

**BYLAWS  
OF  
CITIZEN CORPS COUNCIL FOR HOMELAND SECURITY  
OF SOUTHERN ARIZONA**

**ARTICLE I**

**Name**

The name of the corporation is CITIZEN CORPS COUNCIL FOR HOMELAND SECURITY OF SOUTHERN ARIZONA. (The words "Corporation" and "Organization" are used interchangeably herein. Either shall apply according to the Council's legal status at any time).

**ARTICLE II**

**Purpose of the Corporation: Nonprofit Status**

Section 1. Purpose. The Corporation is organized and shall be operated exclusively for charitable purposes under the auspices of the Community Foundation for Southern Arizona within the meaning of Sections 170(c)(2) and 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law ("the Code"). Specifically, the Corporation is organized to ensure that the southern Arizona region is safe and prepared for emergencies and disasters, including terrorism, that broadly affect our community, by engaging citizens in prevention and response, working in partnerships with agencies.

Section 2. Nonprofit Status. The Corporation shall not operate for pecuniary gain or profit, and shall not pay any dividends. The Corporation may maintain one or more reserve and contingent funds as may be deemed advisable for the purposes of the Corporation.

Section 3. Mission. The mission of the Citizen Corps Council for Homeland Security of Southern Arizona is to ensure that the southern Arizona region is safe and prepared for emergencies and disasters, including terrorism, that broadly affect our community, by engaging citizens in prevention and response, working in partnerships with agencies.

Section 4. Goals.

- 4.1. To educate, publicize, motivate and empower:
  - a. Emergency preparedness for homes, schools, workplaces, public places, and places of worship
  - b. Appropriate participation and contribution for physical and emotional safety
  - c. Community involvement to identify, report and positively respond to threats
- 4.2. To provide liaison between citizens and response agencies in order to:
  - a. Assess possible threats
  - b. Identify local resources, stage of readiness and existing gaps related to terrorist and other threats
  - c. Develop community action plans
- 4.3. To keep Greater Tucson and Southern Arizona in the forefront of preparedness by:
  - a. Liaising with other communities in the nation to exchange progress and methods thus assuring greater progress and stability for our community
  - b. Liaising with national and regional officials for latest information and two way communication

**ARTICLE III**  
**Offices and Resident Agent**

Section 1. Offices. The Corporation shall continuously maintain a resident office and a resident agent in the State of Arizona. The principal office of the corporation and such other offices as it may establish shall be located at such place(s), either within or without the State of Arizona, as may be designated by the Board of Directors.

Section 2. Changes. Any change in the resident agent of the Corporation shall be accomplished in compliance with the laws of the State of Arizona.

**ARTICLE IV**  
**Members**

The Corporation shall not have paying members. All rights, powers and responsibilities shall be vested in the Council.

**ARTICLE V**  
**Elections/Appointments, Meetings, Attendance, Finance**

Section 1. The Council at Large, know as the "Council" shall consist of any number of interested citizens and elected officials who have been appointed to take on specific roles within the Council. Each member shall have one vote.

Section 1a. The Executive Committee shall consist of Council Members including: the Chair, Immediate Past Chair, Chairman-elect, First Vice President, Secretary, Treasurer, the chairs of the CERT, MRC, Neighborhood Watch and VIPS Corps, plus two or more members to ensure continuity selected from Honorary Chair, Founding Chair and/or Non-Immediate Past Chairs, elected by the Council at Large, and shall meet only for emergency purposes when the Council can not meet or when given authority to act by the Council.

Section 1b. The Consultative Board is a resource for the Council and the Corps, through their knowledge of agencies and people who can expedite the mission of the Council. Consultative Board members may include Mayors and other elected officials, Fire and Police Chiefs, and other executive level professionals relevant to the Council's mission.

Section 2. Election/Appointment and Term of Council, Executive Committee, Corps Chairs, Consultative Board and Nominating Committee

- (a) Community Representation. The Council at Large shall represent a wide range of community interests, and shall be appointed by the Nominating Committee.
- (b) Executive Committee. Executive Committee members shall be elected at the annual meeting of the council for a term of one year. Each member's term continues for no more than two (2) successive terms. Each Executive Committee member shall hold office until the annual meeting in June, and until his or her successor is duly elected and has qualified at which time the term expires. Executive Committee members, (excluding Corps Chairs,) shall be elected by the vote of a majority of the Council at Large at the time of the annual meeting. Any vacancies arising shall be filled for that term by the Nominating Committee.

- (c) Corps Chairs are appointed by the outgoing Executive Committee.
- (d) The Consultative Board are invited to join by the Consultative Board Director and Committee with input from the Council.
- (e) The Nominating Committee consists of 3 to 5 past or current Council Members and is chaired by the Immediate Past Chair of the Council.

