

BYLAWS

GARDEN CLUB OF PEBBLECREEK

(Amended and Restated November 2023)

ARTICLE 1: NAME, OFFICE AND REGISTERED AGENT

1.1 Name. The name of this club shall be **Garden Club of PebbleCreek**, a nonprofit organization incorporated under the laws of the State of Arizona (hereinafter referred to as the "corporation") and located in the community of PebbleCreek in Goodyear, Arizona.

1.2 Registered Office and Agent. The corporation shall have and continuously maintain a registered office in the State of Arizona (which may be identical with the principal office) and a registered agent whose office is identical with such registered office as required by the State of Arizona Nonprofit Corporation Statutes. The specific address within PebbleCreek community may be changed by a majority vote of the board of directors.

ARTICLE 2: PURPOSES

2.1 The corporation is organized and operated exclusively as a non-profit within the meaning of section 501(c)(7) of the Internal Revenue Code and State of Arizona Statutes and is a resident organization of PebbleCreek Homeowners Association (hereinafter "PCHOA") that complies with the PCHOA bylaws and rules. The purpose is to expand interest in gardening, increase knowledge of growing in the desert, participate in social activities, and improve the environment to better our PebbleCreek community.

2.2 Notwithstanding any other provisions of these bylaws, the corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(7) of the Code.

ARTICLE 3: MEMBERSHIP

3.1 Membership. Membership and all rights of participation in the corporation will be open to all persons residing in the PebbleCreek community in Goodyear, Arizona without regard to race, age, religion, creed, sexual orientation, color, national origin, disability, or gender.

3.2 Dues. The annual dues associated with membership shall be determined by the board of directors. Dues are payable to Garden Club of PebbleCreek at the time of first applying for membership and annually thereafter in the month of October. New member signups during March through September will be honored in the upcoming season in October.

Unless an exception has been approved by the board of directors, only members who have paid annual dues can attend meetings and activities.

3.3 Participation. Members must be willing to actively participate to carry on the activities of the corporation.

ARTICLE 4: MEETINGS OF MEMBERS

4.1 Regular Member Meetings. Regular member meetings shall be called by the president and held October through April, seven months of the year.

4.2 Special Member Meetings. Special member meetings of the corporation may be called by a majority vote of the board of directors or upon written request to the president by ten (10) voting members of the corporation.

4.3 Meeting Notices. Notices of all members meetings shall be given thirty (30) days before the meeting by any appropriate means of written communication to reach members. The notice shall include the time, place, and purpose of the meeting.

4.4 Virtual or Electronic Meetings. Any member meeting may take place in virtual electronic format as long as members are able to participate simultaneously and vote at the meeting.

4.5 Quorum. A quorum shall be two-thirds of those in attendance at any given meeting.

4.6 Voting Procedures. The board of directors shall determine policies and procedures for voting.

4.6.1 Voting Members. The voting members of the corporation will be restricted to one vote per person. Voting by proxy or absentee ballot is permitted when a completed form for that purpose is registered with the secretary prior to a meeting.

ARTICLE 5: BOARD OF DIRECTORS

5.1 Composition and Election. The board of directors shall formulate, communicate, supervise, and direct the objectives, policies, and activities of the corporation. The board of directors shall consist of four officers and five ex officio members as follows:

Officers: President, Vice President, Secretary, and Treasurer

Ex Officio: Membership Chair, Webmaster, Immediate Past President, and two Members-at-Large

Officers are board of director members but also have additional duties and responsibilities as president, vice president, secretary, and treasurer of the corporation.

5.1.1 Vacancies. Board of director members may be appointed by the board of directors in cases of resignation, removal, death, or illness. They shall serve for the year or until their respective successors shall have been duly elected.

5.1.2. Term Limits. No officer shall serve more than four (4) consecutive years in any voting position on the board of directors.

5.2 Duties.

5.2.1 Chair. At all meetings of the board of directors, the president or vice-president shall preside.

5.2.2 President. The president shall preside at all member meetings of the corporation. If the president and vice president are both unable to attend a member meeting, the board of directors shall appoint another officer to preside at the meeting. The president shall give notice to all members of all member meetings of the corporation for which notice must be given as required by these bylaws. The president may delegate this responsibility to the secretary. The president shall be an ex officio member of any and all standing and special committees.

