



PAULDEN AREA COMMUNITY ORGANIZATION

An Arizona Nonprofit Corporation and 501(c)(3) Tax-Exempt
Organization

BY-LAWS

(DRAFT PROPOSAL June 29, 2026)



Article I. Identity

1. The name of this organization shall be **Paulden Area Community Organization (PACO)** and represents the **geographic** area served by the Paulden Post Office (ZIP 86334) and **such additional areas as the Board of Directors may define by policy.**

Article II. Objectives

1. The Paulden Area Community Organization ~~without discrimination for reasons of race, religion, national origin, gender, age or marital status shall carry out the following objectives:~~ **shall carry out these objectives in accordance with all applicable federal and Arizona laws regarding non-discrimination:**
 - a. To render community services in an effort to enhance the welfare of the community.
 - b. To promote civic awareness of the citizens of Paulden and give them a voice in the planning and management of the community by working closely with the Yavapai County Board of Supervisors and other municipal, county, state and federal agencies. However, this corporation shall not be used for the promotion or stimulation of any business organization for profit, ~~except in the attraction of businesses for the convenience and with the approval, as stated in the Bylaws of this corporation, of the residents of Paulden.~~ **except for the attraction of businesses that provide convenience to residents, when such attraction has been approved by the Board of Directors after consideration of resident input as set forth in Board policy.**
 - c. To promote amongst the residents of Paulden, mutual respect and a deeper sense of community through education.
 - d. To defend the independent nature of this Agricultural community.
 - e. To preserve its rural character.
 - f. Protection and preservation of the water quality and water resources of the Paulden area.
2. For purposes of clarification, this organization:
 - a. Will **NOT** be involved in disputes between residents
 - b. Will **NOT** enforce laws or ordinances
 - c. Will **NOT** act in the capacity of a homeowner's association
 - d. Will **NOT** act as a social charity for any reason (Giving away monetary or material assets of the organization) - Will give referrals to the appropriate agency.



Article III. Limits

1. The Paulden Area Community Organization shall observe all local, state and federal laws that apply to a nonprofit organization as defined in section 501(c)(3) of the Internal Revenue Code.
2. Each Officer, at the time of his/her election by the membership, shall submit a signed Disclosure Statement ~~to be kept on file and submitted to the Arizona Corporation Commission with the Statement to be kept on file and submitted to the Arizona Corporation Commission with the April Annual Report, as required by the Arizona Corporation Commission.~~ The Disclosure Statement shall be kept on file and submitted to the Arizona Corporation Commission with the April Annual Report as required by the Arizona Corporation Commission.
3. Officers of the Board may not be related to one another. For purposes of this provision, "related" means spouses, domestic partners, parents, children, siblings, or any individual residing in the same household, or as otherwise defined under applicable Arizona or federal law.
4. All matters of organization and conduct not specifically described in these Bylaws shall be carried out in accordance with the most recent edition Roberts Rules of Order Newly Revised.

Article IV. Membership

1. All residents, property owners and business owners of the Paulden area, as defined in Article 1, are members and are represented by the Paulden Area Community Organization. Members 18 years of age or older shall have voting privileges and shall have only one vote.
2. Members must be present to vote.
3. Dues are not mandatory, but are encouraged as a means to fund the operations of the Paulden Area Community Organization. Dues shall be at such a rate or rates, as may be from time to time prescribed by the Board of Directors.



Article V. Administration

1. A Board of Directors, elected by the membership, will conduct the business of the Paulden Area Community Organization.

a. Board of Directors

- i. The Board of Directors shall be composed of five (5) directors including a President, Vice-President, Secretary and Treasurer.
- ii. Directors must qualify as Members as stated in Article IV.
- iii. The Board of Directors shall consist of an odd number of directors. The number of directors may be changed to any odd number between three (3) and seven (7), inclusive. Any change to the number of directors shall be made in accordance with the amendment procedures set forth in Article VI of these Bylaws.
- iv. No director shall hold more than one officer position at the same time, except when the Board of Directors consists of fewer than four directors. In such cases, one director may hold two officer positions.

b. Election of Officers and Directors

- i. Members shall nominate candidates at the regularly scheduled meeting at or before the month of ~~October~~ September.
- ii. No nominees will be accepted following the September ~~Community/Board~~ meeting.
- iii. The election of directors will occur at the General Membership Meeting in November. Those elected shall be installed immediately following the election. The Board of Directors will select officers of the board internally. The assignment of officer positions among the elected directors shall be determined by the Board in accordance with Board policy.

