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**YAVAPAI COUNTY JEEP POSSE, INC.
A 501(c)(3) NON-PROFIT CORPORATION**

BYLAWS

Revised: September 19, 2024

ARTICLE I NAME OF THE ORGANIZATION, PLACE OF BUSINESS, AND FISCAL YEAR

The name of the corporation is the Yavapai County Jeep Posse Inc., (“Posse”). The principal place of business is the ***Frank Pehlman and Gerry Kimmet Training Center*** (“Posse House”), 1200 Commerce Drive, Prescott, AZ 86301. The fiscal year of the corporation shall be from January 1st through December 31st of each calendar year.

ARTICLE II CORPORATE PURPOSE

Section 1 Governance

The Posse shall be governed by its Articles of Incorporation (as amended) and these Bylaws (as amended).

Section 2 Nonprofit Purpose

This corporation is organized exclusively for nonprofit purposes as set forth in I.R.S. § 501(c)(3) and Article X of the Articles of Incorporation, as amended on November 21, 1990.

Section 3 Specific Purpose

The specific objectives and purposes of the organization shall include:

To voluntarily devote the time and energy of its members for the preservation and protection of life and property in Yavapai County, State of Arizona.

To assist the Yavapai County Sheriff’s Office in search and rescue work and other duties as may be required. Participation can come from a wide range of skills including, but not limited to, search and rescue skills, communication skills, medical skills, leadership abilities and fund raising.

To assist any and all government agencies on a voluntary basis as may be requested.

To foster and encourage the study of all subjects connected with search and rescue services, police and fire protection and to disseminate information thereon. This study helps Yavapai County Jeep Posse members expand their knowledge and provide benefits for the general public.

To acquire equipment and supplies as may be necessary to accomplish the mission.

ARTICLE III DEFINITIONS

Board means “the Board of Directors.”

Exigent circumstance means “an act, event, or situation exists such that a reasonable person believes that more immediate action is necessary than would otherwise be required.”

Member or membership means “a single member or all members who are in good standing.”

Member in Good Standing means “an active member who is current in the payment of his or her dues, is not under suspension or on probation, is current with the necessary skill and competency qualifications as set forth by the Board of Directors, participates in missions at the direction of the Sheriff of Yavapai County, regularly attends scheduled meetings of the membership, training exercises, and other community service events in which the Posse participates.”

Officer means “an elected Officer pursuant to Article VII.”

Reasonable Notice means “sufficient time and information for a person to participate in a meeting, activity, discussion, or decision-making process. Except for exigent circumstances or as otherwise provided, reasonable notice should be given ten (10) days in advance and may be given directly, in writing, or by any electronic means including email and the Posse website.”

ARTICLE IV MEMBERSHIP

Section 1 Eligibility for Membership

Application for membership shall be open to anyone who is 18 years of age or older, a citizen of the United States, and a resident of Yavapai County, Arizona who supports the purposes of the Posse as set forth in Article II.

Membership may be granted to an applicant meeting the requirements of the Sheriff of Yavapai County, the successful completion of a six (6) month probationary period as determined by the Board of Directors, and upon a majority vote of the membership.

The following are categories of membership: Recruit Probationary, Active, Inactive, Leave of Absence, Life Member, Honorary Member.

Section 2 Annual Dues

Annual dues for members and applicants for membership shall be determined by the Board.

If an application for membership is made during the first half of the fiscal year, the annual dues shall be paid; if an application is made during the second half of the fiscal year, one half (1/2) of the annual dues shall be paid.

Annual dues for members and applicants for membership shall be paid by January 1st and become delinquent if not paid by February 1st. If dues become delinquent, the member shall become Inactive and suspended from participation in Posse activities until the dues are paid.

Honorary and Lifetime members shall be exempt from paying annual dues.

Section 3 Rights and Obligations of Members

Each member shall have equal rights with all other members in the affairs and activities of the Posse, including the right to vote in an election by proxy by appointing in writing another member to cast his or her vote.