5.2.3 Vice President. In the absence of the president or in the event of their inability or refusal to act, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the president. The vice president shall be a member of the Audit Committee.

5.2.4 Secretary. The secretary shall take minutes at all member and board of directors' meetings and maintain, both electronic and hard copy, records of these minutes. If directed by the president or board chair, the secretary shall give notice to all members of all meetings of the corporation for which notice must be given as required by these bylaws.

5.2.5 Treasurer. The treasurer shall have, subject to such policies and procedures as may be promulgated by the corporation or by the board of directors, the care and custody of the general funds but shall not purchase financial instruments or invest funds, securities, and assets without consent of the board of directors. The treasurer shall see that all funds and securities are deposited in such banks or other depositories as the board of directors designates. The treasurer shall keep books and records of all activities in compliance with recommendations from, and subject to review by, the Audit Committee. The board of directors, Audit Committee, or any corporation member may request to inspect these books and records with written or email notice to the corporation president.

5.2.6 Ex Officio Members. The membership chair, webmaster, immediate past president, and two members-at-large shall be ex officio voting members of the board of directors.

5.3 Resignation. Any board of director may resign at any time by giving 30-days written notice to the president or, absent a president, the vice president of the corporation.

5.4 Removal. Any board of director may be removed from such office for cause by a three-fourths vote of the board of directors at any regular or special meetings of the board of directors.

5.5 Vacancies. Vacancies on the board of directors shall be filled by the directors at any meeting of the board provided that any such appointment shall be only to fill the unexpired term of the predecessor until the next annual election.

5.6 Regular Board of Directors Meetings. Regular meetings of the board of directors shall be held at such time and places or virtual platforms as the board of directors shall decide.

5.7 Special Board of Directors Meetings. Special meetings of the board of directors may be called at the direction of the president or by a majority of the voting board of directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

5.8 Notice. Notice of the time, day, and place of any meeting of the board of directors shall be given not less than ten (10) nor more than sixty (60) days previous thereto by notice sent by mail, email, or telephone to each director at his or her address as shown by the records of the corporation. The purpose or purposes for which a special meeting is called shall be stated in the notice hereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

5.9 Quorum. A majority of the voting members of the board of directors shall constitute a quorum.

5.10 Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the corporation or these bylaws, the affirmative vote of a majority of the board of directors at which a quorum is present shall be the act of the board of directors. Each director shall have one vote. Voting by proxy shall not be permitted.

5.11 Method of Meeting. The board of directors may meet in person, by telephone or by virtual methods of computer interaction. Notice shall be given to all board of director members, voting and non-voting, of the meeting and how to join the meeting in accordance with the Notice provisions of these Bylaws. Directors shall attend the meeting simultaneously with all those participating in the meeting and be able to see or to hear each other. Such participation in a meeting shall be deemed presence in person at such meeting.

5.12 Action by Unanimous Consent. Board of directors may request the directors to approve a resolution or action by unanimous consent through email or other electronic means sent to all directors. Each voting board of director member must answer without discussion. The item will go to the next board of directors meeting if any voting board of director member refuses consent or wishes to discuss the matter.

5.13 Compensation. No board of director member shall receive any compensation for services rendered in such capacity. The position is strictly voluntary only.

5.14 Authority and Responsibility. The board of directors shall have and shall exercise all powers of the corporation, except the power to amend these bylaws. The board of directors shall pursue such objectives, policies and programs as shall be in accordance with the expressed instructions of the corporation and within the provisions of these bylaws.

5.15 Assets Care. The board of directors shall have the care and custody of any and all permanently invested funds, securities, and assets of the corporation and shall be responsible for the prudent investment and reinvestment of such corporation holdings. It shall complete all financial negotiations and transactions in accordance with plans authorized and approved by the corporation.

5.16 Reporting to Corporation. Minutes of the board of directors' meetings shall be prepared and sent electronically to the board of directors' members before the next meeting. Board of directors meeting minutes are available to any corporation member upon request.

ARTICLE 6. BOARD COMMITTEES

6.1 Audit Committee. The Audit Committee is responsible for conducting an annual review or informal audit of the corporation's books. The committee shall include the vice president and two other corporation members, excluding the treasurer, appointed by the board of directors. Other members may be added as deemed appropriate by either the Audit Committee or the board of directors.

