

## **BYLAWS OF THE FLAGSTAFF DARK SKIES COALITION An Arizona Non-Profit Corporation**

### **ARTICLE I - CORPORATION**

#### Section 1 -- Name of Corporation

The name of this corporation shall be Flagstaff Dark Skies Coalition (hereafter abbreviated FDSC).

#### Section 2 -- Address

The address of this corporation shall be in Flagstaff, Arizona, USA.

#### Section 3 -- Purpose

The purpose of FDSC is to celebrate, promote, and protect the glorious dark skies of Flagstaff and Northern Arizona through successful dark sky practices such as:

- Developing and hosting public events to spread awareness of the beauty and value of the night sky.
- Advocating for best practices for outdoor nighttime lighting to preserve dark skies while maintaining lighting effectiveness.
- To provide regional, national, and global leadership through the example of "the Flagstaff Solution," the local successes achieved in dark sky awareness and protection through effective policies and practices.

#### Section 4 -- Statutory Agent

FDSC shall have and continuously maintain within the State of Arizona a statutory agent as required by law and the statutory agent may be changed from time to time by the Board.

### **ARTICLE II - BOARD OF DIRECTORS**

#### Section 1 -- Number of the Board

The Board of Directors (hereinafter "Board") shall consist of not less than seven (7) members nor more than thirteen (13) members. At each annual meeting the Board may determine, by majority vote, the number of Directors for the succeeding year.

## Section 2 -- Election of Directors

The initial Board of Directors of FDSC consists of those persons named in the Articles of Incorporation. The President shall appoint a Nominating Committee of two or more Directors, and approved by majority vote of the Board, tasked with presenting candidates for open Director positions. No Director may serve on the Nominating Committee if their term on the Board expires during the current year. Candidates for Directors may be submitted to the Nominating Committee with supporting signatures of three (3) FDSC members. Directors shall be elected, from candidates offered by the Nominating Committee, by a majority vote of the Board.

## Section 3 -- Duties

Directors shall:

- Act to ensure the mission of FDSC and positively advocate for FDSC.
- Actively support the fundraising and development efforts of FDSC and make personally meaningful philanthropic gifts to FDSC.

## Section 4 -- Term

Directors shall be elected for a term of three (3) years. The Board shall establish terms such that approximately one third of the Directors are up for election each year. Each Director shall hold office until their successor is elected, until their death, or until their resignation or removal.

## Section 5 -- Powers

- Subject to the provisions of the Arizona Nonprofit Corporation Law and any limitations delineated within these Bylaws, the business and affairs of FDSC shall be managed, and all corporate powers shall be exercised, entirely by or under the direction of the Board of Directors.
- The Board has the ability to appoint Liaisons for the purpose of seeking counsel and coordination with partnering organizations.

## Section 6 -- Annual Meetings

The annual meeting of the Board shall be held at such time and place as is fixed by the Directors, for the purpose of electing Directors, if necessary, or for such other business as may come before the annual meeting. Attendance at this meeting may be in person or via electronic media.

Section 7 -- Special Meetings

Special meetings may be called by the President or Secretary, as necessary, with five working (5) days notice to each director. Meetings may be held in person, or via teleconference, telephone, or video conferencing.

Section 8 -- Quorum

A quorum shall exist when over 50% of the currently serving Directors are present, either in person or via live electronic communication, at an annual or special meeting of the Board which has been called in accordance with the above Sections.

Section 9 -- Removal

Any Director may be removed from the Board by the vote of two-thirds (2/3) of the total Board members.

Section 10 -- Compensation

Directors shall receive no compensation for their services. Directors may be reimbursed, however, for their actual expenses incurred in the performance of their services. Expenses greater than \$500.00 require approval of a majority of the Board of Directors for reimbursement.

**ARTICLE III - OFFICERS**

Section 1 -- Designation of Titles

The officers of FDSC shall consist of a President, Vice-President, Secretary and Treasurer.

Section 2 -- Appointment of Officers

The Board shall elect officers at its annual meeting. All officers shall be chosen from amongst the current board members, and shall serve for a term of one year. Officers may serve consecutive terms for as long as the Board approves.

Section 3 -- Vacancies

A vacancy in any office due to death, resignation, removal, disqualification, or otherwise may be filled by the Board at any time.

Section 4 -- President

The President shall preside at all meetings of the Board. The President shall sign all contracts and agreements, or other instruments requiring execution on behalf of the FDSC and shall act as the operating and directing head of FDSC subject to policies established by the Board.

Section 5 -- Vice-President

The Vice-President shall perform such duties as are assigned to them. The Vice-President shall have all the powers and duties of the President in the President's absence or inability to act.

Section 6 -- Secretary

The Secretary shall keep the minutes of all meetings of the Board. The secretary shall provide all notices to Board members as may be required and shall have charge of all books and records of FDSC except the books of account. The Board by a majority vote may designate the Campaign Coordinator (a paid contractor hired to coordinate FDSC activities, volunteers, and outreach campaigns) or other person to serve as the Secretary.

Section 7 -- Treasurer

The Treasurer shall have general custody of all the funds and securities of FDSC. They shall see to the deposit of the FDSC's funds in such bank or banks as designated by the Board. Regular books of account shall be kept under the Treasurer's direction and supervision and the Treasurer shall provide financial statements to the President and Directors at proper times. The Treasurer shall have charge of the preparation of such reports, financial statements, and returns as may be required by law.