Section 3. Removal or Resignation of Council or Executive Committee members. Any one or more of the members may be removed with or without cause, at any time by the vote of a majority (75%) of the respective members at any regular or special meeting called for that purpose. A replacement member shall be elected by a vote of a majority of the members at the time in office (excluding the member who was removed or has resigned). A replacement member shall complete the term of the member who was removed or has resigned, and shall then be subject to the election procedures set forth in this Article V. Any member may resign by tendering a resignation in writing to the Chair of the Corporation.

Section 4. Attendance. If a Council or Executive Committee Member does not attend three consecutive regular meetings, the body will consider that position subject to termination unless extending circumstances exist, as determined by the Chair, and the vacancy for the term will be filled by appointment of the Nominating Committee.

Section 5. Quorum. A majority of the entire Council or Executive Committee shall be necessary to constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws or at law, the vote of a majority of the members present at a meeting at which a quorum is present, shall be the actionable.

Section 6. Action by Consent. Any action required or permitted to be taken by the Council or Executive Committee may be taken without meeting if all members of the respective body consent in writing (including fax or electronic transmission) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members shall be filed with the minutes of the proceedings of the respective body.

Section 7. Place and Time of Meeting of the Council or Executive Committee. Meetings of the may be held at any place within or without the State of Arizona. The time and place for holding regular meetings shall be fixed by the Council.

Section 7a. Annual General Meeting. The Council shall hold an annual meeting of the members on the First week of June each year.

At the annual meeting, the members shall elect the executive committee members, the new members at large will be presented by the nominating committee and members will transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the week designated for the annual meeting, or at any adjournment of the annual meeting, the Executive Committee shall call a special meeting of the members as soon thereafter as possible to conduct the election the Executive Committee and other business.

Section 7b. Special meetings. Special meetings of the members may be called by the Chair, the Executive Committee, or not less than one-tenth of the voting (appointed and elected) Council members.

Section 7c. Procedures for Meetings. Meetings will be governed by Robert's Rules of Order.

Section 8. Indemnification. The Executive Committee may indemnify its members, officers, employees, volunteers or agents of the corporation against expenses incurred by them, including legal fees, judgments or penalties for acts of omission committed within the scope of employment or activities on behalf of the corporation to the extent permitted by law so long as the Executive Committee has determined the person to be indemnified did not act willfully or with gross negligence or with fraudulent or criminal intent.

Section 9. Compensation. No person shall receive compensation by virtue of such person's status as an Executive Committee member of this corporation.

Section 10. Notice of Council and Executive Committee Meetings. Notice of all meetings shall be served personally upon by phone, email or mail to the usual address of each member not less than fourteen (14) days prior to the meeting, as is practicable and reasonable. Notice of a meeting need not be given to any member who submits a signed waiver of notice or who attends the meeting without protesting lack of notice to him or her whether the protest be prior to the meeting or at its commencement.

Section 11. Reliance Upon Financial Statements. In discharging their duties, Executive Committee members, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the Chair or the office of the Corporation having charge of its books of account, or stated in a written report by an independent public or certified public accountant or firm of such accountants, to fairly reflect the financial condition of the Corporation.

## **ARTICLE VI**

### **Council and Committees Positions**

#### Section 1. Council at Large.

Chair  
Past Chair  
Chair Elect  
First Vice Chair  
Program Director  
Secretary  
Assistant Secretary  
Treasurer  
Assistant Treasurer  
Executive Administrator  
Corps Liaison Director  
First Responder Liaison Director  
Operations Facilitator (Military)  
Honorary Chair and/or Founding Chair

#### **Corps Directors:**

CERT Director  
CERT Deputy Director  
MRC Director  
MRC Deputy Director  
VIPS Director

VIPS Deputy Director  
Neighborhood Watch Director  
Neighborhood Watch Deputy Director  
Others as appropriate

**Representatives:**

Police  
Red Cross  
Volunteer Center  
Information and Referral  
Pan Asian Community Alliance  
Others as appropriate

**Committee Directors**

Consultative Board Liaison Director  
Schools Committee Director and Deputy Director  
Marketing/PR Committee Director and Deputy Director  
Recruitment/Sponsorship Director  
Fund Raising Director  
Think Tank Director and Deputy Director  
Events Director  
Outreach Director  
Others as appropriate

**Member(s) at Large:**

Defense  
Project Management  
Website  
Sponsorship  
Community Links  
Antiterrorism  
Others as appropriate

**Section 2. Executive Committee.**

Chair, Immediate Past Chair, Chairman-elect, First Vice President, Secretary, Treasurer, the chairs of the CERT, MRC, Neighborhood Watch and VIPS Corps, plus two or more members to bring continuity selected from Honorary Chair, Founding Chair and/or Non-Immediate Past Chairs.

