1. Resolutions and Public Statements. Council members and committees shall submit resolutions and motions for action for consideration to the Board of Directors. These shall be submitted to the membership at least thirty days in advance of the Annual Council Meeting. Information regarding previous actions taken by the Council may be issued by the Secretary upon request. Resolutions shall be passed by a majority of the assembled membership at the Annual Council Meeting.

ARTICLE F

MEETINGS

Section F.1. Annual Meeting. The Council shall hold an Annual Meeting at a time and location to be determined by the Board of Directors.

Section F.2. Meeting Notice. Notice of such meetings shall be given to the Secretary at least six months prior to the Annual Meeting. Council members shall be notified at least ninety days prior to the Annual Meeting.

Section F.3. Quorum. The quorum shall be over fifty percent of the indexed membership or twenty members, whichever is less.

Section F.4. Meeting Rules. The rules contained in the latest revision of Robert's Rules of Order shall govern the Council in all cases in which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of the Council.

Section F.5. Special Meetings. Special meetings may be called as necessary by the President, the Board of Directors, or a majority of the full Council, and shall be called whenever requested in writing by twenty members of the Council. The membership must be notified at least thirty days prior to a special meeting.

Section F.6. Minutes of Meetings. Minutes of all meetings shall be recorded by the Secretary or any member designated by the President. Minutes of committee meetings shall be recorded by the designated secretary of such committee.

ARTICLE G

FINANCES

Section G.1. Finance. Funds of the Council shall be under the supervision of the Treasurer and shall be handled by the Treasurer.

Section G.2. Disbursement. The Treasurer shall make no disbursements of the Council's funds, other than routine purchases, without the authorization of the President. The Secretary and Treasurer shall deposit, at frequent intervals, all funds of the Council in a bank approved by the Board of Directors and in the name of the Council. The Treasurer shall balance the accounts at the end of each fiscal year and his/her report shall reflect the adjustments as required by the annual audit.

Section G.3. Audit. An audit of the Council's financial status shall be made at the end of each fiscal year by the officers of the Council.

Section G.4. Bond. The Treasurer need not be bonded.

Section G.5. Funds. Funds shall be derived from dues, special assessments, work projects, workshops, conferences, other activities, and contributions.

Section G.6. Dues. Dues shall be established by the Board of Directors and shall be approved by Council at the Annual Meeting.

Section G.7. Fiscal Year. The fiscal year of the Council shall end on September 30.

ARTICLE H

AMENDMENTS TO THE BYLAWS

Bylaws may be adopted, amended, or repealed at any Annual Business Meeting by a majority vote of members present. Changes to the Bylaws must be submitted to the membership at least ninety days prior to the Annual Meeting.

APPENDIX I

OTHER STANDING COMMITTEES

Classification and Inventory Committee -- Responsible for generating information and recommendations on classification and inventory methods and data of riparian systems. RESCINDED: THIS COMMITTEE WAS DISSOLVED BY A VOTE OF THE MEMBERSHIP AT THE ANNUAL MEETING OF APRIL 2007.

Education Committee -- Responsible for developing recommendations, programs, and materials for educating resource managers, decision makers, and the public about riparian systems.

Land Use Committee -- Responsible for generating information and recommendations on management and use of riparian systems. RESCINDED: THIS COMMITTEE WAS DISSOLVED BY A VOTE OF THE MEMBERSHIP AT THE ANNUAL MEETING OF APRIL 2007.

Policy Committee -- Responsible for the communication of Arizona Riparian Council positions, actions, and perspectives to policy makers, the membership, the media, and others as necessary. This committee will work closely with other committees and the board to communicate their work products. REVISED: THIS COMMITTEE'S CHARTER WAS MODIFIED BY A VOTE OF THE MEMBERSHIP AT THE ANNUAL MEETING OF APRIL 2007.

Protection and Enhancement Committee -- Responsible for developing recommendations and programs that will encourage protection and/or enhancement of riparian systems. RESCINDED: THIS COMMITTEE WAS DISSOLVED BY A VOTE OF THE MEMBERSHIP AT THE ANNUAL MEETING OF APRIL 2007.

Water Resources Committee -- Responsible for generating information and recommendations on managing water resources as they affect aquatic and terrestrial parameters in riparian systems. RESCINDED: THIS COMMITTEE WAS DISSOLVED BY A VOTE OF THE MEMBERSHIP AT THE ANNUAL MEETING OF APRIL 2007.

Conservation Committee -- Responsible for generating information and recommendations on management and use of riparian systems; for generating information and recommendations on managing water resources as they affect aquatic and terrestrial parameters in riparian systems; and for developing recommendations and programs that will encourage protection and/or enhancement of riparian systems. ADOPTED: THIS COMMITTEE WAS ADOPTED BY A VOTE OF THE MEMBERSHIP AT THE ANNUAL MEETING OF APRIL 2007.

Activities Committee -- Responsible for developing and implementing a program of projects, workshops, training opportunities and social activities for the benefit of riparian systems, the membership and the community. This committee will work closely with other committees to assist with implementation of their work products. ADOPTED: THIS COMMITTEE WAS ADOPTED BY A VOTE OF THE MEMBERSHIP AT THE ANNUAL MEETING OF APRIL 2007.