

**BYLAWS OF THE  
FOREST FEE MANAGEMENT ASSOCIATION  
“We Maximize Value to Schools”  
September 2, 2010**

**ARTICLE I – PURPOSE**

The Forest Fee Management Association is hereby organized as a voluntary cooperative program specifically for, but not limited to:

- A. Promoting shared and enhanced educational funding opportunities among school districts located in Yavapai County, Arizona, by means of administering an agreement using forest reserve monies received by participating school districts pursuant to ARS 11-497 and 41-736 and voluntarily paid by these school districts to the fiscal agent for this I.G.A. for the cooperative procurement and use of public and private materials and services, common use of capital equipment, provision of personnel, informational, technical or other services that may assist in improving the efficiency or economy of procurement and other purposes permitted under an intergovernmental agreement and a cooperative purchasing agreement pursuant to A.A.C. R7-2-1191, *et seq.*
- B. Creating a democratically elected Management Board, subject to these bylaws, that will have complete and independent control of forest reserve monies collected from member districts, to be used solely for the mutual benefit of those member districts.
- C. Allowing the Yavapai County Education Service Agency to serve without charge, as the fiscal agent, yet with the specific understanding that once the Forest Fees are allocated by the Board of Supervisors, Yavapai County Government and the Yavapai County School Superintendent have absolutely no control over funding decisions.
- D. Opening membership to all School Districts operating within Yavapai County, Arizona, who wish to voluntarily direct a portion of their Forest Fee proceeds to the Management Association to maximize their educational and financial impact.

**ARTICLE II – BOARD OF DIRECTORS**

SECTION 1. General Powers, Number, Tenure and Qualifications. The activities of the Management Association shall be solely controlled by a Board of Directors, serving as the Forest Fee Management Board, numbering five (5) members with an initial term ending at midnight on December 31, 2012. The Board of Directors shall institute a staggered lottery system of terms such that reasonable continuity is assured following that date.

Thereafter, the terms of Directors shall be for three (3) years and shall commence at 12:00 AM on January 1st and terminate at midnight on December 31st. Directors may be elected or appointed to successive terms without limit.

SECTION 2. Members of the Board of Directors.

A. The five (5) Directors shall be:

- Either an administrator or Governing Board Member of a member School District,
- Five (5) representatives of the various public school districts, based on their annual student population (most recent Average Daily Membership, published by the Arizona Department of Education ). The Board of Directors will from time to time determine the districts that make up the membership of these five groups, based on ADM. These representatives must be nominated and elected by the districts that are part of that specific group. On the date of the adoption of these Bylaws, the membership groups shall be:

- Group 1 Crown King, YASD, Yarnell, Skull Valley, Hillside, Williamson Valley, .Walnut Grove
- Group 2 Seligman, Kirkland, Congress, Ash Fork, Canon
- Group 3 Clarkdale-Jerome, Bagdad, VACTE, Mountain Institute, Mayer, Beaver Creek
- Group 4 Mingus, Camp Verde, Sedona Oak Creek
- Group 5 Prescott, Humboldt, Chino Valley, Cottonwood-Oak Creek

The Management Board may allow a non-voting, ex-officio representative from the following entities to provide expertise and input during their meetings:

- A non-voting advisor, nominated and elected by the charter schools of Yavapai County,
- A non-voting advisor, nominated and elected by the colleges and universities in Yavapai County,
- A non-voting, facilitator, from the Education Service Agency.

Vacancies on the Board of Directors occasioned by resignation or any other reason may be filled in the same manner as the original member was selected.

B. At all times during the term of a Director, that individual must be in good standing within the District from which they were elected.

C. Board members' election shall be by means of plurality vote of the Governing Boards of the School Districts comprising the Group as defined above, based upon nominations from among the members of the respective Group. If the election does not result in a plurality for any candidate, those tied with the highest number of votes, will break the tie by lot, under the supervision of the Yavapai County School Superintendent.