The Executive Committee shall:

1. Review Council policies and make recommendations to the Council.
2. Act only on urgent business that cannot wait for a formal council meeting. The Executive Committee cannot authorize expenditures not previously authorized by the council.
3. Annually evaluate the council's goals and achievements and present recommendations to the Council.

**Section 3. Budget/Finance Committee. The Treasurer shall serve as the Chairperson of the committee.**

The Budget/Finance Committee shall:

1. Review the short and long range financial position of the Corporation

2. Review the cost effectiveness of the Corporation's activities.
3. Review all matters related to the acquisition or divestiture of capital equipment.
4. Assist in finding the ways and means of achieving the budget.

Section 4. Nominating Committee. The Immediate Past Chair of the Council serves as the Chair of the Nominating Committee, and shall appoint no less than three and no more than five current or past Council members to serve on the nominating committee for a one-year term. No member shall serve two consecutive years as a member of the committee. If the Immediate Past Chair of the Council is unable to serve as Chair, the Council shall nominate and elect a new chair of the Nominating Committee.

The Nominating Committee shall:

1. Fill vacancies arising throughout the year to be confirmed by the Council.
2. Prepare and present to the Council by April of each year a slate of candidates for the election of officers to take place at the Annual General Meeting in June.

## **ARTICLE VII**

### **Description of Positions and Duties**

#### **Chair**

- Run Council and Executive Committee meetings
- Oversee all Council and Corps activities
- Act as spokesperson
- Provide vision, leadership and motivation
- Organize committees as necessary
- Support and acknowledge Corps Directors by phone and meetings
- Communicate with White House Personnel
- Get appropriate White House contacts for Citizen Corps Chairs
- Inform White House of our activities
- Communicate with state and county Emergency Management Office
- Honor first responders and others with Citizen Corps Council plaques
- Liaison with officials in cities, counties and agencies
  - To inform
  - To ensure inclusiveness
  - To trouble shoot
  - To answer questions & concerns

#### **Past Chair**

- Organize committee to:
- Develop new and existing Citizen Corps and Citizen Corps Councils
- Advise and support Chair
- Chair the nominating Committee

#### **Chair Elect**

- Oversee Marketing, Recruitment/Sponsorship, and Fundraising
- Organize committees as needed
- Prepare for Chair role through familiarization with issues and activities of Corps and Council

#### **First Vice Chair**

- Oversee Program Director, Events Director, Secretary, Treasurer, Think Tank Director, Members at Large
- Organize committee to:
- Plan and run monthly Community Meetings (as we now have at TNI.)
- Prepare meeting announcement/pass to
  - Ex Admin for distribution
- Produce agenda

- Produce handouts
- Arrange place for meeting
- Communicate seating arrangement
- Confirm meeting place

**Consultative Board Director**

- Liase with Consultative Board members for special requests
- Liase with Consultative Board members to communicate messages, obtain information
- Build Consultative Board
- Plan events with events director for Consultative board
- Liase with Marketing/PR director on PR ideas
- Liase with Ex Admin with invitations

**Executive Administrator**

- Assist Chair as needed
- Email membership to announce meetings
- Contact White House for meeting announcements distribution
- Respond to requests for information
- General correspondence
- Send Membership dues reminders
- Send thank you's and membership cards or certificates

**ALL CORPS DIRECTORS & DEPUTY DIRECTORS:**

**CERT Director & Deputy Director**

**MRC Director & Deputy Director**

**VIPS Director & Deputy Director**

**NEIGHBORHOOD WATCH Director & Deputy Director**

- Plan goals consistent with local and national objective
- Plan events and meetings consistent with goals
- Record action steps at meetings, transmit planned actions/achievements to Exec Committee
- Oversee action and move steadily to goal
- Attend board meetings

**Corps Liaison**

- Attend all Corps meetings
- Write goals, action steps and Corps decisions
- Communicate this to Chair and Board

**UNDER FIRST VICE CHAIR:**

**Program Director**

- Organize committee to:
  - Run monthly community meetings
  - Prepare meeting announcement/pass to Ex Admin for distribution
  - Call people to come to meetings
  - Produce agenda
  - Produce handouts
  - Arrange place for meeting
  - Communicate seating arrangement
  - Confirm meeting place