Each member shall remain in good standing. Any lapse may be subject to disciplinary action.

A member who is the owner or operator of a motor vehicle used in a Posse activity for which a Mission Number is required, shall have a valid Arizona Driver's license,

current vehicle insurance, and shall comply with all of the requirements of Arizona law as well as other requirements as set forth by the Board of Directors.

Use of intoxicants while in Posse uniform and/or during any activity or operation of the Posse is prohibited and may result in disciplinary action.

Section 4 Emblems, Insignia, and Uniforms

Emblems, insignia, and uniforms shall be authorized and used, as the Board of Directors deems necessary, for the good of the Posse and with the advice of the membership.

Section 5 Resignation of Membership

A member may resign at any time by filing a written letter of resignation with the Secretary.

Resignation does not relieve a member from paying unpaid dues or returning property owned by the Posse. The Board of Directors shall establish policies and procedures for the return of Posse property and any compensation that may be paid to the member.

Within twelve (12) months from the date of resignation from the Posse, a former member, including a Recruit Probationary, may apply for reinstatement from the Board of Directors. A former member or Recruit Probationary applying after twelve months shall be subject to the regular application process in effect at that time.

Section 6 Leave of Absence

The Board may grant a Leave of Absence to any member in good standing for a period not to exceed one (1) year unless extended by the Board.

A member on a leave of absence must pay dues to remain a member in good standing.

Section 7 Discipline, Suspension, and Termination of Membership

Any member who is acting or has acted in a manner that is detrimental to the affairs, activities, or operations of the Posse, including actions that may be perceived as discrediting the name or reputation of the Posse, may be subject to disciplinary action. This includes actions, behaviors, attitudes, or statements which have or may have given a false impression of actual authority to act on behalf of the Sheriff of Yavapai County.

Disciplinary action may include an oral reprimand, a written reprimand, a suspension of active membership for a specified period of time, removal from office, or termination of membership. Members shall be terminated by notification in writing.

The Board of Directors, subject to the approval by the membership, shall determine the procedures for taking disciplinary action against a member. The provisions of A.R.S. §§10 – 3621(B)(D)(E) shall apply to any disciplinary action in the form of a suspension, termination, or removal from office.

Section 8 Media Relations

Posse recruits and members are not to speak to or contact reporters, other citizens, or post on social media platforms including but not limited to Facebook, X, Instagram about the details of a mission. All requests are to be referred to the Deputy in charge of the mission or to the YCSO Public Affairs Officer.

Section 9 Non-Voting Members

The Board of Directors shall establish criteria for the appointment of Non-Voting members of the Posse, which includes; Recruit Probationary Members, Honorary Members and Life Members.

Non-Voting members shall not have a vote in the affairs of the Posse.

ARTICLE V Meetings of the Membership

Section 1 Regular Meetings

Regular meetings shall be held each month on a date and at a time approved by the membership and by giving reasonable notice.

Section 2 Special Meetings

Special meetings of the membership may be called by the President, the Board, or at the request of one-quarter (1/4) of the membership in good standing. Unless exigent circumstances exist, the membership shall be given reasonable notice at least three (3) days in advance of any special meeting.

Section 3 Annual Meetings

The Annual Meeting shall be held in November of each year. The Board shall establish the date, time, and place of the Annual Meeting and shall give reasonable notice to the membership. Any member who fails to attend the Annual Meeting without presenting a valid reason for his or her absence is subject to disciplinary action.

At the Annual Meeting, the membership shall: elect Officers and members of the Board of Directors for the next fiscal year, receive annual reports from the Officers and Board of Directors, and address such other business as may be necessary.

Section 4 Quorum and Voting

A majority of all members shall constitute a quorum for transaction of business at any meeting. Unless otherwise provided, a majority vote of the quorum of members is necessary to approve any motion or action taken.

