

RESOLUTION NO. 2611

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF TOLLESON, ARIZONA, ADOPTING THE ARTICLES OF INCORPORATION OF THE TOLLESON ALLIANCE AGAINST SUBSTANCE ABUSE (TAASA); APPROVING THE BYLAWS OF TAASA; AND APPOINTING INCORPORATORS AND THE BOARD OF DIRECTORS FOR TAASA.

WHEREAS, the Mayor and Common Council of the City of Tolleson, Arizona, (the "City"), has received and duly considered the proposed Articles of Incorporation of the Tolleson Alliance Against Substance Abuse (the "Corporation"), a copy of which is attached as Exhibit A and the proposed Bylaws of the Corporation, a copy of which is attached as Exhibit B; and

WHEREAS, it is incumbent upon the Mayor and Common Council of the City to approve such Articles of Incorporation of the Corporation and authorize the filing of such Articles of Incorporation with the Arizona Corporation Commission, to approve such Bylaws of the Corporation, to appoint the incorporators of the Corporation and to appoint the initial Board of Directors of the Corporation; and

WHEREAS, the Mayor and Common Council of the City has determined that it is wise, expedient, advisable and in the public interest of the City and the residents thereof that the Corporation be incorporated as provided by law;

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND COUNCIL OF THE CITY OF TOLLESON, ARIZONA, as follows:

Section 1. The formation of the Corporation is hereby approved.

Section 2. The Articles of Incorporation of the Corporation, in the form attached as Exhibit A, are hereby adopted.

Section 3. The Bylaws of the Corporation, in the form attached as Exhibit B, are hereby approved.

Section 4. The following named individuals, all of whom are, or shall before they vote on any matter be, residents of the City are hereby approved as the incorporators of the Corporation, and they are authorized to have proceeded with the incorporation of the Corporation as prescribed in Chapter 25, Title 10, Arizona Revised Statutes, as amended:

1. Reyes Medrano, Jr.
2. Adolfo Gamez
3. Jimmy Davis

Section 5. The following named individuals, all of whom are, or shall before they vote on any matter, be approved as appointed and elected as initial members of the Board of Directors of the Corporation for the term set forth beside their names:

<u>Name</u>	<u>Term (Years)</u>
Adolfo Gamez	3
Jimmy Davis	2

Section 6. The incorporators and directors of the Corporation are hereby authorized, empowered and directed, in the name of and on behalf of the Corporation, to take such action as may be necessary or desirable to carry out the intents and purposes of this Resolution.

PASSED AND ADOPTED by the Mayor and Council of the City of Tolleson, Arizona, on this 8th day of July, 2025.

Juan F. Rodriguez, Mayor

ATTEST: _____
Crystal Zamora, City Clerk

APPROVED AS TO FORM: _____
Justin Pierce, City Attorney

EXHIBIT A
TO
RESOLUTION NO. 2611

[Articles of Incorporation]

See following pages.

ARTICLES OF INCORPORATION NONPROFIT CORPORATION

Read the Instructions [C011i](#)

- 1. ENTITY NAME** – see [Instructions C011i](#) for naming requirements – give the exact name of the corporation:

Tolleson Alliance Against Substance Abuse (TAASA), an Arizona nonprofit corporation

- 2. CHARACTER OF AFFAIRS** - briefly describe the character of affairs the corporation initially intends to conduct in Arizona. **NOTE** that the character of affairs that the corporation ultimately conducts is not limited by the description provided.

The organization will work to address substance abuse challenges identified within the community.

- 3. MEMBERS – check one:** ☐ The corporation WILL have members.
☒ The corporation WILL NOT have members.

4. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 4.1** Is the Arizona known place of business address the same as the **street address** of the statutory agent?

- ☐ Yes – go to number 5 and continue
☒ No – go to number 4.2 and continue

- 4.2** If you answered “**No**” to number 4.1, give the **physical or street address** (not a P.O. Box) of the known place of business of the corporation in Arizona:

Attention (optional)		
9055 W. Van Buren Street		
Address 1		
Address 2 (optional)		
Tolleson		AZ
		85353
City	State or Province	Zip
Country	UNITED STATES	

5. DIRECTORS - list the **name and business address** of each and every Director of the corporation. If more space is needed, check this box ☐ and complete and attach the [Director Attachment form C082](#).

Adolfo Gamez				Jimmy Davis			
Name 9055 W. Van Buren Street				Name 9055 W. Van Buren Street			
Address 1				Address 1			
Address 2 (optional) Tolleson		AZ	85353	Address 2 (optional) Tolleson		AZ	85353
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Name				Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Name				Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			

6. STATUTORY AGENT - [see Instructions C011i](#)

6.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:				6.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):			
Statutory Agent Name (required) Pierce Coleman PLLC				Attention (optional)			
Attention (optional) Justin Pierce							
Address 1 17851 North 85th Street, Suite 175				Address 1			
Address 2 (optional)		AZ	85255	Address 2 (optional)		State	Zip
City	Scottsdale	State	Zip	City		State	Zip
6.3 REQUIRED - the Statutory Agent Acceptance form M002 must be submitted along with these Articles of Incorporation.							

7. REQUIRED - you must complete and submit with the Articles a [Certificate of Disclosure](#). The Articles will be rejected if the Certificate of Disclosure is not simultaneously submitted.

8. INCORPORATORS - list the **name and address**, and the **signature**, of each and every incorporator - minimum of one is required. If more space is needed, check this box ☒ and complete and attach the [Incorporator Attachment](#) form C084.