**Events Director**

- Organize committee to:
  - Run special meetings and events (Not to include monthly community meetings, Corps meetings, Board meetings.)
  - Prepare meeting announcement/pass to Ex Admin for distribution

- Call people to come to meetings
- Produce agenda
- Produce handouts
- Arrange place for meeting
- Communicate seating arrangement
- Confirm meeting place

### **Outreach Director**

Insure community participation from all diverse sectors

### **Representatives –**

- Police**
- Red Cross**
- Council Members from Cities**
- Board of Supervisors from Counties**
- Volunteer Center**
- Information and Referral**
- Other Volunteer Org

### **Think Tank Director**

- Organize committee to:
- Do gaps analysis exercises
- Liaise with Board & Operations Facilitator about gaps
- Oversea the closure of gaps

### **Secretary**

- Liaise with attorney/liability issues facing CCC
- Plan Board and executive committee meetings with Chair and Ex Adm.
- Arrange place for meeting
- Communicate seating arrangement
- Confirm meeting place
- Oversee maintenance of website, update meeting dates on website
- \* Produce agenda
- \* Produce handouts
- \* Minute Meetings - Community, Board, Executive
- (\* = Hand over to Ex Adm when position is filled)

### **Assistant Secretary**

- Assist Secretary
- Organize committee to:
- Create plaques
- \* Keep database of names
  - Officers, Board members, corps members, Council members,
  - Consultative board members, media contacts, meeting attendees
- (\* = Hand over to Ex Adm when position is filled)

### **Treasurer**

- Organize committee to:
- Collect monies
- Deposit all monies received
- Pay all authorized bills
- Create annual budget
- Keep accounts and present to board
- Present budget and annual accounts to Annual General Meeting
- Recommend auditor/ liaise with auditor
- Compliance with generally accepted accounting procedures
- Liaise with membership director on membership receipts

### **Assistant Treasurer**

- Assist treasurer
- Oversee grant writing

UNDER CHAIR ELECT:

**Marketing/PR Director**

Organize committee to:

Write & distribute media releases about:

Community Meetings

Special events include fund raising and volunteer recruitment

Activities and progress of Corps

Special accolades

New committees or Corps

Announce all meetings 2 weeks prior to event in calendars

Develop relationship with media

Organize press conferences

Develop materials, insure consistent image

**Recruitment/Sponsorship Director**

Organize committee to:

Distribute info about membership

Organize recruitment events

Create membership certificates or cards

Constant vigil of inclusiveness:

Agencies

Cities

Counties

Minority participation

\* Maintain database of members

(\* = Hand over to Ex Adm when position is filled)

**Fund Raising Director**

Organize committee to:

Contact prospective donors, clarify needs, send invoices, collect funds promised

Thank donors

Acknowledge donors at events, on web and on written materials

Pass names of new donors to Ex Adm.

\* Maintain database of donors

(\* = Hand over to Ex Adm when position is filled)

**Liaison Director**

Organize committee to:

Be representatives to other organizations - MMRS, VOAD, Mental Health, Red Cross Assoc's, Other CCC's etc, communicating who we are and reporting back.

**Member(s) at Large** – To advise according to expertise Preparation for future board positions

Defense

Project Management

Website

Sponsorship

Community Links

Antiterrorism

Others as appropriate

**Operations Facilitator (From Military)**

Work closely with Think Tank Director, Board and Consultative Board

Be involved in Gap Analysis

Liaise with officials to negotiate and mediate solutions

**ARTICLE VIII**  
**Miscellaneous Provisions**

Section 1. Seal. Checks. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the council shall from time to time determine by resolution. Unless otherwise permitted by resolution of the Council with regard to recurring monthly operating expenses of the Corporation, all checks shall require the signatures of one office and the Executive Director of the Corporation.

Section 3. Contracts. The officers (or any one or more of them) of the Corporation may be authorized by the Council to enter into and execute on behalf of the Corporation contracts, leases, and all other forms of agreements or documents, whether under seal or otherwise, permitted by law, and the Article of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other officer or agent of the Corporation. No contracts or other financial obligations shall be contracted on behalf of the corporation unless authorized by a resolution of the council.

Section 4. Fiscal Year. The fiscal year of the Corporation shall run from June 1 to May 30 of the following calendar year.

Section 5. Articles of Incorporation, conflict with By-Laws. In the event of any conflict between the provisions of these By-Laws and the Articles of Incorporation as may be amended or restated, if and when created for the purposes of incorporation, the Articles of Incorporation shall prevail.

Section 6. Loans. No loans or other financial obligations shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the council. Such authority may be general or confined to specific instances.

