

BYLAWS  
OF  
SUPPORT PUBLIC LANDS

ARTICLE I. NAME

The name of the nonprofit organization incorporated in the State of Arizona is SUPPORT PUBLIC LANDS.

ARTICLE II. CORPORATE PURPOSE

SECTION 1. GENERAL PURPOSE

This organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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 the corresponding section of any future federal tax code.

SECTION 2. SPECIFIC PURPOSE

The mission of Support Public Lands is to inspire public lands advocacy by providing information and education designed to encourage outdoor recreation and activity.

The specific objectives and purpose of this organization are:

- a. to increase recreational usage of our public lands;
- b. to increase awareness of the outdoor recreation jobs and economy that are contingent upon open access to public lands;
- c. to increase advocacy when risks arise related to the recreational quality of or accessibility to public lands.

ARTICLE III. MEMBERSHIP

Membership shall consist of the board of directors.

## ARTICLE IV. BOARD OF DIRECTORS

### SECTION 1. BOARD ROLE AND NUMBER

The board of directors shall manage the affairs and direction of the corporation. The board shall have up to fifteen (15) but no fewer than five (5) members.

### SECTION 2. BOARD ELECTIONS AND PROCEDURES

Current directors may present nominees to the board at the final quarterly meeting of each fiscal year. New directors shall be elected by a majority of directors in attendance, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the new fiscal year.

### SECTION 3. TERMS

Board members shall serve two-year terms, but are eligible for re-election. The initial board will include members with one- and two-year terms to begin staggered terms.

### SECTION 4. RESIGNATION AND REMOVAL

Resignation from the board must be in writing. A board member with more than three (3) unexcused absences from meetings in a year shall be removed. A board member may be removed for any other reason by a two-thirds vote of the remaining directors.

### SECTION 5. VACANCIES

Whenever any vacancy occurs in the board of directors, it shall be filled by a vote of the remaining directors at the next regular meeting. Nominations shall be sent to board members with the corresponding meeting notice. Vacancies may be created and filled with approval from the board of directors. Mid-term vacancies shall be filled only to the end of the term of the vacated member.

### SECTION 6. COMPENSATION

Voting members of the board receive no compensation other than reimbursement for reasonable and documented expenses.

### SECTION 7. REGULAR AND SPECIAL MEETINGS

The board shall meet at least quarterly, at an agreed-upon time and place, including remotely. Special meetings may be called by or at the request of the chair or any two members of the board of directors.

### SECTION 8. ACTION WITHOUT MEETING

Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if an affirmative vote by ballot, setting forth the action so taken, shall be cast by a number equal to or

exceeding the number of votes that would be required to approve the action at a meeting.

## SECTION 9. NOTICE

Board members shall have written notice of regular meetings at least fourteen (14) days in advance. Board members shall have written notice of special meetings at least seven (7) days in advance.

## SECTION 10. QUORUM AND VOTING

The presence of a majority of current members of the board of directors shall be necessary to constitute a quorum to transact business and pass motions. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned. The act of a majority of directors in a meeting at which a quorum is present shall be the act of the board of directors.

# ARTICLE V. OFFICERS

## SECTION 1. OFFICER ROLES AND DUTIES

The officers of this board shall be the board chair, vice-chair, secretary, and treasurer. All officers must be active members of the board. Their duties are as follows:

(A) The board chair shall convene regularly scheduled board meetings, and shall preside, or arrange for other officers of the board to preside, at each meeting.

(B) The vice-chair shall be vested with all the powers and shall perform all the duties of the board chair during the absence of the latter.

(C) The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting notices and agendas, distributing copies of meeting minutes to board members, and ensuring that corporate records are maintained.

(D) The treasurer shall make a report at each board meeting, assist in the preparation of the annual budget, help develop fundraising plans, ensure financial records are maintained, and make required financial information available to the public.

## SECTION 2. ELECTION OF OFFICERS

Nominations for the offices may be submitted prior to the final meeting of each fiscal year. Nominations may also be received from the floor. The election shall be held at the final meeting of the fiscal year. Those officers elected shall serve a term of one year, commencing on the first day of the new fiscal year.

### SECTION 3. RESIGNATION OR REMOVAL OF OFFICER

An officer may resign at any time with written notice. An officer may be removed at any time for any cause by a two-thirds vote of the board of directors.

### SECTION 7. VACANCIES

When a vacancy occurs, it shall be filled by a vote of the board of directors at the next regular meeting. Mid-term vacancies shall be filled only to the end of the term of the vacated position.

## ARTICLE VI. COMMITTEES

### SECTION 1. COMMITTEE FORMATION

The board may create committees as needed. The board chair appoints all committee chairs.

### SECTION 2. EXECUTIVE COMMITTEE

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

## ARTICLE VII. BOOKS AND RECORDS

### SECTION 1. BOOKS OF ACCOUNT

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the organization's properties and transactions. The treasurer shall send or cause to be given to the board members such financial statements and reports as are required by law, these bylaws, or by the board. The books of account shall be open to inspection by any director upon request.

### SECTION 2. ANNUAL REPORT

The fiscal year shall be the calendar year. An annual report shall be prepared and provided to directors at the first regular board meeting of each fiscal year. It shall contain:

(A) A complete statement of the organization's assets and liabilities as of the end of the prior fiscal year, along with income, pending income, and expenditures;

(B) A review of the organization's accomplishments, achievements, and goals in the prior fiscal year;

(C) An outline of goals, objectives, and needs for the current fiscal year;

(D) Other subjects as determined by the board.

### SECTION 3. MAINTENANCE AND AVAILABILITY OF RECORDS

The organization shall keep and maintain complete books and records of account, minutes of the proceedings of the board of directors. The annual report shall be posted to the organization's website annually.

### ARTICLE VIII. AMENDMENTS

These bylaws may be amended with a two-thirds vote of the full board of directors. Proposed amendments shall be attached to the corresponding meeting notice.

## CERTIFICATION

The foregoing bylaws, comprising five (5) pages, were approved and adopted by the Support Public Lands Board of Directors on **February 26, 2021**.

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Michelle Markel, Founder