Section 5 Parliamentary Procedure

A reference to *Robert's Rules of Order* shall be utilized in the conduct of any meeting,

ARTICLE VI BOARD OF DIRECTORS

Section 1 General Powers

The Board shall have control over all of the affairs and property of the Posse and shall: formulate plans for the development of the Posse; instruct the officers and members as to the future direction they feel that the Posse should pursue; oversee the fiscal policy of the Posse; and generally, control through the officers and members all functions of the Posse. The elected Chairman of the Board of Directors is permitted to be the spokesperson for the Board.

Section 2 Specific Powers

Under its General Powers, the Board has specific powers, which may include but are not limited to:

1. Establishing the criteria, policies, and procedures for an applicant for membership to successfully complete a six-month probationary period (*Article IV, Section 1*)
2. Setting the amount of the annual dues for members and applicants for membership (*Article IV, Section 2*)
3. Establishing the criteria, policies and/or procedures for a member who is the owner or operator of a motor vehicle used in a Posse activity for which a Mission Number is required (*Article IV, Section 3*)
4. Authorizing the display and use by members of emblems, insignia, and uniform (*Article IV, Section 4*)
5. Establishing the criteria, policies, and/or procedures for the return of Posse property and any compensation that may be paid to a member who has resigned or terminated (*Article IV, Section 5*)
6. Authorizing a member's Leave of Absence (*Article IV, Section 6*)
7. Establishing the policies and procedures for taking disciplinary action against a member (*Article IV, Section 7*)
8. Establishing the criteria for the appointment of Non-Voting members of the Posse (*Article IV, Section 8*)
9. Establishing the date, time, and place of the Annual Meeting (*Article V, Section 3*)

10. Providing an annual report of the Board's activities to the membership at the Annual Meeting (Article V, Section 3)
11. Serving as the nominating committee for the election of Board members (*Article VI, Section 4*), Officers (*Article VII, Sections 6 & 7*) and Vacancies (*Article VII, Section 8*).
12. If exigent circumstances exist, selecting an interim Board member to fill a vacancy on the Board until an election can be held (*Article VI, Section 5*)
13. Taking Informal Actions without a meeting (*Article VI, Section 10*)
14. Approving the appointment of members of the Posse into positions of leadership and responsibility (*Article VIII, Section 1*) See also *Article VII, Section 1*)
15. Approving the appointment of Squad Leaders (*Article VIII, Section 2*)
16. Approving the designation of a Rank for an appointed position
17. Determining whether a member has a conflict of interest (*Article IX, Sections 1-3*)
18. Amending the Articles of Incorporation (*Article X, Section 1*)
19. Amending the Bylaws (*Article X, Section 2*)

Section 3 Number, Tenure, Qualifications

The Board of Directors shall consist of five (5) members in good standing: four (4) members elected by the membership and one (1) member who has served as the immediate past President of the Posse.

The four (4) elected members shall serve a two (2) year term with two (2) of the members elected at each Annual Meeting. The Past President shall serve until the end of the current President's tenure in office.

No member of the Board of Directors shall simultaneously be an elected Officer of the Posse.

Members of the Board shall take office on January 1, except those selected to fill a vacancy who shall take office immediately.

Section 4 Election

The Board shall serve as the Nominating Committee for members willing and able to serve on the Board. Nominations shall be announced at the Regular meeting of the membership immediately preceding the Annual Meeting. Additional nominations may be made from the floor, after which time the nominations shall be closed.

At the Annual Meeting, if two (2) or more names are placed in nomination, the membership shall vote for two (2) of the names. The two (2) members receiving the highest number of votes shall be elected to serve a two (2) year term.

If there are three (3) or more names placed in nomination, the member receiving the third highest number of votes shall serve as the Alternate member of the Board.

Neutral parties, who are not members of the Posse, shall count the ballots. The Secretary shall certify the vote by announcing and publishing the results.