**ARTICLE IX**  
**Indemnification of Directors and Officers**

Section 1. Indemnification. Except as provided in these Bylaws, the Corporation shall hold harmless and indemnify each of its members, directors and officers against any and all liability and expenses incurred by indemnities in connection with any threatened or actual proceedings or legal action resulting from indemnity's service to the Corporation, or to another entity at the Corporation's request.

Section 2. Exclusions. Except insofar as permitted by law, the Corporation shall not indemnify indemnities for acts listed in A.R.S S 10-2305.

**ARTICLE X**  
**Amendments**

The Articles of Incorporation of the Corporation may be amended and the Bylaws of the Corporation may be amended or repealed at any regular meeting of the Council, or at any special

meeting called for that purpose at which a quorum is present. Notice of any such proposed amendment or repeal must be given by mail or hand-delivery to each member of the Council at least ten (10) days prior to said meeting. Any proposed amendment or repeal must be adopted by the vote of two-thirds (2/3) of the members of the Council at that time in office.

Dated this 10<sup>th</sup> day of February, 2003.

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Founding Chairman, 2001-2002  
Chair of Bylaws Committee, 2002-2003

Attest:

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Treasurer

Bylaws Committee: Christine Harvey – Founding Chairman, Dennis Embry, PhD. – Founding Member, Sherry Potter - Treasurer, Rita Weatherholt – Founding Member, Beth Walkup – Founding Member

## Summary of key operating points:

**1. The mission:** (Article II, Section 3) To ensure that the southern Arizona region is safe and prepared for emergencies and disasters, including terrorism, that broadly affect our community, by engaging citizens in prevention and response, working in partnerships with agencies.

**1a. Goals:** (Article II, Section 4)

1. To educate, publicize, motivate and empower:
  - a. Emergency preparedness for homes, schools, workplaces, public places, and places of worship
  - b. Appropriate participation and contribution for physical and emotional safety
  - c. Community involvement to identify, report and positively respond to threats
2. To provide liaison between citizens and response agencies in order to:
  - a. Assess possible threats
  - b. Identify local resources, stage of readiness and existing gaps related to terrorist and other threats
  - c. Develop community action plans
3. To keep Greater Tucson and Southern Arizona in the forefront of preparedness by:
  - a. Liaising with other communities in the nation to exchange progress and methods thus assuring greater progress and stability for our community
  - b. Liaising with national and regional officials for latest information and two way communication

**2. The Council at Large:** (Article V, Section 1) ( Known as the "Council") shall consist of interested citizens and elected officials who have been appointed to take on specific roles within the Council. Council member have 1 vote each.

**3. Purpose of Executive Committee:** (Article V, Section 1a) The Executive Committee shall elected by the Council at Large, and shall meet only for emergency purposes when the Council can not meet or when given authority to act by the Council.

**4. The Executive Committee shall consist of Council Members including:**

(Article V, Section 1a) The Chair, Immediate Past Chair, Chair-elect, First Vice President, Secretary, Treasurer, The chairs of the CERT, MRC, Neighborhood Watch and VIPS Corps, Plus two or more members to ensure continuity selected from: Honorary Chair, Founding Chair and/or Non-Immediate Past Chairs

**5. Election/Appointment and Term of Council, Executive Committee, Corps Chairs, Consultative Board, and Nominating Committee** (Article V, Section 1-2)

The Council at Large (excluding the Executive Committee) shall represent a wide range of community interests, and shall be appointed by the Nominating Committee.

Executive Committee members shall be elected at the annual meeting of the council for a term of one year. Each member's term continues for no more than two (2) successive terms.

Executive Committee members, (excluding Corps Chairs,) shall be elected by the vote of a majority of the Council at Large at the time of the annual meeting.

Corps Chairs are appointed by the outgoing Executive Committee.

The Consultative Board shall be invited to join by the Consultative Board Director and Committee with input from the Council.

The Nominating Committee shall consist of 3 to 5 past or current Council Members, be chaired by the Immediate Past Chair of the Council.

**6. Attendance.** (Article V, Section 4) If a Council or Executive Committee member does not attend three consecutive regular meetings, the respective body will consider that position subject to termination unless extenuating circumstances exist, as determined by the Chair.

**7. Annual General Meeting and Special Meetings.** (Article V, Section 7a-b)

Annual General Meeting -First week of June each year. At the annual meeting, the members shall elect the executive committee members, the new members at large will be presented by the nominating committee and members will transact any other business that may come before the meeting.

Special meetings. Special meetings of the members may be called by the Chair, the Executive Committee, or not less than one-tenth of the voting (appointed and elected) Council members.

**8. Procedures for Meetings.** (Article V, Section 7c)

Meetings will be governed by Robert's Rules of Order.