AMENDED AND RESTATED BYLAWS

DESERT ADVENTURES, INC.

# ARTICLE I NAME, LEGAL RIGHTS AND RESPONSIBILITIES

## SECTION 1

### INCORPORATION:

Desert Adventures, Inc. (aka:  DA, Desert Adventures, hereafter known as DA in this document) is a legally recognized nonprofit corporation of the State of Arizona.  This was made effective on April 11, 1990.

1. Arizona Incorporation #2227801.
2. DA is required to file an annual report with the Arizona Corporation Commission by April 11th of each year.
3. The appointment of a Statutory Agent is required by the Arizona Corporation Commission (ACC).  The Officers can appoint a Statutory Agent whenever they deem it necessary.   The agent, whose name is on record with the ACC, is appointed by the Officers and receives any legal documents served on
4. -Desert Adventures Inc.  There is no limit on the number of years they can serve. The Statutory Agent can resign the position; however, they must do so in writing to the Officers.

### INTERNAL REVENUE REQUIREMENTS:

DA is a corporation exempt from Federal Income Tax under Section 501-A as described in 501(c)(7) of the Internal Revenue Code of 1986.  Payments or contributions to DA are not tax deductible under this section.

1. DA is required to file a Federal Tax Return Form.

### NAME & LOGO COPYRIGHT:

Desert Adventures has filed the following names with the Arizona Secretary of State for copyright and trademark protection:

1. The name DESERT ADVENTURES, INC. is renewable every 10 years.
2. The logo, which is known as Father Sky-Yei, is a Native American symbol for health and happiness. This is renewable every 15 years.
3. DA must file renewal of the name and logo with the Secretary of State in order to continue protection of the name and logo.
4. Use of the name and/or logo is strictly prohibited without the written consent of the Officers of DA.

D. FISCAL YEAR:

The fiscal year of the corporation shall follow the calendar year (January 1 - December 31).

# ARTICLE II PURPOSE AND OBJECTIVES

## SECTION 1

1. DA has a goal to protect the beauty of the environment.
2. DA provides indoor and outdoor activities for adults. The activities include wilderness experiences and leadership opportunities for its members who are interested in a network for sharing positive social experiences and healthy recreational activities.
3. DA will not discriminate on the basis of race, color, creed, gender, national origin, persons with disabilities, or sexual orientation.

# ARTICLE Ill MEMBERSHIP

## SECTION 1

### MEMBER IN GOOD STANDING:

Any person, who is at least twenty-one (21) years of age, may be a member in good standing providing they have signed the annual membership application and waiver, and paid their annual membership dues.  A member is expected to follow the rules and regulations.

### MEMBER BENEFITS:

Entitles members to:

1. Participate in DA activities at a special rate.
2. Vote at election of officers.
3. Run for elected office providing they have been a member in good standing for one year.
4. Be appointed to club committees and positions.
5. Attend members' parties when scheduled at no cost.
6. Receive information relative to DA events on the DA Website and by email.
7. Attend Core Group meetings.   All members shall have the right to be involved in any activities and the decision making process of the organization through its participation in the Core Group meetings, which will be held monthly.  Such involvement is highly recommended and encouraged.
8. Bring a non-member to a DA event as a guest. The non-member must register for the event and pay the non-member fee.

### RENEWING MEMBERSHIP:

Membership will be renewable annually on the member’s anniversary date.

### AMENDING AND REVIEWING BYLAWS:

Any member can review the Bylaws by making a request of the Vice President.  The membership shall be the only body authorized to approve and/or otherwise amend these Bylaws.   A copy of the Bylaws shall be on the DA Web Page.

### MEMBERSHIP DUES:

Membership dues are $25.00 a year for all members. Any change in the dues structure will require an amendment to these Bylaws.

### ELECT OFFICERS:

Only members can elect and/or remove the officers.

### MEMBERSHIP MEETINGS:

Members are encouraged to attend all membership meetings, which are held under the direction of the Core Committee.

### REMOVAL OF A MEMBER:

A member may be removed for cause by the unanimous vote of the Officers. Behavior such as but not limited to: disorderly conduct, physical violence, verbal abuse, lack of courtesy toward other members, poor judgment in the use of weapons, and not following restrictions and regulations are considered cause for removal.

### RESTRICTIONS FOR NON-MEMBER ATTENDANCE:

No person under the age of 21 shall be permitted to attend a DA sponsored activity or event, which is scheduled for the members, unless the activity or event is exempted from this restriction by the Core Group.  An exemption for an activity or event, in order to include under the age of 21, shall be granted only if all of the following conditions apply:

1. Community attendance is directly involved, and
2. The consumption of alcohol is not involved, and
3. Liabilities are contractually assumed by a third party.

