

SADDLEBROOKE HIKING CLUB MISSION STATEMENT AND BYLAWS

HIKING CLUB MISSION STATEMENT

Approved October 1, 2003

The SaddleBrooke Hiking Club exists:

- To provide quality, safe hiking and outdoor adventure experiences at various levels for its membership
- To promote the creation and maintenance of hiking trails in Southeastern Arizona
- To instill respect for and knowledge of desert ecology
- To provide enjoyable social outlets for its membership

HIKING CLUB BYLAWS

Amended March 18, 2022

Article I. Name and Purpose

Section 1.01 The name of the organization shall be the SaddleBrooke Hiking Club (hereafter SBHC).

Section 1.02 The purpose of the SBHC is to promote mountain and desert hiking so that SaddleBrooke residents may enjoy and experience the natural beauty of Arizona.

Article II. Authority and Limitations

Section 2.01 The SBHC is organized and will operate in full compliance with the bylaws of SaddleBrooke Homeowners Associations #1 and #2.

Section 2.02 The SBHC is a non-profit social club federally tax-exempt under Internal Revenue Code Sec. 501(c)(7).

Section 2.03 The SBHC will neither conduct business, nor obligate funds in the name of either SaddleBrooke Homeowners Associations #1 or #2.

Article III. Membership

Section 3.01 Membership shall be open to residents or renters of SaddleBrooke Homeowners Association #1 and SaddleBrooke Homeowners Association #2.

Section 3.02 Membership in the association will NOT be based on age, race, color, religion, gender or national origin.

Section 3.03 Active membership shall commence upon payment of the initial membership dues as provided in Article V. Active membership shall continue so long as annual SBHC dues are paid and shall end when membership dues lapse.

Section 3.04 Any member shall be entitled to vote at any regular or special meeting of the club, and to participate in all club events upon compliance with all adopted regulations and policy. Club

business shall be by a majority vote of those present and voting except for bylaws changes which require a two-thirds (2/3) vote.

Section 3.05 Active members shall have first priority to register for hikes. In the event that a hike registration is not filled by active members, the hike may then be opened to other SaddleBrooke residents. SaddleBrooke residents may come on one hike as a guest. They must join the club by paying the full annual dues prior to participating in any other hikes. If, after opening a hike to other SaddleBrooke residents, there still remain available openings, SBHC may allow non-resident guests to participate in the scheduled hike provided an active SBHC member accompanies them.

Section 3.06 Prior to participating on a hike, each hiker shall sign the Trail Sign-In Sheet absolving and releasing the SBHC, its Board of Directors and officers, hiking guides, members and both Homeowners Associations #1 and #2 and all of their members, directors, officers, employees and agents of all liability for personal injury or financial loss related to the hike. Any guest participating on a SBHC hike must also sign the Membership Application and Release Form.

Section 3.07 SBHC Guides shall be appointed by the Chief Guides and be active members in good standing.

Article IV. Organization

Section 4.01 The elected officers shall be the President, Vice-President, Secretary, Treasurer, Senior Chief Guide and Associate Chief Guide. These officers shall constitute the Board of Directors. The Secretary and Treasurer shall be elected for two-year terms. The Vice President shall be elected for two years, the first year serving as Vice President, the second year serving as President. Consequently, a new Vice-President would be elected each year.

At the discretion of the elected officers, an additional at large Board position may be created.

The terms of office for the Chief Guides are structured to allow the most recently elected person to serve his/her first year as Associate Chief Guide, and then serve the second year as Senior Chief Guide. Consequently, a new Associate Chief Guide would be elected each year.

An elected officer shall not serve a consecutive term in the same position unless the nominating committee is unable to fill that position. Members may hold only one (1) office at a time.

Section 4.02 Appointments of committees or individuals may be made at the discretion of the President to facilitate organization and implementation of programs, hikes, communications, social functions and special activities.

Article V. Dues and Assessments

Section 5.01 Changes to annual dues are first approved by the Board and then approved by a majority vote of the members present and voting at a meeting of the SBHC duly called and noticed for that purpose.

The membership year is January 1 to December 31. Dues are payable in advance and renewed in December each year. First time members joining the Club in October, November, or December will receive memberships through the current year and the next membership year.

Section 5.02 Annual dues, once paid, are non-refundable.

Section 5.03 Special assessments may be made only by amendment to these by-laws.

