

BYLAWS

OF

**NORTHEAST ARIZONA TRAINING CENTER, INC.,
an Arizona corporation**

ARTICLE I -- NAME, PURPOSE

Section 1.01: Name. The name of the corporation is Northeast Arizona Training Center, Inc. (NATC).

Section 1.02: Purpose. NATC is organized exclusively for charitable, scientific and educational purposes, more specifically, to provide quality certified education and training that is responsive to a broad range of public safety professionals and other interested parties.

ARTICLE II -- REPEAL OF BYLAWS

The Interim Bylaws adopted by the Board of directors on August 1, 2006 are hereby repealed and superseded in their entirety by these Bylaws.

ARTICLE III -- ORGANIZATION

Section 3.01: Key Stakeholders and Selection Authorities. The five Key Stakeholders and their respective Selection Authorities as indicated below shall jointly participate in the funding, staffing and continued operation of NATC to the satisfaction of the BOARD OF DIRECTORS. In the event that one of the Selection Authorities does not participate in the continued funding, staffing and operation of NATC, measures are hereby provided for the replacement, and/or elimination of said Selection Authority as indicated in Article IV below.

Key Stakeholders	Selection Authority
Education	Navajo County Community College District Governing Board
City Government	Town of Taylor, Town Council
County/State Government	Navajo County Board of Supervisors
Fire/Industrial Safety	Northeastern Arizona Fire Chiefs Association
Law Enforcement/DHS/DEM	Northern Arizona Police Association

Section 3.02: Joint Participation of Each Selection Authority. Each Selection Authority shall continue to provide services, personnel and funding to allow for the staffing and operation of NATC to the satisfaction of the BOARD OF DIRECTORS.

ARTICLE IV -- BOARD OF DIRECTORS

Section 4.01: Board Role and Size. The BOARD OF DIRECTORS shall consist of five (5) members, one member from each of the Key Stakeholders identified in Section 3.01 above. The member representing each Key Stakeholder shall be appointed by the Selection Authority for that Key Stakeholder as set forth in Section 4.02 below. The BOARD OF DIRECTORS is responsible for overall policy and strategic direction of the corporation.

Section 4.02: Membership and Term. Each member of the BOARD OF DIRECTORS shall be appointed by the Selection Authority of the respective Key Stakeholder as described in Section 3.01 above, and shall serve at the pleasure of the Selection Authority, unless and until that Selection Authority no longer participates in the continued provision of services, personnel and funding of NATC as indicated in Section 3.02 above. In the event that one of the Selection Authorities does not participate in the continued operation of NATC pursuant to Section 3.02 above, the BOARD OF DIRECTORS shall have power to replace, and or eliminate that Selection Authority from NATC and the BOARD OF DIRECTORS but only by a majority of the BOARD OF DIRECTORS.

Section 4.03: Powers. All corporate powers shall be exercised by or under the BOARD OF DIRECTORS and the business and affairs of the corporation shall be managed under the direction of the BOARD OF DIRECTORS which may exercise all such powers of the corporation and do all such lawful acts as necessary for the continued funding, staffing and operation of the corporation. The BOARD OF DIRECTORS shall establish policy, provide strategic direction and maintain financial approval for the program of work, as set forth in an Annual Operating Plan.

Section 4.04: Place of Meetings. The BOARD OF DIRECTORS of NATC may hold meetings, both regular and special in the state of Arizona. Such meetings shall normally occur at the Taylor Town Hall in Taylor, Arizona, unless designated otherwise by the BOARD OF DIRECTORS. Such meetings may also be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Each member of the BOARD OF DIRECTORS may also designate one person to be present at the meetings as a proxy with voting authority.

Section 4.05: Regular Meetings. Regular meetings of the BOARD OF DIRECTORS may be held with a minimum of twenty-four (24) hours notice to all directors, either personally, by mail, by facsimile, electronic mail, or by telephone. Such regular meetings shall be held at least annually, but may be held as frequently as once a month, generally on the first Thursday of each month.

Section 4.06: Special Meetings. Special meetings of the board may be called by the Chair or the Executive Director on twenty-four (24) hours notice to all directors, either personally, by mail, by facsimile, electronic mail, or by telephone.

Section 4.07: Quorum. A quorum of the BOARD OF DIRECTORS shall consist of a majority of the directors.

Section 4.08: Waiver of Notice. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for purposes of objecting to the holding of the meeting or to the transaction of any business at the meeting. Any director may waive notice of any regular or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

Section 4.09: Controversies. In the event that the BOARD OF DIRECTORS is made up of an even number of directors and in the event of a controversy arising pertaining to the affairs of the corporation, wherein the BOARD OF DIRECTORS may be evenly divided, it is agreed that if law so permits, such controversy or controversies shall be determined by a Board of Arbitration, which board shall be selected in the following manner: one side to said controversy shall select a disinterested person who shall be a person licensed to practice law in the State of Arizona to act as a member of the Board of Arbitration, and within two (2) days after the receipt in writing by the other side to said controversy of the name of the party so selected, the party so notified shall select a disinterested person who shall be a person licensed to practice law in the State of Arizona to act as a member of said Board of Arbitration, and within three (3) days after such latter selection, the two persons so chosen shall select a third member of the Board of Arbitration, who shall in like manner be a person licensed to practice law in the State of Arizona. A majority decision of the three parties so selected shall be binding upon the BOARD OF DIRECTORS of NATC. If the two parties first selected fail to agree upon a third member of the Board of Arbitration, then either side of said controversy may petition the Superior Court in the County of Navajo, State of Arizona, to appoint a third member to the Board of Arbitration.

