

**Bylaws of Prescott Area Wildland Urban Interface Commission,
An Arizona Not-for-Profit Corporation**

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Establishment

The Prescott Area Wildland/Urban Interface Commission (hereinafter referred to as “the Commission” or Yavapai Firewise”) has been established under joint resolution by the Council and Mayor of the City of Prescott and the Yavapai County Board of Supervisors.

Purpose and Scope

Purpose

The Commission has been given the express task of identifying, prioritizing, and guiding the management of wildland/urban interface practices in Yavapai County. In the performance of this mission, the Commission:

- . . . provides private and community sector perspectives to City of Prescott, Yavapai County, Central Yavapai Fire District, Phoenix District the Arizona Department of Forestry and Fire Management, Prescott National Forest, BLM and Yavapai-Prescott Tribal Council (“Cooperating Entities”) in matters related to the wildland/urban interface.
- . . . will, through public and agency participation, identify, develop, prioritize and address wildland/urban interface issues facing the citizens of Yavapai County.
- . . . will, through public and agency participation, develop plans and actions for management of identified issues and make recommendation to appropriate levels of government.
- . . . will promote the development of citizen awareness of wildland/urban interface issues and initiatives which can include community risk assessments.
- . . . may pursue development of agreements among owners and operators of private land and any of the “Cooperating Entities” where plans and recommended actions developed by the Commission involve owners and operators of private land and require the assistance of a “Cooperating Entity.”
- . . . will provide an annual report on Commission activities and progress made.
- . . . assist Government Agencies to make the public aware of risks, emergency procedures and evacuation guidelines.
- . . . will assist the public agencies by the raising and distribution of funds that said agencies will expend on equipment or activities that support Commission objectives (e.g., fuels management).

Scope

The elected officials of the Yavapai County Board of Supervisors and the Prescott City Council shall provide oversight to all Commission-initiated recommendations relating to local government policy decisions.

The Commission serves to advise, facilitate, and coordinate actions and activities in support of the express purpose of the Commission. Several parameters to the Commission’s authorities and responsibilities exist:

- The Commission activities will not affect the jurisdiction of the Federal, State, County, or City governments, or any agencies thereof, over those lands owned or managed by these governments which may lie within the Prescott area.
- The Commission is an integral participant in the Yavapai Communities Wildfire Protection Plan.
- All matters that may require action or approval by any of the “Cooperating Entities” will be handled through the established procedures of that entity.

Commission Oversight and Membership

Executive Board

The Commission shall have an Executive Board to determine key decisions and initiatives of the Commission. The Executive Board shall be comprised of no less than thirteen (13) members. This membership will include persons from area agencies and levels of government as well as volunteers from key segments of the private sector. Executive Board Members serve without compensation.

Frequency of Executive Board Meetings and Scope of Authority

The Executive Board shall have the responsibility for reviewing and recommending to the members all new membership applications, reviewing and approving annual budgets and budgets for grant submissions exceeding \$50,000, approving Commission contract service agreements and inter-agency agreements, and shall review any non-budget activities of the Commission as presented by the Chairperson. In addition, the Executive Board shall vote on the establishment of Committees and Task Forces. All members of the Executive Board shall have an equal vote.

Membership to the Executive Board is made by the Chairperson with concurrence of the Commission’s Officers.

Officers as Executive Board Members

At least five (5) members of the Executive Board shall be Officers of the Commission. Specifically, those serving in the capacities of Chairperson, Vice Chairperson, Treasurer, Recording Secretary, and Development Director shall be members of the Executive Board. The Executive Board shall meet at the call of the Chairperson or, at a minimum, on a quarterly basis.

Government Membership, Terms, Replacement

At least five (5) members of the Executive Board represent agencies and entities of local government. Replacements for these positions occur through attrition and replacement within the agencies or local government.

Elected officials (or their designees) shall have membership during their official term of office. These members include:

- Mayor, City of Prescott (or designee)
- Member, Yavapai County Board of Supervisors (or designee)

Non-elected public officials (or their designees) shall have membership during their official tenure. These members include:

- Supervisor, Prescott National Forest (or designee)
- Western District Forester AZ Dept. of Forestry and Fire Mgmt. (or designee)
- Fire Chief, Central Arizona Fire and Medical Authority (or designee)
- Bureau of Land Management Executive (or designee)

Private Sector Membership, Terms, Replacement

At least two (2) members of the Executive Board represent the private sector. One of those two private sector members is to be the Community Liaison position of the Commission. Such private member sectors serve without compensation and are volunteers of the organization. As vacancies occur in private sector Executive Board membership, Commission members shall identify and contact potential replacements from the community to determine availability and interest. Member organizations shall have one vote per organization. It is intended that private sector membership represent a cross-section of local community interests. Some of these include:

- | | |
|---|----------------------|
| Volunteer Organizations | Homeowners Groups |
| Chamber of Commerce | Building Contractors |
| Education/ Academic Community Organizations | Environmental Groups |
| Private Campgrounds | |

Quorum for Executive Board

Any voting matter for the Executive Board requires a quorum of 51% of Executive Board members.

