

BYLAWS

Approved September 23rd, 2008

ARTICLE I – DEFINITIONS

Section I-1. PCSD shall mean the Pima County Sheriff's Department.

Section I-2. Green Valley District shall mean the area assigned by the Sheriff of Pima County, with headquarters in the community of Green Valley.

Section I-3. S.A.V. shall mean the Sheriff's Auxiliary Volunteers of the Green Valley District, Inc.

Section I-4. S.A.V. Training Academy shall mean a course of instruction in S.A.V. Field Operations and other S.A.V. functions.

Section I-5. Soft Badge members shall mean S.A.V. Training Academy graduates who have completed an abbreviated course of instruction for non-vehicle patrol members.

Section I-6. Hard Badge members shall mean S.A.V. Training Academy graduates who have completed the full course of instruction. Hard Badge members are eligible to perform all S.A.V. duties.

Section I-7. S.A.V. Commander shall mean the Chief of S.A.V. Operations, selected and appointed by the Pima County Sheriff.

Section I-8. Deputy Commander shall mean an S.A.V. member, appointed by the S.A.V. Commander, to assist in the management of S.A.V. functions.

Section I-9. Division Director shall mean the manager of a Division, appointed by the S.A.V. Commander or Deputy Commander.

Section I-10. Board of Directors shall mean the governing body of the

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Corporation composed of elected or designated members of the Board. Only members of S.A.V. or the PCSD may be voting members of the Board.

Section I-11. President shall mean the elected President of the S.A.V. The President shall be the Chief Executive Officer of the Corporation.

Section I-12. Vice President shall mean the officer elected to assist the President and serve in the position of President in the absence or inability of the President to serve.

Section I-13. The terms Division Director, Deputy Division Director, Manager and Assistant Manager shall mean members appointed by the Commander, Deputy Commander or Division Director to manage the various S.A.V. Divisions.

Section I-14. The term Designated Member shall mean a Board Member(s) serving by reason of office. It is synonymous with the term ex-officio as used in Revised Roberts Rules of Order, Newly Revised.

ARTICLE II - CORPORATE OFFICE

The Corporate Office of the Corporation shall be located in Green Valley, Arizona, and such other locations as may be required.

ARTICLE III – MEMBERSHIP

Section III-1. Membership. Regular membership shall consist of all volunteers who have completed the prescribed course of training, been sworn in by the PCSD and elected to membership by the Board of Directors. Members must have good moral character, sound judgment,

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even temperament and be able to perform the assigned duties.

Section III-2. Resignation. A member may terminate membership at any time by written notice directed to the S.A.V. President or the S.A.V. Commander.

Section III-3. Termination. All members, as auxiliary members of the PCSD, will abide by the PCSD rules and regulations. The Sheriff of Pima County may terminate membership for just cause.

ARTICLE IV – MEETINGS

Section IV-1. Annual Meeting. The annual meeting of the Corporation shall be held in January for the purpose of installing officers, appointing committees and conducting such other business as may properly come before the Board. The President will determine the place, date and time of the meeting. The Secretary shall post notice of the meeting on the S.A.V. bulletin board at least ten (10) days prior to the meeting. This notice shall include the agenda for the meeting.

Section IV-2. Regular Meetings. Regular meetings of the Board of Directors shall be held on the fourth Tuesday of each month at a place and time determined by the Board and shall be considered meetings of the Corporation. Regular Meetings will not be scheduled in July or August.

Section IV-3. Special Meetings. Special Meetings of the Board of Directors shall be considered to be meetings of the Corporation and may be held at any time at the request of the S.A.V. President, the District Commander, the S.A.V. Commander, or any three (3) Directors of the Corporation. Three (3) days notice of a Special Meeting shall be given to the Directors. This shall be done by written note, by mail, by personal delivery, by telephone or by direct conversation. The call of any Special Meeting shall stipulate the business to be considered and no other

business shall be conducted at such a special meeting.

Section IV-4. Quorum. A majority of the Directors shall constitute a quorum.

ARTICLE V – BOARD OF DIRECTORS

Section V-1. Board Composition.

