

**Bylaws of Pioneers' Cemetery Association, Inc.**  
Adopted November 2020

**Article I - Name and Incorporation**

The organization shall be known as Pioneers' Cemetery Association, Inc. (PCA) and is incorporated under the laws of the State of Arizona for the transaction of lawful business as a nonprofit educational society. This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**Article II – Purpose**

The Mission of the Pioneers' Cemetery Association, Inc. is to conserve and protect the historic physical remains, grave markers, artifacts, and buildings of Pioneer & Military Memorial Park and provide a safe, accessible community resource for present and future generations; to acknowledge, celebrate, and promote Arizona's Pioneer History, represented by those interred in Arizona historic cemeteries, through research, education, conservation, preservation, and community engagement.

**Article III – Membership**

- Section 1. Membership shall be open to all individuals, families or organizations interested in supporting the activities of the Pioneers' Cemetery Association, Inc., and willing to participate in achieving the Purpose of the corporation.
- Section 2. A member pays annual dues, supports and participates in the activities of the Association.
- Section 3. Where eligible for voting, each member shall be entitled to one vote and equal benefits.
- Section 4. Membership categories:
- a) Individual: one adult member of a household at one address,
  - b) Family: one family unit, typically one or two adults with minor children, living at one address,
  - c) Organization: a business, corporation, institution, church, service club, or charity, with multiple members or employees. Each Individual, Family and Organization is considered one member for voting and benefits.
- Section 5. A quorum of the membership is a simple majority of those present at the meeting.

## **Article IV - Dues and Finance**

- Section 1. The Board of Directors shall determine the dues and annual contributions for each category of membership. The membership year shall run from January 1 through December 31.
- Section 2. The fiscal year shall run from January 1 through December 31.
- Section 3. The books and accounts of the Pioneers' Cemetery Association, Inc. shall be kept in accordance with generally accepted accounting practices and the laws of the State of Arizona.

## **Article V – Board of Directors**

- Section 1. The Board of Directors shall consist of the Officers and at least three elected directors-at-large.
- Section 2. The Board of Directors shall manage the affairs of the corporation, except as limited by law, the Articles of Incorporation, and these Bylaws. The responsibilities of the Board shall include but are not limited to:
- a) furthering the Purpose of the Association,
  - b) oversight of the Officers, treasury and committees,
  - c) approval and conduct of official PCA business,
  - d) coordinating with City of Phoenix, Parks and Recreation and other agencies as required, and
  - e) actions outlined in these Bylaws.
- Section 3. The Board of Directors shall meet at least annually to conduct necessary PCA business and elect officers biennially.
- Section 4. Special meetings of the Board may be called by the President or by two members of the Board of Directors. All board members shall be given at least five days notice of special meetings, by applicable means, except in emergency where 24 hour notice shall be given.
- Section 5. Quorum: A majority (more than half) of the members of the Board of Directors may transact business with appropriate notice given.
- Section 6. With the approval of the Board of Directors, the President shall appoint a member to fill the unexpired term of any vacant office on the Board of Directors other than the office of President.
- Section 7. There shall be no proxy voting.

- Section 8. Term of Office: Board members will serve for two years beginning January 1<sup>st</sup> of the year following election or until their successors are elected.
- Section 9. Resignation: A Board member may resign at any time by notifying the Board of Directors. The resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- Section 10. Removal: A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a two-thirds vote of the remaining directors.

## **Article VI - Board Officers**

- Section 1. The Officers of the Pioneers' Cemetery Association, Inc. shall consist of President, Vice President, Secretary, Treasurer and Historian.
- Section 2. The Officers shall be elected biennially at the annual meeting by a majority vote of the new Board of Directors, when a quorum of that Board is present. If a quorum of the new Board is not present, the Officer election will take place at the next Board meeting when a quorum is present. The President shall be a member of PCA in good standing for the last two years.
- Section 3. The powers and duties of the officers:
- A. The **President** shall be the executive officer of the Pioneers' Cemetery Association, Inc., preside at all membership and Board of Director meetings, appoint committee chairs, and be an ex-officio member of all committees except the Nominating Committee. The President may perform such other duties applicable to the office as are prescribed by Robert's Rules of Order, Newly Revised.
  - B. The **Vice President** shall assist the President, perform the duties of the President when that member is absent, and succeed to the office of President in the event it becomes vacant. The Vice President may perform such other duties applicable to the office as are prescribed by Robert's Rules of Order, Newly Revised.
  - C. The **Secretary** shall keep the Minutes of the Pioneers' Cemetery Association, Inc., Board of Directors and all official meetings, distribute said Minutes to members within one month, answer correspondence sent to the Association, maintain correspondence files, be custodian of all records not expressly assigned to others, other duties as are prescribed by Robert's Rules of Order, Newly Revised, and act as Parliamentarian.
  - D. The **Treasurer** shall be the custodian of all Pioneers' Cemetery Association funds, pay all bills authorized by the budget and the Board of Directors, make

a monthly report to the Board, present a proposed budget to the Board of Directors before the beginning of the next fiscal year, prepare required financial reports, file appropriate IRS forms at the appropriate time, and prepare a financial statement at the end of each fiscal year. The Treasurer shall serve as the chair of the Budget Committee. The Treasurer may perform such other duties applicable to the office as are prescribed by Robert's Rules of Order, Newly Revised.