Section 5 Vacancies

In the event of a vacancy of an elected member of the Board, or the immediate Past President of the Posse, the Alternate member of the Board shall fill the vacancy for the remainder of the unexpired term.

In the event that the Alternate board member is unable to serve on the Board, an election shall be held to fill the vacancy as soon as practicable, but not more than sixty (60) days following the date that the Board has received written notice of the vacancy.

If the vacancy creates an exigent circumstance, which might otherwise impede the Board in conducting its business, the Board may select an interim Board member to serve until an election can be held.

The Board shall serve as the Nominating Committee and may nominate one (1) or more members to fill the vacancy. Additional nominations may be made from the floor.

The nominee with the highest number of votes shall serve on the Board or the remainder of the unexpired term. The nominee with the second highest number of votes shall serve as the Alternate member of the Board.

Neutral parties, who are not members of the Posse, shall count the ballots. The Secretary shall certify the vote by announcing and publishing the results.

Section 6 Quorum and Voting

A majority of the five (5) members of the Board shall constitute a quorum for the transaction of any business at any meeting or informal action taken by the Board.

A majority vote of the quorum of Board members present, or participating is required in order to approve any motion or action taken.

Section 7 Parliamentary Procedure

A reference to *Robert's Rules of Order* shall be utilized in the conduct of any meeting or informal action of the Board.

Section 8 Regular Meetings

Meetings of the Board of Directors shall be held not less than quarterly (January, April, July, October), preferably bi-monthly, or at the direction of the Chairman of the Board, or at the request of the President or by two (2) Directors.

At the first Regular meeting in January, the Board shall select a Chairman, who shall be an elected member of the Board.

Reasonable Notice of a Regular meeting shall be given to the membership.

Section 9 Special Meetings

Special Meetings of the Board of Directors may be called by the Chairman, the President, or at the request of two (2) members of the Board.

Reasonable Notice of a Special meeting shall be given to the membership, but not less than two (2) days advance notice unless exigent circumstances exist necessitating a shorter period of time.

Section 10 Informal Action by Directors

Any action required to be taken, or which may be taken, at a meeting of the Board may be taken without a meeting if consent is given in writing by a majority of the Board setting forth the action to be taken and the subsequent results. A written record shall be signed and filed with the Secretary to be included as part of the minutes of the next regularly scheduled Board meeting.

Section 11 Compensation

Members of the Board of Directors shall serve without compensation.

Section 12 Confidentiality

Members of the Board shall not discuss or disclose information about the Posse or its activities to any person unless such information is already a matter of public knowledge, such person has a need to know, the disclosure of such information is in furtherance of the Posse's purposes, could be reasonably expected to benefit the Posse, or would not be detrimental to the Posse.

Section 13 Removal from Office

A member of the Board may be removed from office in accordance with the provisions for Disciplinary Actions under Article IV, Section 7.

Removal from his or her position on the Board may or may not result in suspension or termination of membership.

ARTICLE VII OFFICERS

The Officers of the Posse shall be: President, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 1 - President (with the rank of Captain)

The President shall preside over all meetings. He or she shall be the Chief Executive Officer and shall have the duty and responsibility of carrying out the policies and decisions of the Board of Directors.

He or she shall not be a member of the Board of Directors but shall provide the Board members with his or her candid advice and opinions. He or she shall be a member in good standing at the time of his or her election and have been a member of the Posse for a minimum of two years.

With the advice and consent of the Board, he or she may appoint such other members of the Posse into positions of leadership and responsibility, and/or to serve on committees, as are necessary for the efficient and effective administration of Posse goals, procedures, policies, responsibilities, and volunteer services.

Section 2 - First Vice President (with the rank of First Lieutenant / Executive Officer)

The First Vice President shall, in the absence of the President, serve as the President. He or she shall be a member in good standing at the time of his or her election.

The duties of the First Vice President shall include, but not be limited to Operations, assuring the proper conduct of civilian evacuations, training, call outs, squads, other operations, and communications.