A. The Board of Directors shall govern the affairs of the Corporation and shall consist of twelve (12) Directors, as follows:

1. Six (6) Members of the S.A.V.
2. The President
3. The Vice President
4. The S.A.V. Commander, as a designated member.
5. The two S.A.V. Deputy Commanders as designated members.
6. The Commander of the Pima County Sheriff's Department, Green Valley District, as a designated member.

B. Non-voting Member. There shall be one non-voting resident of the Green Valley District who is not a member of the S.A.V. and who has been accredited by the Green Valley Community Coordinating Council in accordance with its rules, to advise the Board of Directors regarding concerns of the Green Valley residents.

C. Proxy. The Commander of the Pima County Sheriff's Department, Green Valley District, may appoint a proxy. There shall be no other proxies.

D. Assumption of Duties. Elected Directors and Officers shall assume their duties at the Annual Meeting in January.

Section V-2. Board Vacancy. A vacancy in a Board position shall be filled within thirty (30) days in accordance with Article XI.

Section V-3. Nominations. The President, Vice President, and the Six

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(6) Board members from the S.A.V. membership shall be nominated and elected in accordance with Article XI.

Section V-4. Board Powers. The Board of Directors shall exercise all powers vested in the Corporation by the Articles of Incorporation and these Bylaws. It may delegate some of these powers to its Officers or Committees, as provided in Articles VI and VII of these Bylaws.

Section V-5. Member Duties. The duties and responsibilities of a member of the Board of Directors include but are not limited to the following:

A. Each Director shall attend at least 80% of the regularly scheduled meetings of the Corporation during a calendar year.

B. Each Director shall submit agenda items to the President for the Board of Directors meetings, approximately two weeks prior to meetings, for inclusion on the agenda.

C. Each Director shall be available to the S.A.V members between Board meetings to review possible agenda items and to address problems related to the business of the Corporation.

Section V-6. Performance of Board Members. If the performance of a Board member is suspected of being unacceptable by a majority of the Board, the Board shall form an ad hoc committee consisting of three (3) Board Members to investigate said performance. The results of the investigation and the committee recommendations shall be presented to the Board of Directors via a written report. Based on the report, the Board shall, by majority vote, take such action as deemed in the best interests of the Corporation. All aspects of this section, including meetings, conversations, and written matter, shall be conducted in private. Written material shall be retained in corporate files to be released only by the President or by permission of a majority of the Board.

ARTICLE VI –OFFICERS

Section VI-1. General. There shall be a President and Vice President, elected by the S.A.V. membership in accordance with Section XII-3. Neither the Commander of the Pima County Sheriff's Department Green Valley District, nor the S.A.V. Commander, nor any Deputy Commander may serve as an Officer of the Corporation.

Section VI-2. President. The President shall be the Chief Executive Officer of the Corporation and shall report to the Board of Directors. The President shall look to the Commander of the Green Valley District Office of the PCSD, or his designee, for overall leadership in carrying out the mission, objectives and programs of the Corporation. The President shall have a minimum of three (3) years of service in S.A.V. at the time of assuming office. The duties and responsibilities of the President include, but are not limited to, the following:

A. The President is responsible for development and oversight of the Policies for the Corporation. Those Policies shall be submitted to the Board of Directors for approval.

B. The President, supported by the Vice President and Treasurer, is responsible for implementing the business policies as defined in the Policy Manual.

C. The President shall appoint the Treasurer, Secretary and the Chairpersons of the Standing Committees as designated by these Bylaws.

D. The President shall be the official spokesperson for the Corporation.

E. The President shall have authority to implement and sign such papers on behalf of the Corporation as may be required by actions of the Board of Directors.

F. The President shall preside over all meetings of the Board of Directors. The President may delegate this responsibility to the Vice President.

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G. The President is automatically an ex-officio member of all Standing Committees, except the Nominating and Elections Committee, and of all temporary committees as may be established by the Board of Directors.