Reyes Medrano Jr.

Name

9055 West Van Buren Street

Address 1

Address 2 (optional)

Tolleson

AZ

85353

City

State

Zip

Country

SIGNATURE - [see Instructions C011i](#):

By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Printed Name

Date

Adolfo Gamez

Name

9055 W. Van Buren Street

Address 1

Address 2 (optional)

Tolleson

AZ

85353

City

State

Zip

Country

SIGNATURE - [see Instructions C011i](#):

By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Printed Name

Date

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: \$40.00 (regular processing)

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax (for Regular or Expedite Service ONLY): 602-542-4100
Fax (for Same Day/Next Day Service ONLY): 602-542-0900

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

EXHIBIT B
TO
RESOLUTION NO. 2611

[Bylaws]

See following pages.

Bylaws of Tolleson Alliance Against Substance Abuse (TAASA)

Article I: Name and Purpose

Section 1. Name

The name of the organization shall be Tolleson Alliance Against Substance Abuse (TAASA).

Section 2. Purpose

TAASA is a nonprofit organization overseen by the City of Tolleson dedicated to combating substance abuse through prevention, intervention, education, and community engagement. The organization will work to address substance abuse challenges identified within the community by providing resources and support services.

Article II: Governance and Oversight

Section 1. Oversight by the City of Tolleson

TAASA shall operate under the oversight of the City of Tolleson to ensure alignment with municipal policies and initiatives, represented by a City of Tolleson staff liaison appointed by City Management. The staff liaison will serve as secretary to the board.

Section 2. Board of Directors

TAASA shall be governed by a Board of Directors consisting of 7 members.

- 2 members of the Tolleson city council
- 2 Tolleson community representatives
- 1 member of the business community
- 1 health and/or health services professional
- 1 educational professional

Section 3. Duties of the Board

The Board of Directors shall oversee all organizational activities, approve funding and expenditures, establish policies, and ensure compliance with local and state laws.

Section 4. Officers

The Board of Directors shall elect from among its members the following officers: Chair, Vice Chair, and Treasurer. The appointed City staff liaison shall serve as Secretary.

- **Chair:** Must be one of the Tolleson City Council members serving on the board. The Chair presides over all meetings, sets meeting agendas in collaboration with the staff liaison, and represents the organization in public matters as needed.
- **Vice Chair:** Must be one of the Tolleson City Council members serving on the board. The Vice Chair assists the Chair and assumes the Chair's duties in their absence.
- **Secretary:** The City-appointed staff liaison shall serve as Secretary, responsible for recording meeting minutes, maintaining records, and ensuring communication with City departments.
- **Treasurer:** Oversees the financial matters of the organization, in coordination with the Secretary, and presents quarterly financial updates to the Board.

Officers shall serve a one two-year term and may be re-elected without term limits.

Section 4. Term Limits

Board members will serve two-year terms with no term limits. To ensure continuity and prevent a complete turnover of the board, appointments will be staggered across two groups:

Group A:

- 1 member of the Tolleson city council
- 1 member of the business community
- 1 health and/or health services professional
- 1 educational professional

Group B:

- 1 member of the Tolleson city council
- 2 Tolleson community representatives

Section 6. Appointments

Individuals interested in serving on the board must complete an application. All applications will be reviewed and voted on by the board. Final recommendations will then be submitted to the Tolleson City Council for approval.

Section 7. Removals

The Board may vote to remove members. Any decision to remove a member will be followed by a formal recommendation to the City Council for final approval.

Section 7. Advisory Panels

The Board of Directors shall establish a yearly calendar to meet with the Community and Staff advisory panels consisting of:

Community Advisory Panel

- 3 youth from the City of Tolleson youth programs
- 3 members of the senior center and/or Tolleson Social Club

Staff Advisory Panel

Will consist of one appointed staff representative from each of the following departments. Appointments will be made by City Management.

- Fire
- Human Services
- Library
- Police
- Parks and Recreation

Article III: Meetings

Section 1. Meetings

Regular meetings shall be held quarterly, with additional meetings scheduled as needed. The Board of Directors shall determine meeting dates and locations. Meetings shall be open to the public and abide by open meeting laws.

Section 3. Quorum

A quorum shall consist of a majority of the Board members.

Article IV: Programs and Services

Section 1. Community Programs

TAASA shall direct the development and implementation of programs based on community needs, including but not limited to:

1. Prevention Education – School-based prevention programs and community-wide education campaigns.
2. Treatment and Rehabilitation Awareness – Information on detox, rehabilitation, and affordable treatment options.
3. Support Services – Family counseling, peer mentorship, and recovery coaching.

4. Employment and Reintegration Support – Job training programs for individuals in recovery.
5. Harm Reduction Initiatives – Distribution of NARCAN and other harm reduction resources.

Article V: Funding and Financial Management

Section 1. Sources of Funding

TAASA shall be funded through grants, donations, and municipal allocations as approved by the City of Tolleson.

Section 2. Financial Oversight

One designated treasurer shall manage finances in concert with the appointment staff liaison and shall provide quarterly reports to the board and an annual financial report shall be submitted to the City of Tolleson.

Article VI: Amendments

Bylaws must be reviewed in uneven years. Amendments to these bylaws must be approved by a majority vote of the Board of Directors and confirmed by the Tolleson City Council.

Article VII: Dissolution

Upon dissolution, all remaining assets shall be transferred to the City of Tolleson.