The Audit Committee shall conduct an informal audit of the records and financial transactions of the corporation for the prior year (including all available corporate and tax filings) and report their findings to the board of directors. The audit findings shall be reported to the members of the corporation. Corporate and tax filings not available during the audit shall be reviewed and reported on following their completion.

6.2 Membership Committee. The Membership Committee is responsible for keeping a membership list/directory, collecting dues from members, recruiting members, and retaining members.

6.3 Website Committee. The webmaster is responsible for maintaining the corporation website, keeping it up to date, posting all minutes and information as requested by the president or board of directors.

ARTICLE 7. OTHER COMMITTEES

7.1 Establishing Committees. The board of directors or a majority of voting members at a member meeting may establish other committees, projects, and event planning groups as needed. All committees, projects and event planning groups not specified in Article 6 and existing at the time of the adoption of these bylaws are considered to be established under this provision.

7.2 Committee Reporting. Committees, projects, and event planning groups established under Section 7.1 shall report to the board of directors as requested by the board of directors and to corporation members as determined by the president.

7.4 Ending Committees. The board of directors or a majority of voting members at a member meeting may end committees, projects, and event planning groups established under Section 7.1.

ARTICLE 8. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.1 Contracts. The board of directors may authorize any officer(s) of the corporation to enter into contract or execute and deliver any instrument in the name of it on behalf of the corporation, and such authority may be general or confined to specific instances. The board of directors may require that the contract(s) be approved by the board of directors before signing.

The secretary shall keep a record of all such authorizations and originals or copies of all signed contracts shall be sent to the secretary promptly after signature. Board of directors may request a copy of any contract from the secretary, or the person authorized to sign the contract.

8.2 Checks, Drafts, Etc. The board of directors shall determine procedures for all checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation.

8.3 Deposits. All funds of the corporation shall be deposited timely to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

8.4 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 9. CORPORATION SERVICES

9.1 Authority. The board of directors for the corporation may conduct, sponsor, or contract for such services as it deems necessary and advisable in carrying out its objectives, policies, and programs, and for these reasons may employ the assistance of individuals or firms as deemed necessary and practical.

9.2 Special Services. Special services of the corporation shall be offered, issued, or sold to the public or others, if by so doing it furthers the objectives, policies or programs of the corporation and is approved by the board of directors.

ARTICLE 10. MISCELLANEOUS PROVISIONS

10.1 Fiscal Year. The fiscal year of the corporation shall commence on January 1 and terminate on December 31.

10.2 Notice. Whenever under the provisions of these bylaws, the Articles of Incorporation of the Corporation or Arizona State Statutes, notice is required to be given to a director, committee member, or officer, such notice may be given in writing, by first-class mail, to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the United States mail. Notice may also be given by email or other communication methods approved by the Board and will be deemed given when received.

10.3 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors and shall keep at its registered or principal office a record giving the names and addresses of the members of its board of directors.

10.4 Meeting conduct. The conduct of all meetings shall be governed by the provisions of Roberts Rules of Order, Newly Revised, except when the same are in conflict with these bylaws.

ARTICLE 11. INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by law its officers, members, and other representatives against any loss, liability, cost, or expense including attorney's fees in any way arising out of any act or omission taken or omitted in good faith belief that such act or omission was lawful and furtherance of the corporation's purposes.

ARTICLE 12. LIMITATION ON ACTIVITIES

12.1 The corporation is organized and operated exclusively for organized pleasure, recreation, and other non-profitable purposes within the meaning of section 501(c)(7) of the Internal Revenue Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

12.2 The corporation shall use its funds to accomplish only the objectives and purposes specified in these bylaws and the Articles of Incorporation, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its board of directors, officers, members, or other private individuals or other organizations organized and operating for profit, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE 13. AMENDMENTS TO BYLAWS

13.1 These bylaws may be amended or repealed, or new bylaws adopted upon the affirmative vote of two-thirds of the members present in person or by proxy or absentee ballot at any regular or special meetings of the corporation provided notice of the final proposed alteration or amendment is contained in the notice of the meeting.

ARTICLE 14. DISSOLUTION

14.1 On dissolution or final liquidation, the board of directors shall, after paying or making provisions for the payment of all lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more regularly organized and qualified Sec. 501(c)(3) or 501(c)(7) charitable, social, educational, or scientific organizations to be selected by the board of directors. In no event shall any of such assets or property be distributed to any corporation officer or member; any organization where a director is an owner, staff member, or any private individual.