Section 3 - Second Vice President (with the rank of First Lieutenant / Executive Officer)

The Second Vice President shall, in the absence of the President and First Vice President, serve as the President. He or she shall be an active member in good standing at the time of his/her election.

The duties of the Second Vice President shall include, but not be limited to, Logistics, assuring the proper conduct of the Quartermaster, building and grounds, social events, community events, recruiting, public relations, fingerprinting and the Posse's communication vehicle(s).

Section 4 - Secretary (with the rank of Second Lieutenant)

The Secretary shall keep and preserve all records and minutes of all meetings of the membership as well as all Board meetings and informal actions.

He or she shall be the focal point for all incoming and outgoing correspondence pertaining to the Posse, and shall maintain and keep current the official Posse roster of members, his or her status, and the applicants for membership.

Section 5 - Treasurer (with the rank of Second Lieutenant)

The Treasurer shall keep accurate and complete records of the funds and accounts of the Posse and shall collect all dues and monies received from all sources and maintain a record thereof.

He/she shall make only such disbursements from the funds of the Posse as directed by the Board of Directors or by a majority of active members at a regular meeting, except for the normal expenses of running the Posse.

The Treasurer shall establish, with the advice and approval by the Board, a cut-off point in dollar value which requires the Board's approval for items not previously established. The Treasurer shall have financial overview responsibilities of all functions of the Posse.

Section 6 - Nomination of Officers

The Board of Directors shall serve as the nominating committee for the selection of Officers by the membership. The Board shall meet at least once in September and October and select members in good standing with specific qualifications for the positions of President, First Vice President, Second Vice President, Secretary and Treasurer.

At the Regular meeting of the membership in October, the Board shall place in nomination the names of members they have selected for each office. Additional nominations may be made from the floor, after which time the nominations shall be closed.

Section 7 - Election of Officers

At the Annual meeting in November, members in good standing shall vote for the nominated officers by secret ballot. Absentee ballots and a proxy ballot may be submitted in writing to the Secretary prior to the vote.

Neutral parties, who are not voting members of the Posse, shall count the ballots. If no neutral parties are available, the Chairman and current Captain shall determine how to count the votes.

The Secretary shall oversee and certify the vote by announcing and publishing the results.

Section 8 - Vacancies

In the event of a vacancy in any elected office, an election shall be held to fill the vacancy as soon as practicable, but not more than sixty (60) days following the effective date of the vacancy. The effective date of a vacancy in an elected office shall be when the Board has received written notice of the vacancy.

Following the notice of a vacancy in office, the Board shall announce at the next Regular meeting of the membership, the date, time, and place for the election and provide such other reasonable notice as is necessary.

The Board shall serve as the Nominating Committee to fill the vacancy and additional nominations may be made from the floor. Members in good standing shall vote for the new officer. If two (2) or more members are nominated, the vote shall be by secret ballot. Absentee ballots and a proxy ballot may be submitted in writing to the Secretary prior to the vote.

Neutral parties, who are not voting members of the Posse, shall count the ballots. If no neutral parties are available, the Chairman and current Captain shall determine how to count the votes.

The Secretary shall oversee and certify the vote by announcing and publishing the results.

Section 9 - Removal of Officer

An Officer may be disciplined or removed from office in accordance with Article IV, Section 7.

The removal of an Officer from his or her office may or may not result in suspension or termination of membership.

ARTICLE VIII APPOINTED POSITIONS

Section 1 Classification

The President, with the advice and consent of the Board, may appoint members of the Posse to serve in positions of leadership and/or responsibility. The recommended individuals shall be members in good standing at the time of the appointment. An appointed member shall serve until the first Board meeting in January.

With the advice and consent of the Board, the President may designate a rank to any member he or she appoints.

Section 2 Operations Coordinator

The Operations Coordinator shall serve as an assistant to the First Vice President. His or her duties shall include monitoring the availability and readiness of members to respond to call-outs and other functions by encouraging and facilitating training and periodic inspections of equipment and supplies.

