

BYLAWS  
OF  
NORTHEAST ARIZONA TRAINING CENTER, INC.  
An Arizona corporation

(Amended on April 5, 2016)

**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**

All previous Bylaws adopted by the Board of Directors are hereby repealed and superseded in their entirety by these Bylaws.

**ARTICLE III - ORGANIZATION**

**Section 3.01: Key Stakeholders.** The five Key Stakeholders of NATC shall be Navajo County Community College District, Town of Taylor, Navajo County Board of Supervisors, Northeastern Arizona Fire Chiefs Association and Northern Arizona Police Association.

**ARTICLE IV- BOARD OF DIRECTORS**

**Section 4.01: Board Role and Size.** The BOARD OF DIRECTORS shall consist of three (3) voting members. All three voting members shall be chosen by Navajo County Community College District. As required by Laws 2007, Ch. 255, § 18 and Laws 2008, Ch. 285, § 4, Navajo County Community College District shall always have the authority to operate and control NATC and its assets. Each of the other four Key Stakeholders shall be entitled to choose one (1) nonvoting member. All decisions shall be made by majority vote of the three voting members.

**Section 4.02: Membership and Term.** Each member of the BOARD OF DIRECTORS shall serve at the pleasure of the Key Stakeholder that appoints that member.

**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 the Northeast Arizona Training Center Standard Operating Guidelines. .

**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 Northeast Arizona Training Center located at 1840 W. Papermill Road 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 meetings. Each member of the BOARD OF DIRECTORS may also designate one person to be present at the meetings as a proxy. Those with proxies for voting members shall have 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 Tuesday 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, whether 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 voting members.

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

## **ARTICLE V – OFFICERS, ADVISORY COUNCILS AND COMMITTEES**

**Section 5.01:** The officers of the corporation shall consist of the three BOARD OF DIRECTORS as determined by Section 4.01. The BOARD OF DIRECTORS will choose a chairman of the board, .

**Section 5.02: Appointment of Officers.** The BOARD OF DIRECTORS at each annual meeting shall elect a chair whom shall serve at the pleasure of the BOARD OF DIRECTORS as determined by Section 4.01.

**Section 5.03: Term.** The officers 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 as determined by Section 4.01.

**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 employ an Executive Director to administer the day-to-day business of the corporation. The Executive Director shall be subject to the control of the BOARD OF DIRECTORS.

**Section 5.06: Secretary.** The secretary shall see that the minutes of all meetings of the BOARD OF DIRECTORS and any of the standing councils or committees are kept.

**Sections 5.07: Advisory Council.** An Advisory Council may 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 have 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

NATC shall have members, including Fire Agencies and Law Enforcement Agencies and others that pay the required annual dues to train onsite at NATC.

## 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, ALTERATION OR AMENDMENT**

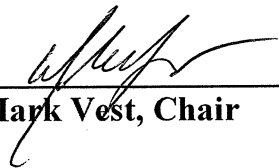
These bylaws may be repealed, altered or amended, or substitute bylaws may be adopted, at any time only by a majority of the voting members of the BOARD OF DIRECTORS.

#### **ARTICLE XI - AMENDMENTS**

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

**PASSED AND ADOPTED** by the Board of directors of the Northeast Arizona Training Center, Inc., on this 5<sup>st</sup> day of April, 2016

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

By   
Mark Vest, Chair

STATE OF ARIZONA     )  
  )ss.  
COUNTY OF NAVAJO    )

This instrument was acknowledged before me this 5<sup>th</sup> day of April, 2016, by Mark Vest in his capacity, and as duly authorized, as Chairman of the Board of Directors of Northeast Arizona Training Center, Inc.

Notary Public

My commission expires:  
5-8-2018