Commission Officers

Commission Officer Positions, Terms and Responsibilities

By not later than the November meeting of each year, the Commission shall nominate and select from its membership a Chairperson, Vice Chairperson(s), Treasurer, Recording Secretary and Development Director. The Officers will serve a one-year term commencing with January 1 and continuing through December 31. Any of the Officers may be re-elected to serve additional terms. There are no term limits. A former Chairperson may serve as a Chairperson Emeritus.

Chairperson

The Chairperson shall have general supervision responsibilities including the direction and control of the business affairs and the officers of the Commission. The Chairperson shall preside over all meetings of the members and of the Executive Board. The Chairperson shall have the general powers and duties of management usually vested in the office of President or Chief Executive Officer of a corporation and shall have such other powers and duties as may be prescribed by the Executive Board or by these Bylaws. The Chairperson shall have the power to appoint and discharge committee chairpersons.

Vice-Chairperson(s)

The Vice-Chairperson(s) shall manage the performance and progress of the standing committees as assigned by the Chairperson. In the event of the Chairperson's absence, the Vice-Chairperson shall preside over meetings of the members and the Executive Board and, in this capacity, have the same powers as the Chairperson for making decisions. A Vice Chairperson will assume the responsibilities of Corporate Secretary and Statutory Agent as required by the Arizona Corporation Commission.

Treasurer

The Treasurer is responsible for the funds as directed by the Chairperson and Executive Board and will maintain a full and accurate accounting of all financial transactions of the Commission. Duties and responsibilities of the Treasurer shall include:

- Keeping correct and accurate records of accounts of the commission's assets, liabilities, receipts, disbursements, gains, losses, and capital.
- Maintaining a banking relationship with a financial institution approved by the Executive Board for purposes of depositing commission income, dispersing funds to creditor accounts and maintaining all commission's bank statements.
- Reporting to the Chairperson, Executive Board and membership all financial transactions conducted as Treasurer and the financial condition of the Commission.
- Oversees the preparation and timely submission of all tax returns.
- Performing other duties as may be prescribed by these Bylaws, Chairperson, or the Executive Board.

Development Director

The Development Director is responsible for government and private grants applications and processing including:

- Monitoring state and federal grant sources for upcoming grant cycles for which PAWUIC and its constituents may be eligible.
- Completing relevant applications for funding and managing the review process with the granting agency.
- Monitoring the PAWUIC administrator's reimbursement submissions and quarterly reports for each open grant.

- Making and reaching accord on any necessary amendments to existing grant agreement in order to reallocate unused acreage or grant end deadlines as needed.

Recording Secretary

- The Recording Secretary is responsible for preparing agendas under the direction of the Chairperson and providing minutes of all official meetings of the organization, including Officer Meetings, Executive Board Meetings and Membership Meetings.

Commission Non-Officer Positions

Community Liaison

The Community Liaison is responsible for assisting new communities to become recognized Firewise U.S.A. ® sites including:

- Performing an initial community assessment, if he/she has a fire fighting background. If not, helping to procure the necessary resources to conduct the community assessment.
- Assist new communities in developing their Firewise Plan of Action along with guidance in establishing their Firewise committee.
- Assistance in the development of the Firewise U.S.A.® Site Recognition application.

Chairperson Emeritus

This position reports to the Chairperson and serves in an advisory role supporting the Chairperson. Chairperson Emeritus is for any former Commission Chairperson who desires to continue their service in such an advisory role; however, only the Chairperson Emeritus from the just-concluded year has the authority to vote on matters determined by the Executive Board or may step into the Chairperson's role in his/her absence in the event there is no Vice-Chairperson serving at that time. This position may take on responsibilities for leading task forces, managing special grant projects, raising private funds or handling other duties as assigned by the Chairperson.

Membership

Active Participation

Membership is open to any resident of Yavapai County by providing information to facilitate being added to the PAWUIC/Yavapai Firewise Commission Membership Roster. This excludes agency representatives attending in their official capacities. There are no dues associated with membership; however, members are expected to attend monthly meetings and to participate in community outreach activities. Firewise Communities may have multiple members who are each eligible to vote on matters decided by the Commission Membership.

Meetings

Meetings of the Commission will be held on the first Thursday of each calendar month at a place and time to be determined by the Chairperson. Special meetings may be called at any time by the Chairperson or a majority of Commission members or their designees.

Quorum

In order to conduct business and vote on specific action items, a quorum of 30% of current members (or their designees) shall be present.

Voting during Commission Membership meetings

All people attending Commission Membership meetings are encouraged to participate in open discussions after a motion and a second have been made and prior to a vote.