### SECTION 3. Meetings of the Board.

A. The annual meeting of the Board of Directors shall be held during the month of December each year.

B. In addition to the annual meeting, the Board shall hold three (3) regular meetings each year, in March, June and September. Special meetings may be called by the President, or by at least three (3) Board Members by written request, or by the Board of Directors by majority vote of the quorum present at a regular meeting.

C. A Director shall cease to be eligible to serve as a Director and shall be automatically removed from office upon the occurrence of either of the following:

- (1) Failure to attend a majority of meetings in a fiscal year; or
- (2) Failure to attend three (3) consecutive regular meetings.

This shall apply to every Director, regardless of whether he or she is serving prior to the date of adoption of these Bylaws. If a Director is removed, the Board shall cause a written notice to that effect to be sent by first class certified mail to the Director who was removed.

D. A simple majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

E. Meetings of the Board of Directors, whether regular or special, may be held by means of telephonic or similar communications equipment, by means of which all persons participating in the meeting can hear each other. A request to attend a regular meeting by teleconference requires a seventy two (72) hour notification to the President or the Secretary / Treasurer. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. No proxies are allowed.

F. Directors should notify the President or Secretary-Treasurer of an impending absence, seventy two (72) hours in advance of the meeting if possible.

G. Any Director or Member District may, prior to posting, submit an item to the President or the Secretary / Treasurer for inclusion on the next agenda.

H. Agendas for regular and special meetings shall be posted twenty four (24) hours in advance. The posting shall be provided to each Director, all member Districts, to anyone who makes such a request, and it shall be placed on a Forest Fee Management Board web site.

SECTION 4. Duties and Responsibilities of the Board. The Board of Directors shall have the duty to see that the purposes expressed in the Bylaws are carried out. They are responsible to:

- A. Adhere to the Open Meeting Laws of the State of Arizona,
- B. Attend meetings on a regular basis, representing the interest of the group they represent while keeping the best interest of the member Districts in mind,
- C. Regularly determine that the business and assets of the Forest Fee Management Association are efficiently and effectively handled, from an account held by the Yavapai County Treasurer,
- C. Establish policy and guidelines with respect to the operation and management of the Forest Fee Management Association and its several projects,
- E. Establish policies for the effective management of an informational web site,
- F. Establish a communication network among member Districts,
- G. Immediately disclose any conflict of interest (financial interests, family matters, legal constraints) they may have, and refrain from participating in discussions or decisions in regard to the conflict,
- H. Ensure, pursuant to A.A.C. R7-2-1191, that except as provided in Article I-Purpose, paragraph C, when a member School District or other public procurement unit provides personnel or other services, it shall be reimbursed for the reasonable and necessary direct and indirect costs of providing such services,

SECTION 5. Acceptance of Gifts. The Board of Directors may accept on behalf of the Management Association any contribution or gift, subject to whatever conditions are attached to the gift, as long as it does not conflict with the Bylaws of the Management Association, and is permitted by state and federal law.

### **ARTICLE III – OFFICERS**

SECTION 1. Officers. The officers of the Management Board shall be President, Vice-President, and Secretary-Treasurer and such other officers as the Board may determine.

SECTION 2. Election and Term of Office. The officers of the Management Board shall be elected annually by the Board of Directors at the regular annual meeting. Officers will serve a one year term, beginning at 12:00 AM on January 1<sup>st</sup> and ending at midnight on December 31<sup>st</sup> and may hold office for consecutive years without limit. The Board of Directors may replace officers who resign the office or end their service to the Management Board as needed.

SECTION 3. President. The President shall preside at all meetings of the Board of Directors. He or she shall sign all instruments or contracts requiring execution on behalf of the Management Board and appoint all committees subject to approval of a majority of the Board of Directors. The President shall serve as an ex-officio member of all committees.

SECTION 4. Vice-President. The Vice-President shall perform the duties of the President in his or her absence and shall perform such other duties as may be assigned by the President or the Board of Directors.