ARTICLE V – OFFICERS, ADVISORY COUNCILS AND COMMITTEES

Section 5.01: The officers of the corporation shall be chosen by the BOARD OF DIRECTORS and shall be an Executive Director and a Secretary. The BOARD OF DIRECTORS also may choose a chairman of the board, one or more vice chairs, and one or more assistant secretaries. Any number of offices may be held by the same person, unless the articles of incorporation, these bylaws, or the laws of the State of Arizona then in effect provide otherwise.

Section 5.02: Appointment of Officers. The BOARD OF DIRECTORS at each annual meeting shall elect a chair and a secretary, each of whom shall serve at the pleasure of the BOARD OF DIRECTORS. The BOARD OF DIRECTORS at any time may appoint such other officers and agents as it shall deem necessary to hold office at the pleasure of the BOARD OF DIRECTORS and to exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 5.03: Term. The officer of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected by the BOARD OF DIRECTORS may be removed at any time by the BOARD OF DIRECTORS. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the BOARD OF DIRECTORS.

Section 5.04: Chair. The chairman of the BOARD OF DIRECTORS, if one shall have been appointed and be serving, shall preside at all meetings of the BOARD OF DIRECTORS and shall perform such other duties as from time to time may be assigned to him or her.

Section 5.05: Executive Director. The BOARD OF DIRECTORS may appoint an Executive Director to administer the day-to-day business of the corporation, or may appoint one of the Key Stakeholders to administer the day-to-day business of the corporation. The Executive Director or the appointed Key Stakeholder shall sign all deeds and conveyances, all contracts and agreements and all other instruments requiring execution on behalf of the corporation, and shall act as operating and directing head of the corporation, subject to policies established by the BOARD OF DIRECTORS. In case of the permanent absence or inability of the Executive Director or the appointed Key Stakeholder to act, the office of Executive Director may be declared vacant by the BOARD OF DIRECTORS and a successor Executive Director or Key Stakeholder shall be chosen by the board.

Section 5.06: Secretary. The secretary shall see that the minutes of all meetings of the BOARD OF DIRECTORS and of any standing councils or committees are kept. The secretary shall have charge of all books and records of the corporation and in general shall perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned to him or her.

Section 5.07: Advisory Council. An Advisory Council shall be appointed by the BOARD OF DIRECTORS to provide advice to the BOARD OF DIRECTORS on an as-needed basis in regard to general policy or specific programs or projects. Any Key Stakeholder and its respective Selection Authority or other person or entity having an interest in the business of the corporation may sponsor the nomination of an individual for appointment to the Advisory Council. Advisors may include, but are not limited to, education professionals, functional subject matter experts and financial managers.

Section 5.08: Other Councils and or Committees. The BOARD OF DIRECTORS may from time to time, appoint other councils and or committees as deemed necessary by the BOARD OF DIRECTORS.

ARTICLE VI – MEMBERS

The corporation shall not have members. As of the effective date of these Bylaws, the corporation has no members other than the Key Stakeholders and their respective Selection Authorities.

ARTICLE VII INDEMNITY

The Corporation shall indemnify any person against expenses, including without limitation, attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect. Any indemnification hereunder, other than mandatory or court ordered indemnification, shall be made by the corporation only as required by laws of the State of Arizona, as required by court order, or as authorized by the board of directors by a majority of the vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such quorum is not obtainable, as specifically permitted and provided for by the laws of the State of Arizona as then in effect.

ARTICLE VIII CONTRACTS

Section 8.01: Authorization. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 8.02: Contracts with Other Corporations. No contract or other transaction between this corporation and any other corporation shall be impaired, affected or invalidated, nor shall any director be liable in any way by reason of the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, provided that such facts are disclosed or made known to the board of directors of this corporation.

Section 8.03: Conflicts of Interest. Any director, personally and individually, may be a party to or may be interested in any contract or transaction of this corporation, and no director shall be liable in any way by reason of such interest, provided that the board of directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. This section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

ARTICLE IX LOANS, CHECKS AND DEPOSITS

Section 9.01: Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 9.02: Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers, agent or agents of the corporation and in such manner shall from time to time be determined by resolution of the board of directors.

Section 9.03: Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

ARTICLE X REPEAL, ALTRATION OR ADMENDMENT

These bylaws may be repealed, altered or amended, or substitute bylaws may be adopted, at any time only by a majority of the board of directors.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by a majority vote of the BOARD OF DIRECTORS. Proposed amendments shall be transmitted to each Board member not less than seven calendar days before the meeting at which the amendments will be considered.

PASSED AND ADOPTED by the Board of directors of the Northeast Arizona Training Center, Inc., on this ____ day of _____, 2008.

**BOARD OF DIRECTORS OF NORTHEAST
ARIZONA TRAINING CENTER, INC.**

By _____
John Cole, Chair