Article VI. Duties of Officers

Section 6.01 Duties and tasks (job descriptions) for club officers and appointees may be further delineated as approved by the Board and noted in meeting minutes.

Section 6.02 President: The President shall be the chief administrator of the SBHC and shall preside over all Board and Annual meetings presenting an agenda of items that need to be addressed. The President shall appoint such committees as he/she deems appropriate and may be a member of all committees, except the nominating committee. The President shall approve all publications and communications prior to distribution.

Section 6.03 Vice-President: The Vice-President shall assist the President and shall perform the duties of that office when the President is absent. The Vice-President shall be the focal point for answers to member inquiries and work closely with all committees.

Section 6.04 Secretary: The Secretary shall record the minutes of Annual and Board meetings and provide official copies to all board members and the Communication Committee Coordinator. The Secretary is in charge of all records of the SBHC other than the Treasurer's and shall be responsible for correspondence as required by the members of the Board. He/She shall make available any non-financial reports or information required by either Homeowners Association or SaddleBrooke publications.

Section 6.05 Treasurer: The Treasurer is the chief financial officer and is responsible for disbursements, collections, financial reporting and membership administration. The treasurer shall pay all approved bills within one month of receipt. He/She shall annually submit the necessary IRS report(s) to maintain our status as a non-profit social club federally tax-exempt under Internal Revenue Code Sec. 501(c)(7). He/She shall present a financial report at all Board meetings and make available any financial reports required by either Homeowners Association Board. In the absence of the Treasurer, the Vice President reads the Treasurer's report. The Treasurer shall maintain the official Membership Roster of all active SBHC members and is responsible for collecting the annual dues and the initial Membership Applications and Release Forms. A welcome letter/packet will be sent to each new member. The Treasurer is also responsible for maintaining the club's financial records to ensure that they are secure and retained for the appropriate timeframe. These records will also include a list of all club property.

The Board shall appoint a Membership Coordinator to assist the Treasurer in handling the Membership Roster, collection of dues, and initial Membership Application and Release Forms. Updates to rosters will be distributed to the Officers, Guides, and the Communications Coordinator.

Section 6.06 The Chief Guides shall perform such duties as are prescribed by the Board, from time to time, and shall report at Board meetings concerning such duties. Such duties include, but are not limited to, preparation of the hike schedules, oversight of the guide corps and appointment and training of new guides as delineated in the job description.

Article VII. Committees

Section 7.01 The appointed standing committees are the Communication, Social, and Program committees. The President, with Board approval, shall appoint a Chair of each standing committee and any other committees deemed necessary to help administer the business of the SBHC.

Section 7.02 Unless otherwise provided for in these bylaws, the Chair of each committee shall appoint members of that committee. Each committee shall maintain an up-to-date procedure book that shall describe the duties of the Chair and the committee.

Section 7.03 Communication Committee: The committee is responsible for internal and external communications, in addition to maintaining the necessary tools to accomplish this mission. Members are the Newsletter Editor, Publicity Coordinator, Communications Coordinator and Webmaster. The Newsletter Editor is responsible for the bi-monthly publication of a club newsletter. The Publicity Coordinator provides articles and announcements to the two community newspapers regarding club activities and programs. The Communications Coordinator is responsible for maintaining an email system and for transmitting emails to the membership to include the bi-monthly newsletter, short informational bulletins, and announcements on upcoming activities. The Webmaster is responsible for development, security, and maintenance of the club website.

Section 7.04 Social Committee: The members of this committee will plan and coordinate social events for the SBHC, including Club Picnics, as directed by the Board.

Section 7.05 Program Committee: The committee is responsible for planning and implementing at least two special programs per year. Promotional information concerning these programs will be provided to the Communication Coordinator, Newsletter Editor and Publicity Coordinator who will distribute this information to the SBHC members and the community newspapers.

Article VIII. Meetings

Section 8.01 SBHC Board and Annual meetings shall be made known to the members at least two weeks prior to the event via the Communications Coordinator and/or newsletter absent exigent circumstances. SBHC meetings are open to all members unless the Board convenes in executive session. The Board shall have authority to enter into executive session to discuss any matter for which executive sessions may be held under Arizona law.

Section 8.02 Board meetings shall be held at least quarterly. The quorum to convene and conduct business shall be a majority of Board members. There shall be at least one (1) joint meeting of the outgoing and incoming Boards held after the elections at the annual meeting. The Board, on occasion, may need to conduct business electronically via email exchange or video conferencing in lieu of in-person meetings. Any such Board actions will be recorded in subsequent meeting minutes.