According to the Law in Arizona, a minor is defined as any person under the age of 18. Also, the legal age for consumption of alcohol is 21. This restriction is taken to insure the tranquility of DA sponsored activities, for the protection and safety of members and for the preservation of the high ideals and standards of Desert Adventures, Inc.

### REMOVAL OF A PARTICIPANT FROM AN EVENT:

A participant may be removed from an event by either the trip leader or an Officer. Behavior such as but not limited to: disorderly conduct, physical violence, verbal abuse, lack of courtesy toward other members, poor judgment in the use of weapons, and not following restrictions and regulations are considered cause for removal.

# ARTICLE IV GOVERNMENT, ORGANIZATION AND OFFICERS

## SECTION 1

### MEMBERSHIP. CORE GROUP AND OFFICERS:

The organization of DA comprises three levels:

1. The Membership.
2. The Core Group; consisting of the Officers and Chairpersons/Members of various committees, and members interested in attending.
3. The Officers; consisting of President, Vice President, Secretary and Treasurer.

## SECTION 2

### ELECTED OFFICERS:

All Officers of the organization shall be elected by members.   No Officer can be a member of the Nominations and Elections Committee.   All Officers must have been an active member for at least one year immediately prior to their nomination and election; however, such requirement may be waived in writing by a majority of the officers.

#### President:

The President shall preside over all meetings and functions of DA including serving as chairperson of the Core Group.  The President will serve as an ex-officio member of all standing committees except where restricted.

#### Vice President:

The Vice President shall be responsible for all presidential duties unable to be performed by the President and for working with the President in a cooperative manner as to improve the goals of the organization.   In addition, the Vice President shall be responsible for perusing the Incorporation Articles and the Bylaws to make sure the corporation is operating under its Articles and Bylaws at all times and to make sure that all Articles and Bylaws are current.  If any changes are to be made in the Bylaws, the Officers or any member may propose amendments to the Vice President.

#### Secretary:

The Secretary shall maintain the official minutes of all meetings, executive meetings, meetings of the Core Group and any other special meetings called by the President.  The Secretary shall be responsible for all official correspondence of the organization.   The Secretary shall be responsible to see that all historical records, documents, forms, memorabilia, etc belonging to DA are safe and secure. The Secretary is responsible for filing all documents with the Arizona Corporation Commission.

#### Treasurer:

The Treasurer shall be responsible for all of the financial affairs and records of the organization as enumerated in Article V - Finance of these Bylaws.  The Treasurer is responsible for filing all documents with the Internal Revenue Service in a timely manner on the deadlines specified by each of these government entities.  Failure to file the proper papers with the Internal Revenue Service will result in substantial fines payable to that government entity.

### REMOVAL OF AN OFFICER:

Any Officer may be removed for failure or inability to perform his /her duties which are specified in these Bylaws.  If a member chooses to take this action, care must be taken to avoid any malicious, scandalous or unfounded allegations.  The total cost of the removal process will be the responsibility of the member making the allegations.  The process for removal shall be the following:

Step 1.  A member(s) seeking the removal of an Officer(s) must personally present a letter to the Core Group stating their intentions and explaining why they seek removal of the Officer(s).

Step 2.  The member(s) seeking removal of the Officer(s) then must have a petition signed by one-third of the up-to-date paid membership. The signed petitions must be completed within 60 days of presentation of the letter to the Core Group.

Step 3.  The petitions will be presented to the Core Group. The names of the signers will be checked against the membership list for accuracy by the Standing Nominations and Elections Committee.

Step 4.  If the signatures are found to be valid, a special recall election will be held. The Standing Nominations and Elections Committee will be responsible for preparation and counting of the ballots. The Membership Chairperson will verify the membership of a voting member.

Step 5.  Members will be asked to vote for or against removal of the officer.  The ballot will include a short statement identifying the reasons why the Officer should be removed; and the Officer will have an equal amount of space to answer the charges.  A two-thirds vote for removal by the members voting will remove an Officer.

Step 6.  If the Officer is removed, a special election will be held within 30 days to replace that Officer.

Step 7.  Election procedures for replacing the removed officer shall follow the time frames and intent of Section 5 - Election Procedures of these Bylaws.

### REPLACING AN OFFICER:

Should an Officer resign, become inactive, or die, the Officer shall be replaced by a majority vote of the remaining Officers to serve the unexpired term of the officer.