Committees and Task Force

Formation

The Executive Board, upon majority vote, may identify and solicit membership for such advisory and administrative committees and task forces as are deemed necessary to facilitate the purpose of the Commission. (Committees will be ongoing functions of the Commission; Task Forces will be temporary in duration and will focus on specific projects or problem areas.) The Executive Board shall provide each committee or task force with a complete description of duties. These may include: 1. Objective/Purpose; 2. Constraints/Parameters; 3. Available Support; and 4. Timeframes and guidelines for reporting accomplishments.

Committee or Task Force Leader

The Executive Board will identify a Leader for each committee or task force formed. The committee or task force Leader will manage the business and affairs of the committee or task force and shall be a Commission member or designee

Membership on Committees or Task Forces

Membership on committees or task forces is voluntary and members serve without compensation. Members of a committee or task force need not be Commission members *or* designees.

Meetings

Meetings of the committee or task force are held and posted at the call of the Committee or Task Force Leader.

Amendments to Bylaws

Amendments to the Bylaws of Prescott Area Wildland Urban Interface Commission, an Arizona Not-for-Profit Corporation, may be adopted at any Membership Meeting of the Commission at which a quorum is present by a simple majority of those present. Notices of such meeting should contain reasonably adequate notice of the term(s) of the amendments proposed.

Manner of Business - 501 (c) (3)

The name of the Commission shall be Prescott Area Wildland/Urban Interface Commission dba Yavapai Firewise. The place in Arizona where the principal office of the Commission is to be located is the City of Prescott, Yavapai County.

Said Commission is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

No part of the net earnings of the Commission shall inure to the benefit of, or be distributable to its members, board members, officers, or other private persons, except that the Commission shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Commission. No substantial part of the activities of the Commission shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Commission shall not carry on any other activities not permitted to be carried on (a) by a commission exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a commission, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Policy Against Harassment and Discrimination

Yavapai Firewise [aka Prescott Area Wildland/Urban Interface Commission (PAWUIC)] is committed to providing an environment for our members, directors, officers, employees, volunteers and persons served by the organization that is free from all forms of discrimination and conduct that can be considered harassing, coercive, or disruptive, including sexual harassment. Any type of harassment is a violation of this policy and may be illegal.

Yavapai Firewise does not tolerate unlawful harassment of any kind to anyone affiliated with or working for our organization. Any form of harassment which violates federal, state or local law, including, but not limited to harassment related to an individual's race, color, national origin, ancestry, sex, religion, creed, age, mental or physical disability, veteran status, medical condition (including pregnancy, childbirth and related medical conditions), marital status, citizenship, sexual orientation, gender orientation, gender identification, genetic characteristics, is a violation of this policy and will be investigated and addressed. For these purposes the term "harassment" includes slurs and any other offensive remarks, jokes, other verbal, graphic, or physical conduct.

Harassment can take many forms. Sexual harassment may include unwelcome sexual advances; requests for sexual favors; or other verbal or physical contact of a sexual nature when such conduct creates an intimidating environment or prevents an individual from effectively performing the duties of his or her position, or when such conduct is made a condition of

employment or compensation, either implicitly or explicitly. It is not the intent of the behavior by the offender that determines if harassment has occurred but whether the behavior is welcomed by the receiver.

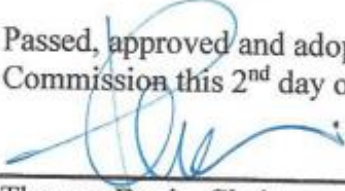
Anyone who feels they are a victim of harassment should follow the complaint procedure explained below. If there are questions about what constitutes harassing behavior, questions can be brought to the individual's supervisor or any other Yavapai Firewise Officer or member of the Executive Board

Complaint Procedure

Any person who feels that they have been subjected to harassing behavior should immediately notify their supervisor or any officer of Yavapai Firewise. If that is not a comfortable or safe option, members of the Executive Board may also be approached to advise of the situation. Once notified, that Board Member or Officer will bring the matter to the appropriate Board members or Officers to confidentially investigate the matter and take appropriate action. Yavapai Firewise prohibits any form of retaliation against any person for filing a bona fide complaint under this policy or for assisting in the investigation of a complaint. An individual who feels that they have been retaliated against for filing a complaint or for participating in an investigation may also make use of this complaint procedure.

To protect victims and accused alike, all Yavapai Firewise personnel are charged with the responsibility of using the utmost discretion and confidentiality in investigating complaints. Accordingly, individuals who are involved in any aspect of the investigation must avoid discussing the matter with any other person not involved with that investigation or situation.

Passed, approved and adopted by the members of the Prescott Area Wildland Urban Interface Commission this 2nd day of February 2023



Thomas Davis, Chairman, Prescott Area Wildland Urban Interface Commission

 3-15-2023

Julius Koenigsnecht, Secretary, Prescott Area Wildland Urban Interface Commission

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