- E. The **Historian** shall prepare an account of the Association's activities during this person's term of office, which will become a permanent part of the Association's official history.

## **Article VII – Nominations and Elections**

- Section 1. The Nominating Committee shall consist of three members, to be appointed by the President with the approval of the Board of Directors.
- Section 2. The Nominating committee shall propose candidates members to be filled by ballot at the Annual Meeting. Candidates shall be PCA members in good standing. The slate of Board members shall be announced no later than the October board meeting. Nominations from the floor shall also be permitted. A candidate running from the floor shall send written notice to the Nominating Committee of intent to run for a Board position not later than October 15. Immediately upon receipt of written notice of intent, the Nominating Committee shall verify that the candidate running from the floor is a member of the PCA in good standing. After verification, the Nominating Committee shall immediately notify all candidates for a contested election of the identity of all candidates seeking that office. No one shall be nominated without that person's consent.
- Section 3. Voting for Board of Directors: Elections shall be biennially at the annual meeting in November, members in good standing are eligible to vote, either in person or present by virtual or electronic means and a simple majority elects the Board of Directors.
- Section 4. There shall be no proxy voting.

## **Article VIII – Meetings**

- Section 1. The Pioneers' Cemetery Association, Inc. shall hold the following types of meetings:
  - A. Board of Directors meetings shall be held monthly, except during the summer, at a time and place to be chosen by the Board. Notice shall be given to the Board via email and posted to the PCA website at least five days in advance of Board meetings. All PCA members are welcome to attend and comment.

B. The Annual Membership Meeting shall be held in November of each year, at a time and place chosen by the Board of Directors, to elect the Board of Directors biennially, to receive various reports, and transact any other necessary business. Notice shall be given to all members at least ten days in advance of the meeting.

C. Special meetings may be called either by the Board of Directors or by written request of ten percent of the voting members in good standing. The purpose of any special meeting shall be stated in the notice of the meeting, which shall be distributed to all members in good standing by US mail, fax, email or other means, at least five days before the meeting.

D. The Board of Directors or any committee designated by the Board to participate in meetings, may conduct such meetings by means of conference telephone or other communications equipment where all persons participating in the meeting can hear each other. E-mail is not an acceptable form of conducting a meeting.

Section 2. When a vote is necessary, approval of a motion is considered when a quorum, or simple majority, of the eligible voters present passes the motion, unless otherwise specified within these Bylaws.

#### **Article IX – Indemnification**

Every member of the Board of Directors, Officers, Committee members and/or agent(s) of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members, in connection with any threatened, pending, or completed action, suit or proceeding to which that individual may become involved by reason of being or having been a member of the Board, Officer, Committee or agent of the corporation. The indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation.

#### **Article X - Committees and Advisory Boards**

Section 1. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 2. The size, membership, duration, and responsibilities of such Boards and Committees shall be established by a majority vote of the Board of Directors. Advisory Board and Committee members shall be members of PCA in good standing.

Section 3. Committees shall:

- a) establish a purpose and/or goals approved by the Board,
- b) provide a monthly or quarterly progress report, or upon request, to the Board,

- and  
c) be disbanded when the purpose/goals are accomplished or at the discretion of the Board.

Section 4. The responsibility of the Advisory Board shall be to ensure PCA activities remain focused on achieving the Purpose of the PCA, as outlined in Article II, offering other guidance as necessary and participate in PCA committees and/or activities as needed.

a) Advisory Board members will serve two-year terms.

b) Advisory Board members will be non-voting and must be PCA members in good standing.

#### **Article XI - Preservation of Association Records**

When no longer required by the current officers and committees, the official records of the Association shall be deposited in one or more appropriate archival repositories.

#### **Article XII - Parliamentary Authority**

Robert's Rules of Order, Newly Revised, latest edition, shall be the parliamentary authority for all matters of procedure not specifically addressed by these Bylaws, the Articles of Incorporation, or special rules of procedure adopted by the Association.

#### **Article XIII – Amendments**

These Bylaws may be amended at any Annual Membership meeting by two-thirds vote of those members present and voting, provided that the proposed amendment(s) has (have) been presented in writing to the members at the previous meeting of the Association, or by appropriate notification at least ten days in advance of the meeting.

#### **Article XIV – Dissolution**

Although the period of duration of the Association is perpetual, if, for any reason, the Association is to be dissolved or otherwise terminated, no part of the property of the Association, City, other agencies or private property or any of the proceeds shall be distributed to or benefit any of the officers or members of the Association. Upon the dissolution of the Association the Board shall, after paying all debts and resolving any current liabilities, determine the disbursement of any and all remaining assets to another 501(c)(3) organization with a similar purpose as the Association.

Amended Nov. 11, 1995  
(Amendments approved at Annual Meeting 1/8/2000)  
Amended Nov. 14, 2004

Revised Nov. 18, 2007

(Revision approved at Annual meeting, 11/18/2007}

Revised Nov. 8, 2009

(Revision approved at Annual meeting, 11/8/2009)

Revised Nov. 6, 2014

(Revisions approved at Annual meeting, 11/6/2014)

Revised Nov. 1, 2014

(Revisions approved at Annual Membership meeting, 11/1/2018)

Revised Nov. 5, 2020

(Revisions approved at Annual Membership meeting, 11/5/2020)