## SECTION 3

### APPOINTED COMMITTEE CHAIRPERSONS:

Only members in good standing can be appointed to the following positions.  All committee chairpersons are appointed by and responsible to the Officers. Officers may remove a chairperson for cause by a unanimous vote.

#### Membership Chairperson:

* 1. This person shall be responsible for developing and maintaining and initiating membership drives, updating membership lists, and insuring the protection of that list. No DA membership list, or any information contained therein, can be sold, given, or divulged to any individual, including members, or any other organization.

#### Activities Chairperson:

* 1. This person shall be responsible for developing and maintaining a schedule of activities for the membership. They shall ensure that trip leaders are members of DA, properly appointed and apprised of their responsibilities. The chairperson will oversee the trip fees charged for DA activities. To preserve the confidentiality of members, all sign-up and trip sheets are to be collected by the Activities Chairperson or trip leaders and delivered to the Treasurer.

#### Website Editor:

* 1. The Editor shall be responsible for updating and maintaining the DA Website.  Persons interested in DA may register on the DA Website to, among other things, receive emails**.**

1. Audit Committee Chairperson:
   1. A committee consisting of at least three (3) people (including the Chair) shall be responsible for auditing the Treasurer's books once a year. The audited resultswill be presented to the Membership on the DA Website and in an email.  The Treasurer shall assist this committee in a supporting accommodating capacity.

#### Nominations and Elections Committee Chairperson:

* 1. A committee of at least three (3) people (including the Chair) shall be responsible for presenting a slate of Officers each year to the membership and overseeing the annual election.
  2. Nominations:  This committee will seek eligible people to run for office. The slate will be posted on the DA Website in January of each year.
  3. Elections:  For the annual election in February, this committee shall be responsible for posting the ballots on the DA Website no later thanJanuary 15th of each year; they shall also be responsible for verifying the electronic ballots and announcing results on the DA Website in March of each year.  Notification of the election of Officers will be posted and provided in an email in March of each year.

#### Management and Budget Committee Chairperson:

* 1. Committee consisting of members who have accounting and business experience will be asked to serve on this committee. This committee will assist the Officers in the managing and budgeting of the corporation's finances.

1. Community Relations Committee Chairperson:

This committee will act as liaison with the external community.

#### Archives Chairperson:

This person will report to the Vice President concerning items of the inventory and record control.

#### Bookkeeper:

Shall be responsible for maintaining the initial financial records of DA and profit and loss statement along with working with the Treasurer to produce financial statements in a timely manner.

## SECTION 4

### CORE GROUP

1. The Core Group shall be comprised of the elected Officers, appointed Committee Chairpersons/Members, and any member in good standing who wishes to attend the monthly Core Group meetings. The President shall preside at these meetings. The President shall have the authority to call a special Core Group meeting for the purpose of acting on any significant matter affecting the organization.
2. The Core Group shall be the forum for discussing and moving upon all matters to come before the corporation. The purpose of this group is to provide maximum input from the membership for the discussion and/or implementation of all matters directly and/or indirectly affecting the organization. Only elected Officers shall have the right to vote, move, second, or otherwise act upon any such matters to come before this group.
3. In the event of a tie vote of the elected Officers, the matter will be voted upon by the attending non-elected core group members. The majority vote of such core group will determine the outcome of the vote. The Core Group may choose to defer the issue and the tie breaking vote to the membership.

## SECTION 5

### ELECTION PROCEDURE:

All Officers shall be elected for a term of one year by a majority (one more than half of the votes received). There will be no limit on the number of terms of office. The following procedures shall be in effect to elect an Officer of DA:

1. Nominations for an elected position in DA shall be accepted only during the month of January. Nomination and Election rights shall be extended to all such members who are in good standing. Nominees must accept or decline the nomination before the nominations are closed.
2. The Nominations and Elections Chairperson of DA shall insure that a "Notification of Open Nominations" and a "Notification of Elections" is posted on the DA Website and provided in an email.
3. On January 31st of each year, the Nominations-Election Committee shall post to the DA Website the official ballot. The results for election of the Officers must be received by the Election Committee via the DA Website by the last day of February each year.
4. The elections shall conclude on the last day of February of each year. A majority of the ballots received through the DA Website will elect an Officer. The Nominations and Election Committee shall verify the votes, certify the election process, and announce the results of the election on the DA Website and in an email in March of each year.
5. The newly elected Officers shall take office effective the 1st day of April of each year. The outgoing Officers shall assist the newly elected Officers in the proper transition of responsibilities during the interim.