In the event that the President determines that operational effectiveness and efficiency would best be served by a subdivision of members into squads, he or she may appoint squad leaders, with the advice and consent of the Board. If appointed, a squad leader may appoint an assistant.

Section 3 Training Coordinator

The Training Coordinator shall serve as an assistant to the First Vice President. His or her duties shall include developing a comprehensive training and certification program, maintaining the training records of each member, and scheduling training events.

Section 4 Fire Evacuation Coordinator

The Fire Evacuation Coordinator shall serve as an assistant to the First Vice President. His or her duties shall include developing fire evacuation plans, organizing and executing fire evacuation training exercises and providing classroom training to Posse members and outside agencies. The Coordinator shall also be the lead operations member when members are called up to react to a fire situation.

Section 5 Communications Coordinator

The Communications Coordinator shall serve as an assistant to the First Vice President. His or her duties shall include the oversight of the Posse's communications operations, communications equipment and accessories, and the conduct of communications from the Posse communications vehicle.

Section 6 Quartermaster

The Quartermaster shall serve as an assistant to the Second Vice President. His or her duties shall include keeping and maintaining all records on the location and amounts of Posse supplies and equipment and, with the concurrence of the Second Vice President, may purchase supplies and equipment as necessary. All purchase orders shall be confirmed with the Treasurer before purchases are made.

Section 7 Chaplain

The Chaplain shall serve as an assistant to the Second Vice President.

Section 8 Other Coordinator Positions

The Captain may consider appointment of additional Coordinators under the Second Vice President, to include: Events Coordinator; Posse House Coordinator (care of exterior and interior of the Posse House); Scheduling Coordinator, Recruitment Coordinator, and Fingerprinting Coordinator.

ARTICLE IX CONFLICT OF INTEREST

Section 1 Purpose

The purpose is to protect the Posse's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an Officer, Director or member. It is intended to supplement but not replace any state or federal laws governing conflicts of interest applicable to nonprofit corporations.

Section 2 Definitions

Interested Person means "any Officer, Director, or member who has a direct or indirect financial interest in any transaction or arrangement that the Posse may make."

Financial Interest means that "an Interested Person will benefit financially, either directly or indirectly, from any transaction or arrangement that the Posse may make.

Section 3 Procedure

Any interested person has a duty to disclose his or her financial interest in any transaction or arrangement that the Board or an Officer is intending to make.

The Board shall determine whether an interested person has a conflict of interest. The interested person shall not be present when the Board discusses and makes its decision.

Knowingly or intentionally failing to disclose a conflict of interest by an interested person may subject that member to disciplinary action as set forth in Article IV, Section 7.

ARTICLE X AMENDMENTS

Section 1 Articles of Incorporation

The Board may at any regular board meeting amend the Articles of Incorporation, provided that reasonable notice has been given to each member of the Board and the membership as a whole.

Except for an exigent circumstance, following the initial discussion of an amendment to the Articles, the Board shall postpone a decision until the next regular business meeting and give reasonable notice of the proposed action to the membership.

Section 2 Bylaws

Any amendment(s) to these Bylaws shall not conflict with the Articles of Incorporation, and shall become effective upon the approval by the Board. Any member may submit to the Board in writing a proposed amendment to these Bylaws.

The Board may amend these Bylaws at any Regular or Special meeting of the Board, provided that reasonable notice has been given to each member of the Board and the membership as a whole. Any member in good standing may submit a proposed written amendment, which shall reference the Article, section and/or paragraph to be amended and the language of the proposed modification.

Any member aggrieved by the Board's action with respect to an amendment may challenge the Board's action by giving reasonable notice to the membership that a motion will be made at the next Regular meeting of the membership to overturn the Board's decision. Upon a motion, second, and discussion, the Board's decision shall not be overturned except upon a two-thirds (2/3) majority vote of all of the members in good standing.