

# BYLAWS

Arizona Citizens for Election Reform  
(ACER)

*Last Modified: January 14, 2006*

**Section 1 - Organization**

**A. *Name***

The name of this organization shall be Arizona Citizens for Election Reform, here-in-after referred to as ACER. It shall operate under the laws of the state of Arizona. All properties obtained such as Internet URLs, trade name, etc. accrue as assets for the use of the organization.

**B. *Tax-exemption***

ACER shall be operated as a not for profit organization.

**C. *Electioneering eligibility***

"ACER" is (shall be) registered with the Secretary of State in Arizona as an independent political committee.

**Section 2 - Purpose**

ACER recognizes that fair, honest, clean elections are a pre-requisite to good government. It is dedicated to furthering and improving the quality of elections.

**A. *Mission***

To ensure that elections in Arizona are fair, accurate, auditable with a paper trail, and accessible to every eligible voter.

**B. *Guidance***

All ACER people shall strive to keep good records, operate transparently, and demonstrate their accountability to all.

**Section 3 - Non-Discrimination**

ACER is a non-profit organization open for Membership to voters without regard to age, color, creed, disability, national origin, race, sexual orientation or political affiliation or other classification.

**Section 4 - Capitalization**

The Organization, contemplating no pecuniary gain or profit to the members thereof, has no capital stock.

**Section 5 - Membership**

Membership in this organization shall be open to any individual who supports the objectives of ACER, and has paid a 12-month membership fee. The membership fee shall be determined by the Board of Directors. Membership entitles the member to nominate and cast a vote for Directors at an annual election. A volunteer membership is available for individuals who help with petition signatures or special events but the member will not vote. Honorary memberships may be made at the discretion of a majority vote of the board. Memberships may be revoked for cause if approved by a two-thirds (2/3) vote of the Board of Directors.

**Section 6 - Board of Directors**

ACER shall be governed by a Board of Directors (hereafter Board) composed of Titled Officers and At-Large Officers. No proxies are provided for. Decisions shall be adopted by a majority vote.

**A. *Regular Meetings***

The Board shall convene at a minimum of once every quarter, at a time and place designated by the Chair. Meetings shall be conducted according to parliamentary procedure. Reports of committees, resolutions presented, and all motions (except those undebatable as per parliamentary procedure) may be debated, unless, by a two-thirds vote, the meeting body decides to dispose of them without debate. No member shall speak longer than five minutes at one time except as provided in the order of the day or by vote of the majority of the Board members present.

**B. *Special Meetings***

Special meetings may be called at any time by the Chair or if he/she receives a written request by four (4) or more Officers of the Board. Such meetings shall be limited to those items for which the special meeting is called. Special meetings include those virtually convened via phone or internet. Any motions or vote tallies must be recorded by the Secretary, in the minutes, at the next regular meeting.

**C. *Notice of Meetings***

Written notice via e-mail of each meeting shall be sent to Board Officers not less than five (5) days before the meeting by or at the direction of the Chair or person authorized to call the meeting. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

**D. *Quorum***

The presence of a majority number of Board Officers shall constitute a quorum for any action. If, however, such quorum shall not be present at any meeting, the Officers entitled to vote thereat shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

**E. *Qualifications***

A person must be registered to vote in Arizona to qualify to hold any office in ACER.

**F. *Officers***

The Titled Officers shall consist of the Chair, Vice-Chair, Secretary, and Treasurer. There shall be 3 At-Large Officers.

**G. *Terms***

The Officers of the Board are elected to serve a term of two years. Elections of Officers are to be held in October. The Titled Officers shall be elected in odd numbered years and the At-Large officers shall be elected in even numbered years, except for the first year under these bylaws, in which all officers shall be elected. Officers are to be nominated and voted on by the regular membership in a meeting announced by postal mail or email and sent to the regular membership at least fourteen (14) days prior to the election.

**H. *Vacancies in the Board***

If an Officer resigns or is removed from office or dies, his/her vacant office shall be filled by majority vote of the Board at a meeting for which at least five (5) days (postmarked or e-mail receipts) advance notice has been given. The Officer appointed to such a vacancy shall serve for the remainder of the term of the Officer he/she replaces.

**I. Resignation**

Any Officer may resign at any given time by giving written notice to the Board in session, or the Chair or the Secretary at any time. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

- (a) Any Officer who seeks elective political office shall notify the Board in writing to vacate his/her Board position.
- (b) If an Officer is absent for three consecutive Board meetings without cause, such absence shall be deemed a resignation. The Chair holds the discretion to grant one excused absence, citing cause, per officer per calendar year.

**J. Removal**

Cause for removal is defined as noncompliance or malfeasance with the duties of that person's office by the person whose removal is sought as set forth in these bylaws, or noncompliance with the requirements of law.

1) **Petition for Removal** A majority of the Board may seek removal of an Officer by signing a petition containing specific written reasons for removal and delivering the petition to the Secretary.