Section VI-3. Vice President. The Vice President shall serve as the principal deputy to the President and shall serve in the place of the President when the President is not available or is unable to serve. The Vice President shall have a minimum of three (3) years of service in S.A.V. at the time of assuming office. The duties and responsibilities of the Vice President include, but are not limited to, the following:

A. The Vice President shall be the Chief Financial Officer of the Corporation and shall be supported by the Treasurer.

B. The Vice President shall serve as Chairperson of the Finance and Fund Raising Committees described in Article VII.

C. The Vice President shall assist the President in carrying out the activities of the President's Office as requested by the President.

Section VI-4. Treasurer. The President shall appoint the Treasurer. The Treasurer is not a member of the Board of Directors, but serves in an advisory capacity to the Board. The duties and responsibilities of the Treasurer include, but are not limited to, the following:

A. The Treasurer shall be in charge of all financial records of the Corporation.

B. The Treasurer shall make payments as authorized by the Board. Payments and checks shall require two (2) signatures. The President, Vice President, Treasurer and one member of the Board of Directors, designated by the President, are authorized signers. All authorized signers are to appear on the bank signature card.

C. The Treasurer shall submit a financial statement of accounts at each monthly meeting of the Board comparing actual expenditures to approved budgeted accounts.

D. The Treasurer shall prepare the books and accounts of the Corporation for audit and for presentation to the Board at the Annual Meeting.

E. The Treasurer shall be a member of the Finance Committee.

F. The Treasurer shall manage the accounts of the insurance of the Corporation in accordance with recognized accounting procedures.

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G. The Treasurer may appoint an Assistant Treasurer to assist in the duties of the Treasurer.

Section VI-5. Secretary. The President shall appoint the Secretary to the Corporation. The Secretary is not a member of the Board of Directors. The duties and responsibilities of the Secretary include, but are not limited to, the following:

A. The Secretary shall keep the official minutes of all meetings of the Board of Directors. A draft of the minutes is to be made available to all interested parties within five (5) working days after the meetings.

B. The Secretary shall maintain official files including those of the President, Vice President and Board of Directors.

C. The Secretary shall prepare and submit correspondence for the President, Vice President and the Board of Directors.

D. The Secretary shall provide notice, as required in Section IV-1, of the time, date and place of the Annual Meeting and the agenda.

E. The Secretary may appoint an Assistant Secretary to assist in the duties of the Secretary.

F. The Secretary shall perform other duties as assigned.

ARTICLE VII COMMITTEES

Section VII-1. General. The Board of Directors shall act, in part, through standing committees and such other committees as may be authorized by the Board. All committee members shall serve during the incumbency of the current President.

Section VII-2. Finance Committee. There shall be a Finance Committee chaired by the Vice President and composed of the Treasurer, Assistant Treasurer, and no more than four (4) representatives of the S.A.V. selected by the chairperson. The Finance Committee shall prepare the Annual Budget for the Corporation based on:

A. The estimated requirements of the Board of Directors prepared

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by the Finance Committee.

B. The Annual Budget developed by the S.A.V. Commander.

Section VII-3. Auditing Committee. There shall be an Auditing Committee composed of a chairperson, appointed by the President, and no more than four representatives of the S.A.V., selected by the chairperson. The Auditing Committee shall report to the Board of Directors. The responsibilities of the Auditing Committee shall include, but not be limited to:

A. Oversight of the S.A.V. internal accounting control structure. This shall include conducting periodic, random examination of financial documents supporting disbursements, such as vendor invoices, payment approvals, checks issued and verification of check signatures.

B. Conducting an annual internal audit.

C. Working each year with the Certified Public Accountant firm, selected by the Board of Directors, to review the financial records of the Corporation.

D. Discussing the scope of the independent audit with the selected Certified Public Accounting firm.

E. Reviewing the Financial Report.

F. Consideration of the Management Letter items.

G. Performance or review of special investigations.

Section VII-4. Nominating and Elections Committee. There shall be a Nominating and Elections Committee composed of a chairperson and no more than four (4) representatives of the S.A.V. The President shall select the chairperson. The chairperson shall select the representatives. Sitting officers and Members of the Board shall not be members of the Nominations and Elections Committee. The Committee shall prepare slates of candidates and conduct elections in accordance with Article XI.