Section 8 -- Removal

Any officer may be removed from office by the vote of two-thirds (2/3) of the total Board members.

**ARTICLE IV - COMMITTEES**

Section 1 -- Committees

The Board shall establish all committees, in addition to the standing committees set forth below, as it deems necessary. Committee membership is open to

members of the Board of Directors as well as the general FDSC membership, or others, at the discretion of the Board. The Board shall establish the membership, goals, authorities and performance metrics for each committee, as well as determine when ad hoc committees are dissolved. The Board may revise committee membership, goals, etc. based on input from the committees or others as the need arises. All committees shall fix their own rules of procedure, time and place of meeting. All committees shall deliver recommendations to the Board unless specified otherwise.

The designation and appointment of committees and the delegation of authority to them shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

## Section 2 -- Standing Committees

FDSC shall establish regular or ad hoc committees as necessary including, but not limited to:

- Fundraising Committee. This Committee shall actively work to develop the monies needed to accomplish the mission of FDSC both for the current fiscal year and for future years.
- Technical Committee. This committee shall be charged with evaluating and at times instigating or recommending the commencement and funding of research in light pollution science and lighting application technologies to improve understanding of light pollution, its sources, impacts, and potential mitigation avenues, and enhancing understanding of the "Flagstaff solution" to dark sky protection through measurements or research.
- Education and Outreach Committee. This Committee will evaluate and develop materials to inform parties about the goals of the FDSC and actions that can be taken.
- Finance Committee. This Committee shall review monthly/quarterly financials and update the board, be a resource for the finance staff, review the audit and investments of FDSC.
- Advisory Committee. This committee shall provide advice to the board concerning issues deemed appropriate by the committee or as requested by the board, including organizational structure, governance, membership roles, mission, etc.
- Nominating Committee. This committee shall identify candidates for vacant or new Board positions, establish procedures for vetting such candidates, and deliver a slate of such candidates as nominees for election by the Board of Directors.
- Membership Committee. This committee shall be responsible for directing the development and execution of membership activities and programming, such as membership categories and dues levels, monthly membership meetings, presentation programs, volunteer opportunities, and the maintenance of the membership roster.

## **ARTICLE V - MEMBERS**

### Section 1 -- Members

Any individual interested in furthering the goals of FDSC may become an FDSC Member by paying dues at any of the several category levels that may from time to time be set by the Board. Memberships, other than lifetime memberships, shall be renewed on an annual basis.

Members are eligible to be nominated for standing committees and directorships. Members receive benefits of no commercial value that may be determined from time to time by the Board.

### Section 2 -- Removal of Members

The Board of Directors may remove a name from FDSC membership upon a two-thirds (2/3) vote of the entire Board at any duly constituted meeting of the Board.

## **ARTICLE VI - FISCAL YEAR**

The Fiscal Year shall be the 12-month period beginning on 1 January of each calendar year.

## **ARTICLE VII - EXECUTIVE DIRECTOR**

The Board, by majority vote, may hire an Executive Director (ED) to conduct such business the Board deems appropriate, who shall serve at the will of the Board with compensation as determined by the Board. The duties of the ED shall be defined by written mutual agreement with the Board and the ED and reviewed regularly on the basis of this agreement.

## **ARTICLE VIII - INDEMNIFICATION**

FDSC may, by majority vote of the Board, to the maximum extent permitted by Arizona law (A.R.S. Title 10 Corporations and Associations, Chapter 31 Directors and Officers, Non-profit Corporations), indemnify, defend and hold harmless a Director, officer, an employee or agent against any and all claims, suits, damages, costs, losses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, arising out of the Director, officer,

employee or agent's actions in furtherance of FDSC's purposes, if the Director, officer, employee or agent acted in good faith and in a manner they reasonably believed to be in the best interests of FDSC and, in the case of criminal proceedings, had no reasonable cause to believe their conduct was unlawful. For the purposes of this Article, "agent" means any person who is or was a Director, officer, employee, paid consultant, or other agent of FDSC.

#### **ARTICLE IX - DIRECTOR LIABILITY**

No director shall be personally liable to FDSC except to the extent that the provisions of Arizona law prohibit such limitation of liability, including but not limited to A.R.S. § 10-3202(B)(1), prohibiting limitation of Director liability for:

1. The amount of a financial benefit received by a Director to which the Director is not entitled.
2. An intentional infliction of harm on FDSC or the members.
3. A violation of A.R.S. § 10-3833.
4. An intentional violation of criminal law.

#### **ARTICLE X - CONFLICT OF INTEREST**

A contract or other transaction between FDSC and one or more of its members, Directors, officers or any other corporation, firm, association or entity in which one or more of its members, Directors or officers are members, or Directors or officers are financially interested is void or voidable because of such relationship or interest, or because any member, Director, or officer is present at a meeting or a committee of the FDSC Board of Directors which authorizes, approves, or ratifies such contract or transaction because their votes are counted for such purpose, unless all of the following applies:

1. The fact of such relationship or interest is disclosed or known to the FDSC Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes of those interested Directors.
2. The contract or transaction is fair and reasonable to FDSC at the time the contract or transaction is authorized, approved, or ratified in the light or circumstances known to those entitled to vote on the matter at that time.

#### **ARTICLE XI - REPEAL, ALTERATION, OR AMENDMENT**

These Bylaws may be repealed, altered or amended at any time by a majority of the entire Board of Directors.