2) **Decision on Petition for Removal** Within ten (10) days of receiving such a petition, the Chair shall poll all elected Officers of the Board to determine if the allegations in the petition, if true, would qualify as cause for removal of the Officer. Unless a majority of the Officers polled believe that the petition alleges cause for removal, the petition shall be dismissed without further action.

3) **Call for Meeting to Vote on Removal** Upon determining that cause for removal exists, the President shall convene a special Board meeting. Removal of an Officer shall be by majority vote of the Board. The successor, selected by majority vote of the remaining Officers of the Board, shall serve for the unexpired term of his/her predecessor.

**K. Compensation**

No Officer shall receive compensation for any service she/he may render to the Organization. However, any Officer may be reimbursed for reasonable out-of-pocket expenses incurred in the performance of official duties.

**Section 7 - Duties of Officers**

Officers shall vote on all issues enumerated in these bylaws.

**A. *Chair***

The Chair shall direct the affairs of ACER as its executive officer. The Chair shall call all Board and full membership meetings, and fix the time and place of each meeting. The Chair shall preside over all meetings of the Board and the full membership; shall prepare the agenda for meetings; shall see that orders and resolutions of the Board are carried out; and shall sign all leases, contracts and other written instruments of the organization. The Chair shall appoint ACER members to such positions and committees as are deemed necessary to carry out the programs and policies of the Organization. The Chair is responsible for preparing the annual budget proposal (see Section 8).

**B. *Vice-Chair***

The Vice-Chair shall assist the Chair in the performance of his/her duties. When necessary, the Vice-Chair shall act in the place and stead of the Chair in the event of his/her absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board. In the event of the death, resignation or removal of the Chair, the Vice-Chair shall become acting Chair, pending the election of a new Chair.

**C. *Secretary***

The Secretary shall keep a roster of members of the Board with their addresses, a copy of the formal reports of Board Officers and committees, and a copy of all founding documents and resolutions adopted by the Organization. The Secretary shall make sure that minutes are taken at all meetings and rotate the responsibility among the at large board members and the secretary position. The Secretary shall keep a roster of Members, including the status of their dues payment and other information specified by the Board. The Secretary may, with concurrence of the Board, select an assistant to help with the duties of Secretary. The Secretary may receive written resignations of Officers. The Secretary shall perform such other duties as required by the Board.

**D. *Treasurer***

The Treasurer shall receive all moneys of the Organization, giving receipts therefore, and shall deposit them in such bank as shall be designated by the Board. The Treasurer shall disburse the funds of the Organization in the manner approved by the Board, shall keep a record of all receipts and disbursements, and shall make reports thereof at business meetings of the Board. The Treasurer shall sign all checks and promissory notes of the Organization, shall keep proper books of account, shall cause an annual review of the Organization's books to be made at the completion of each calendar year, and shall prepare an annual report of income, expenditures and cash balances to be presented to the Board. The Chair, and the Vice Chair in case of the unavailability of the Chair, may also sign checks of the organization. Expenditures over \$100 may be approved by a majority of the Board. The Treasurer is responsible for filing all financial disclosure reports with the Arizona Secretary of State in a timely manner and shall make reports of all such filings to the Board, with a copy to the Secretary for archiving.

**E. *At-Large Officers***

The Officers at Large shall attend Board meetings and participate in the governance of the organization. An At-Large Officer shall take the minutes of a meeting when called upon by the Secretary to do so, in accordance with the Secretary's responsibilities. Any specific additional duties shall be determined by majority vote of the Board.

**Section 8 - Financial**

**A. *Dues***

The Board shall set annual dues for Members. Dues apply to Officers as well as to general Members. The Board shall set a time period after which a Member must pay dues. Memberships are vacated if dues are delinquent after this period. Membership dues may be waived by a decision of the Board, for individuals who are judged to have made significant contributions of time or effort to ACER.

**B. *Annual Budget***

The annual budget, as submitted by the Chair and approved by the Board, shall be in effect for the year starting on the first of the month after approval. Any expenses in excess of the amount budgeted shall be subject to the approval of the Board. An itemized statement of expenses shall be furnished monthly by the Treasurer. Each new annual budget shall be proposed at the November meeting and approved by the December meeting of the Board.

**C. Dissolution**

Dissolution: Upon dissolution of the organization any remaining assets will be distributed to nonprofit organizations that support voting rights and there will be no pecuniary gain for the members. The board shall decide what nonprofit organizations will receive such assets by a simple majority.

**Section 9 - Indemnification**

Organization funds may be used to reimburse Officers and other Members, if such reimbursement is approved by the Chair (\$50 or less) or by the Board (more than \$50).

**Section 10 - Prohibited Activities**

Notwithstanding any other provision of these bylaws, no Board Member or other representative of this organization may take any action or carry on any activity prohibited by any applicable local, state, or federal law.

**Section 11 - Amendments**

These bylaws, or any part of them, may be amended, altered, repealed, or enhanced by an affirmative vote of two-thirds (2/3) of the entire Board.

These bylaws were adopted by the governing body of ACER on \_\_\_\_\_

Chair

\_\_\_\_\_  
Vice Chair

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
At Large

\_\_\_\_\_  
At Large

\_\_\_\_\_  
At Large