# ARTICLE V FINANCES

## SECTION 1

### GENERAL PROVISIONS:

1. The income of DA shall be derived from membership dues, trip fees, sales of memorabilia, fundraising activities, and donations.
2. All expenses shall be paid by DA check to the extent practicable and shall require the signature of at least two elected Officers of DA or by the President/Treasurer utilizing the Corporate Debit Card. There shall at no time exist a formal or informal petty cash account.
3. Any purchase of equipment, supplies, or services (except trip or activity related) costing up to and including $50.00 may be made with the approval and consent of any one Officer and the Treasurer. All purchases exceeding $50.00 shall require the approval of a majority of the elected Officers with the advice of the Core Group.
4. Under no circumstance shall any member be compensated for work performed as required by or incidental to their office or scope of responsibility.
5. Outside paid professional services may be retained by DA if required and specifically approved by the Core Group. No DA Officer (elected or appointed) may be retained as an outside paid professional service for any purpose regardless of need or services required by DA. The avoidance of the existence or appearance of a potential conflict of interest shall be maintained at all times and shall not be abridged by the Core Group or General Membership of DA.

## SECTION 2

### FINANCIAL RECORD KEEPING:

1. All monies collected and/or disbursed by DA shall be recorded by and under the direct control of the Treasurer. An accounting of all income and expenses, assets and liabilities shall be presented to the Core Group each month by the Bookkeeper and certified by the Treasurer. A summary of this financial information shall be published on the DA Website.
2. The Treasurer and Bookkeeper shall create and maintain proper accounting records and accounts for all income, expense, asset and liability items of the Corporation in order to meet the accounting and recording standards required by the various governmental agencies to which DA is responsible. The General Ledger accounts and subsidiary records shall be maintained on a partial accrual basis designed to meet these requirements.
3. The Treasurer, with the Management and Budget Committee, shall ensure that the DA financial statements are maintained in proper order and that it is in conformity with Generally Accepted Accounting Principles.

## SECTION 3

### AUDIT:

1. The Audit Committee shall conduct a review and audit of the books and records of the Corporation to insure the accuracy, propriety, timeliness of reporting, and conformity with DA and governmental accounting requirements. The audit shall include, but may not be limited to, the financial, membership and official minutes and records of the Corporation.
2. The Audit shall be conducted annually as of the close of business December 31st, and shall encompass the activity of the previous twelve (12) months or to the date of the last audit, whichever is greater. The audit shall be commenced as soon as practicable subsequent to December 31st and completed no later than May 31st.
3. A report of the findings of the audit shall be presented to the Membership on the DA Website as soon as practicalafter the audit has been completed.

# ARTICLE VI RESERVATIONS OF POWERS AND AUTHORITIES

## SECTION 1

1. All powers, policies and/or authorities not delegated by or vested in these Bylaws are reserved to the Officers of DA with advice from the membership.
2. Only duly elected Officers of DA may represent DA legally and financially, and shall be the sole spokespersons for DA.

# ARTICLE VII ADOPTION AND AMENDMENTS

## SECTION 1

### ADOPTION:

These Bylaws shall be considered adopted by the majority approval of the membership who have voted on the DA Website. A general membership meeting will be held for which notification of by-law changes has been given and called specifically for this purpose.

### AMENDMENTS:

These Bylaws may be amended and/or repealed either in whole or in part at any duly convened General Membership Meeting called specifically for that purpose**.** The following procedures are required to effect all such amendments, deletions or repeals:

1. Any member in good standing may propose an amendment to the Bylaws. All proposed amendments must be presented in writing to the Vice President, offered to the Core Group for discussion, and voted on by the Officers. If approved by the Officers, the proposed amendment must go before the membership and be approved before any change may take effect. If the proposal is not approved, the member presenting the proposal will be given an explanation.
2. All members in good standing must be given at least 30 days advance notice of the intent to effect such a change. The posting of the notice on the DA Website shall be the sole determining factor in calculating the 30 day notice requirement. Membership shall be sent an email notifying them of said posting on the DA Website.
3. Such notices shall contain a copy of the verbatim Article and/or Section to be amended/repealed; a copy of the proposed amendment/deletion; a discussion of the purpose/reason for considering the amendment including arguments both pro and con therefore; a copy of this Article espousing the requirements for such amendments; and the time and place for the General Membership Meeting for discussion and action taken concerning the proposal.
4. Adoption/amendments or repeals shall occur by majority vote of those members voting on the DA Website.

If a procedural dispute occurs and the Bylaws are silent, Robert's Rules of Order will serve as a reference to resolve the issue.

(end)

Approved \_04\_/ 07\_/2024 by the Membership