Section VII-5. Fund Raising Committee. There shall be a Fund Raising Committee, whose chairperson shall be the Vice President. The chairperson may appoint a Fund Raising Director who will select not more than three (3) additional members. The committee shall:

A. Plan and organize a fund-raising campaign to secure funds recommended by the Finance Committee, adhering to all appropriate rules and regulations of the Internal Revenue Code.

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- B. Conduct the campaign.
- C. Deposit all funds received by the S.A.V. in a financial institution approved by the Board of Directors.

Section VII-6. Bylaws and Articles of Incorporation Committee. There shall be Bylaws and Articles of Incorporation Committee composed of a chairperson and no more than five (5) representatives of the S.A.V. The President shall appoint the chairperson. The chairperson shall select the representatives. The duties and responsibilities of the Committee shall include, but not be limited to, the following:

- A. Study of the existing Bylaws and Articles of Incorporation on a continuing basis and making recommendations to the Board for changes and/or amendments.
- B. Review of current policies for compliance with the Bylaws and Articles of Incorporation and reporting inconsistencies to the Board for action.
- C. Making recommendations to the Board for any new or revised policies that better serve to carry out the intent of the Bylaws and Articles of Incorporation.

ARTICLE VIII – FISCAL YEAR

The Fiscal Year shall correspond to the Calendar Year.

ARTICLE IX – AMENDMENTS

Section IX-1. These Bylaws may be amended by a majority affirmative vote of the members voting provided that the total number of votes cast equals or exceeds fifty percent (50%) of the membership. Proposed amendments must be submitted to the Secretary more than thirty (30)

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days before the Annual or Special meeting and must be endorsed by and contain the signatures of at least ten percent (10%) of the members or the signature of two-thirds (2/3) of the Board of Directors. Amendments to the Bylaws must be consistent with the Articles of Incorporation.

Section IX-2. Amendment Restrictions. These Bylaws shall not be amended in such a manner as to be in conflict with the Articles of Incorporation, applicable sections of the Internal Revenue Code or any PCSD Rules and Regulations.

ARTICLE X – RULES OF PROCEDURE

The rules contained in Robert's Rules of Order, Newly Revised, shall govern Corporation meetings.

ARTICLE XI – ELECTIONS

Section XI-1. General. Election of the President, Vice President, and members of the Board of Directors shall be conducted in November in accordance with procedures established by the Nominating and Elections Committee and approved by the Board of Directors. Slates of candidates for the President, Vice President, and Board Members shall be prepared by the Nominating and Elections Committee in accordance with this article and presented to the Board of Directors at the October meeting.

Section XI-2. Election of the Board of Directors. The S.A.V. members shall elect six (6) members from the S.A.V. membership to serve on the Board of Directors. The Directors shall serve staggered terms of two (2) years. The ballot shall show at least one (1) candidate for each position.

Section XI-3. Election of President and Vice President. The President and Vice President shall be elected by the S.A.V. membership. The ballot shall show at least one (1) candidate for each position as provided by the Nominating and Elections Committee. The President and Vice President shall be elected for a two (2) year term of office.

Section XI-4. Vacancies on the Board. The Board shall retain results of elections for use in determining appointments to fill vacancies on the Board. An office vacated prior to the expiration of the normal term will be filled by the person, if still eligible, who received the next highest number of votes as shown in the previous election results. If there is a tie vote, the selection shall be made by a majority vote of the Board of Directors.

ARTICLE XII — CONFLICT OF INTEREST

Section XII-1. General. S.A.V. officers, members of the Board of Directors, the fund raising chairperson, the S.A.V. Commander, Deputy Commanders, Division Directors and managers shall avoid any conflict between their own respective individual, professional, family or business interests and the interests of the S.A.V. in any and all actions taken by them on behalf of the S.A.V. in their respective capacities.

Section XII-2. Definition. A conflict of interest is any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the S.A.V., including but not limited to transactions involving:

- A. The sale, purchase, lease or rental of any property or other asset.
- B. Employment or rendition of services, personal or otherwise.
- C. The award of any contract or subcontract.

(END)