SECTION 5. Secretary-Treasurer. The Secretary-Treasurer may without charge, use the services of a facilitator provided by the Education Service Agency. The Secretary-Treasurer shall see that minutes of all meetings of the Board of Directors, and all appointed committees, are kept and filed. He or she shall give, or cause to be given, notice of all meetings of the Board and of all appointed committees and shall have general supervision over the care and custody of all funds and securities of the Management Association. The Secretary-Treasurer shall keep or cause to be kept, full and accurate accounts of all receipts and disbursements of the Management Board and will nominate, at a meeting prior to the annual meeting, an impartial person to perform a review of the year's financial activities. The report of this audit/review will be presented at the annual meeting.

SECTION 6. President Pro Tempore. When the President and Vice-President are both absent, the Board may appoint a temporary Presiding Officer from among the members present.

#### **ARTICLE IV – COMMITTEES**

SECTION 1. Appointment. The President, with the approval of the Board of Directors, may appoint advisory committees to carry out the objectives and purposes of the Management Association. Such committees shall have at least one (1), but less than a quorum of the Board Members, but additional members of interested persons from the member Districts may be appointed whose expertise will be of benefit to the work of the committee. In addition to the standing committees identified in Article IV, Section 2, the President may, as appropriate, appoint other standing and ad-hoc committees to address specific projects of the Management Board.

SECTION 2. Standing Committees. The President and Board of Directors may make use of Standing Committees, that may include but are not limited to, the following:

A. Executive Committee. This committee (President, Vice-President, Secretary-Treasurer) shall be responsible to carrying out the administrative functions of the Management Board.

B. Grants Committee. This committee shall be responsible for coordinating and securing grant funding, based on the guidance of the Board of Directors.

C. Bylaw Committee. This committee shall be responsible for regularly reviewing the Bylaws and recommending changes as needed.

D. Finance Committee. This committee shall be responsible for proposing an annual budget, creating an annual finance report, insuring compliance with all applicable state and federal laws, meeting all tax reporting requirements, and making recommendations to the Board of Directors in regard to audits.

E. Technical Resource Committee. This committee shall identify best practices for technical support services, inoperability problem resolution, joint procurement and disposal, and infrastructure sustainability.

## **ARTICLE V – FINANCING OF PROGRAMS**

Each school district which elects to participate in the voluntary cooperative program established pursuant to these Bylaws shall pay one half (1/2) of the forest fee reserve monies allocated by the Yavapai County Board of Supervisors which it receives pursuant to ARS Sections 11-497 and 41-736 to the fiscal agent established by the Bylaws each year within thirty (30) days of receipt.

## **ARTICLE VI - AMENDMENT OF BYLAWS**

The Board of Directors may propose amendments to the Bylaws, by a majority vote. The proposal must be made available to all Board Members at least two (2) weeks prior to any vote to amend the Bylaws. Ratification of a proposed Bylaw change requires a majority vote at any annual or regular meeting. In addition, twenty percent (20%) of the member Districts may propose amendments to these Bylaws, in writing, at the Annual meeting. Ratification of the proposal requires a majority vote of the member Districts. Any District which does not approve the Bylaw amendment may withdraw from the Association without penalty.

## **ARTICLE VII – GENERAL PROVISIONS**

SECTION 1. Agency Office. The principal office of the Management Association shall be located in the State of Arizona at the office of the Education Service Agency at 1015 Fair Street, Prescott, AZ 86305-1852, or as subsequently changed by the Board of Directors.

SECTION 2. Fiscal Year. The Fiscal year ends the last day of June of each year and begins the first day of July.

SECTION 3. Date of Adoption of Bylaws. The Bylaws were adopted by the Board of Directors on February 15, 2011 and amended on March 4, 2013.

SECTION 4. Withdrawal of Member School District. Any member School District may withdraw from membership and participation in the Management Association upon ninety (90) days written notice from the School District's governing board to the Board of Directors of the Management Association. No funds previously contributed to the

Management Association shall be paid or refunded to a School District which elects to withdraw from the Management Association. Services provided through the Management Association to a School District which elects to withdraw from the Management Association after the effective date of withdrawal may be obtained by the School District from other sources, if any, as a direct cost to that School District, without payment or reimbursement by the Management Association.