Section 8.03 The annual meeting of all SBHC members shall be held in March or April.

Section 8.04 Special meetings may be called at any time by the President, or by any two members of the Board.

Section 8.05 All meetings, unless otherwise designated, shall be held at SaddleBrooke facilities.

Article IX. Fiscal and Finance

Section 9.01 No member of the SBHC shall receive any compensation for services rendered to the organization.

Section 9.02 All receipts and expenditures of SBHC funds shall be reflected in a single bank checking account. The Board may authorize the establishment and maintenance of a Treasurer's petty cash fund, not to exceed the amount of fifty dollars (\$50.00). Replenishment of the fund will be made by check and all expenditures of petty cash will be itemized in a permanent record available to the scrutiny of the fiscal review team, and club members. All expenditures in excess of \$250 shall require the approval of two Board members.

Section 9.03 The President, Vice-President, and Treasurer shall be authorized to sign bank checks. In addition, the other officers may be authorized to sign bank checks. Checks written to a check signer must be signed by another check signer.

Section 9.04 The accounting year shall be January 1 through December 31. Financial records shall be retained for seven years.

Section 9.05 A committee appointed by the President shall perform a fiscal review of the Treasurer's records whenever the incumbent Treasurer changes or as may be required by either Homeowners Association. The results of all fiscal reviews shall be reported to the Board.

Article X. Parliamentary Authority

Section 10.01 Robert's Rules of Order shall be the authority on all questions of parliamentary law unless in conflict with these bylaws, the Homeowners Associations, or with the laws of the State of Arizona.

Article XI. Elections

Section 11.01 The President shall appoint a Nominations Committee of three members annually. No later than two weeks prior to the annual meeting, the Nominations Committee shall compile a slate of at least one candidate for each open Office position, the candidates having agreed to serve if elected. The slate of candidates will be announced to the membership via email. The slate of candidates will also be presented at the annual meeting. Following presentation of the Committee's slate, additional nominations may be made from the floor (the nominee having agreed to serve if elected). Upon close of nominations, where there is only one nomination for an office, that person shall be elected.

Section 11.02 Where there is more than one nomination for an office, voting shall be by voice or secret ballot. Write-in votes shall not be considered valid, such persons not having been nominated. The Nominating Committee shall serve as the Ballot Committee. Election to office shall be by majority vote of active members present and voting at the annual meeting.

Section 11.03 New Officers shall assume their duties following the conclusion of the joint meeting of the outgoing and incoming Boards as provided in Section 8.02, or at a date determined by the old and new Board members should a joint meeting not be imminent.

Section 11.04 If an elected office, other than the President, becomes vacant prior to expiration of the regular term, a volunteer approved by majority vote of the Board shall fill such vacancy.

The Vice-President shall fill any vacancy of the President's office.

Article XII. Amendments

Section 12.01 These bylaws may be amended by two-thirds (2/3) vote of the members present and voting at a meeting of the SBHC duly called and noticed for that purpose. Written notice of each proposed change of the bylaws will be announced to members via email at least two weeks prior to such meeting.

Article XIII. Dissolution

Section 13.01 Dissolution of the SBHC may be considered due to factors such as insufficient member participation or inadequate volunteer resources to operate the club.

Section 13.02 Dissolution must be approved by a majority vote of the members present and voting at a duly called and noticed meeting for that purpose. Prior to dissolution, the membership must be notified at least two weeks in advance of the meeting date and time to discuss dissolution.

Section 13.03 Dissolution will not be initiated until all outstanding debts are satisfied.

Section 13.04 All members must be advised if they are liable for any debts incurred by the club and must satisfy them prior to the SBHC's dissolution.

Section 13.05 All residual club cash will be dispersed equally to Homeowners Association #1 and Homeowners Association #2. All remaining assets will be donated to a local charity.

Article XIV. Special Provisions

Section 14.01 Upon approval of the SBHC Bylaws by the membership, all activities relating to the Board will be accomplished in accordance with the approved bylaws.

I hereby attest that the above bylaws, having been adopted by the Board on February 2, 2022, were approved by the members effective March 18, 2022.

s/ Katie Atkins

Katie Atkins, Secretary

Approved:

s/ Tim Butler

Tim Butler, President