c. Terms of Office

- i. ~~The Directors shall serve one year terms.~~ Directors shall serve two (2) year terms.
- ii. There shall be no limit on the number of terms a director may serve.
- iii. To promote continuity, the terms of directors shall be staggered. Following adoption of this provision, the Board shall adopt a policy establishing the initial staggering of terms.
- iv. Each director shall hold office until their successor is duly elected and qualified, or until their earlier resignation or removal.



d. Director resignation or termination

- i. In the event that any elected director wishes to resign or is forced to resign because of health or other reasons, a letter of resignation should be presented to an officer of the board as soon as possible.
- ii. Any director may be expelled by a three-fifths vote of the membership in attendance at a meeting for that purpose, for conduct unbecoming a director or conduct prejudicial to the aims and/or reputation of the Paulden Area Community Organization. Any member may initiate expulsion proceedings by giving a written notice to any board member stating the reasons for expulsion. Upon receipt of said written notice, the Board of Directors must give written notice of Expulsion Proceedings, to include reason for expulsion, to the affected director within seven (7) days. The Director in question may request a hearing to be held at the next Community/Board meeting following the written notice. The director in question will be allowed one hour to explain, deny and/or discuss his/her conduct. The Membership must decide at this Community/Board meeting to expel or retain the director. The decision by the membership is final and may not be appealed.
- iii. In the event that any elected director is absent from three (3) consecutive Community/Board meetings for reasons which the board fails to deem sufficient, his/her resignation shall be deemed to have been rendered, and shall be accepted by the Board. The Secretary shall notify the former director in writing.

e. Vacancies

- i) Vacancies by resignation or otherwise of any director or elected officer shall be filled by appointment by the Board and confirmation by the membership present at the next regular Community/Board meeting.
- ii) Floor nominations to fill the vacancy will also be accepted at said meeting.
- iii) Persons filling such vacancies shall serve the remainder of the term of the director replaced.

f. Reassignment of Officer Positions

- i) No earlier than six (6) months after officer positions have been assigned, the Board of Directors may initiate the process for reassigning officer positions by a two-thirds (2/3) vote of all directors currently serving on the Board.
- ii) A director whose officer position is reassigned shall remain a member of the Board unless they submit a written resignation from the Board.



- g. **Duties of Directors:** In addition to the duties elsewhere stated in these Bylaws, it shall be the duty of the Board of Directors to:
- i. Manage the annual budget of the Paulden Area Community Organization.
 - ii. Issue publications, conduct referenda and generally advance the objectives of the Paulden Area Community Organization.
 - iii. Approve all contracts, hold public information meetings, insurance and purchase of all new equipment, materials and real estate as approved by the membership.
 - iv. Make written rules for guidance, as approved by the membership, of the officers, the board and committees.
 - v. Make only those representations or commitments for the board that fit the definitions and objectives stated in Articles II above or any other article in these Bylaws unless so directed by the membership.
- h. **Duties of Officers of the Board**
- i. **President.** The President shall serve as the chief executive officer of the Paulden Area Community Organization and shall preside at all community/board and general membership meetings. The President shall, with the advice and consent of the Vice-President and Secretary, determine all committees, and select committee chairs, subject to the approval of the Board. Members of the committee may be selected from the Membership. **The President shall lead the development of the organization's business plan for review and approval by the Board of Directors.**
 - ii. **Vice President.** The Vice President shall exercise the functions of the President during the absence or disability of the President.
 - iii. **Secretary.** The Secretary shall be the chief administrative officer and serve as Secretary of the Board and of the Corporation, and cause to be prepared: notices, agendas and minutes of the meetings of the community/board and general membership. ~~The Secretary, in cooperation with the Board shall be responsible for the preparation of the business plan and operating budget covering all activities of the Paulden Area Community Organization subject to the approval of the Board of Directors and Membership.~~ **Maintain and manage PACO's websites and official social media accounts, subject to policies adopted by the Board.**



- iv. **Treasurer.** The treasurer shall be responsible for safeguarding and properly disbursing all funds received by the Paulden Area Community Organization. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors ~~and Membership~~. Checks are to be signed by the Treasurer or an officer appointed to sign checks in the absence of the Treasurer and counter signed by the President. The Treasurer shall cause a monthly financial report to be made to the Board and the membership. **The Treasurer shall prepare the annual budget for review and approval by the Board of Directors and shall prepare and file all required tax returns and reports with federal and state agencies, unless otherwise assigned by the Board.**
- i. ~~Board of Conduct of Paulden Area Community Organization Business~~ **Board Meetings, Quorum, and Voting:**
 - i. **Board Meetings.** The Board of Directors shall meet regularly at a time and place to be determined by the Board and posted conspicuously **(and electronically as set by policy)** at least two weeks prior to the agreed upon date.
 - ii. **Special Meetings.** Any director may call a special meeting of the Board by communicating his or her wish to all other directors and receiving agreement ~~or same~~ **of the majority of the directors**, but such meeting must be posted publicly at least one week prior to planned special meeting date.
 - iii. **Public Comment.** The Board shall make public the agenda of all meetings, on any agenda item the public will be asked for comment and those comments considered before a decision is made.
 - iv. **Quorum:** ~~A quorum consisting of three of the five directors must be present at all meetings of the Board of Directors for which voting is required~~ **shall consist of a majority of the directors then on the board, but in no event fewer than two (2) directors.** ~~Should a vacancy(ies) occur as described in Article V, items 4 and 5 above, the number of directors required to transact business shall be reduced by one (1) for each vacancy.~~
 - v. **Electronic and Hybrid Meetings** – The Board may conduct meetings and votes electronically or in hybrid format when proper notice and identity verification are provided, **as further detailed in Board policy.** ~~If a quorum of Board of Directors cannot attend a meeting in person, the meeting shall be postponed to a date and time when a quorum can attend.~~
- j. **Membership Meetings:** There shall be an annual General Membership Meeting in October for the purpose of the election of the officers and directors. Special meetings of the membership may be scheduled and announced at the discretion of the Board or as required by these Bylaws.



- k. **Committee Meetings:** The President or committee chairperson, with notification to committee members, may call committee meetings at any time. Committees are defined as information gathering entities and have no decision-making authority. The Board of Directors at regularly scheduled meetings must approve all recommendations by any committee.
- l. **Records:** The secretary or a person designated at the meeting shall take written minutes of the discussion, proposals, votes and matters approved or disapproved at all meetings. A copy of the minutes shall be placed in the Paulden Area Community Organization Records Book. **The Board shall maintain a record retention policy.**
- m. **Fiscal Year:** The Paulden Area Community Organization fiscal year shall begin January 1 through December 31.
- n. **Insurance:** The Paulden Area Community Organization shall purchase and maintain in force, Board of Director's Insurance and General Liability Insurance **in amounts set by Board policy.**
- o. **Digital Assets and Intellectual Property:** All websites, domains, content, data, and intellectual property of PACO are owned by the organization and controlled by the Board of Directors.
- p. **Contracts and Financial Authority:** Contracts and expenditures above thresholds set by Board policy require Board approval. The President may execute routine documents and contracts within approved budgets or policy limits. All checks and disbursements shall require two signatures as set by policy.
- q. **Policies and Procedures:** The Board of Directors may adopt, amend, or repeal standing rules and policies by majority vote to govern the detailed operations of PACO.

Article VI. Revision

- 1. These Bylaws may be amended or rescinded by the Board and the General Membership in concert. Proposed change(s) must be prepared and approved by a two-thirds vote of the Board and must be announced in at least three General Membership meetings. A two-thirds vote of at least twenty members of the general membership, including the Board of Directors, in attendance at the third meeting is required for adoption of the proposed change(s).



Article VII. Indemnification.

1. To the limits of its financial and insurance resources, the Paulden Area Community Organization shall indemnify directors (past and present) against legal fees, judgments and/or penalties which may be incurred, assessed, rendered or levied in any legal action brought against any of them, jointly or severally, as a result of any act or omission proven to have been committed while acting in good faith within the scope of their duties. **This indemnification shall constitute a contract between PACO and each covered person and shall survive any amendment of these Bylaws with respect to acts or omissions occurring prior to such amendment.**

Article VIII. Use of Assets

1. **Funds:** The Paulden Area Community Organization shall use its funds only to accomplish objectives and purposes specified in these Bylaws, and no part of said funds shall ~~come into effect, or~~ be distributed for personal use of the directors or members of the Paulden Area Community Organization except as reimbursement for approved expenditures **in accordance with the Reimbursement Policy adopted by the Board.**
2. **Other Assets:** All personal and real property of the Paulden Area Community Organization shall be held in the name of the Paulden Area Community Organization, precluding the names of any individual members. Assets will be used, sold, traded, leased or otherwise used, only as directed by the Membership.

Article IX. Dissolution

1. **The dissolution of the Paulden Area Community Organization may be initiated only by a unanimous vote of all directors then serving on the Board of Directors. Upon such initiation, the proposed dissolution shall be submitted to the General Membership for approval. Dissolution shall require the affirmative vote of a majority of the members present and voting at a General Membership Meeting called for that purpose, provided that notice of the proposed dissolution has been given in accordance with these Bylaws.**
2. Upon dissolution of the Paulden Area Community Organization, and funds remaining shall be distributed to one or more charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors. **The Board shall oversee an orderly wind-down, including final filings with the Arizona Corporation Commission and Internal Revenue Service.**