

# **Bylaws of Red Mountain Community Social Club (RMCSC)**

*(An Arizona Nonprofit Corporation)*

## **Article I**

### **Section 1. Name**

The name of the organization is the Red Mountain Community Social Club (RMCSC).

### **Section 2. Purpose**

Red Mountain Community Social Club is organized to create a community that supports the wellbeing, education, and health of our members. Additionally, Red Mountain Community Social Club makes contributions to local community organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 3. Mission**

The mission of the Red Mountain Community Social Club is to promote the social and cultural growth of its members; to engage in educational opportunities; to encourage mental and physical health; and to facilitate community involvement for the benefit of society.

### **Section 4. Nonprofit Status**

No part of the organization's net earnings shall benefit any individual. The organization shall not engage in political campaigns or lobbying activities.

## **Article II — Offices**

### **Section 1. Principal Office**

The principal office is in Mesa, Arizona. Any change in address will be approved by the RMCSC Board.

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## **👥 Article III — Membership**

Membership is open to adults who support the purpose and mission of the Red Mountain Community Social Club.

Membership is not limited to the residents of Red Mountain Ranch.

Only active members (those who are current with their annual dues) shall exercise voting privileges.

Membership is terminated upon resignation or failure to pay annual dues.

Members have the right to attend all General Membership Meetings and events at their discretion.

## **👥 Article IV — Dues**

Membership dues are paid annually.

Membership dues are renewed and paid for in the anniversary month of becoming a member.

Any changes in the dues will be approved by the Red Mountain Community Social Club Board.

## **👥 Article V — Governing Board**

### **Section 1. Authority**

The Red Mountain Community Social Club Board is the governing body of the organization and has full authority to manage its affairs.

### **Section 2. Number of RMCSC Board Members**

The Red Mountain Community Social Club Board is comprised of ten (10) Officers and Directors.

### **Section 3. Terms**

Officers and Directors are appointed for one-year terms and may be re-elected indefinitely unless the Board determines otherwise.

### **Section 4. Election**

Elections are held at the Annual Board Meeting held in April. The slate of officers and directors is presented to the members at the annual General Membership meeting.

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## **Section 5. Removal & Vacancies**

- An officer or director may be removed by a two-thirds vote of the Board.
- Vacancies may be filled by majority vote of the remaining board members.

## **Section 6. Duties**

Officers and Directors shall:

- Uphold the mission
- Review and approve all budgets
- Oversee programs and policies
- Ensure compliance with Arizona and federal law

## **Section 7. Compensation**

Officers and Directors shall not receive compensation for their service but may be reimbursed for reasonable expenses.

## **Article VI — Officers**

### **Section 1. Officers**

The officers shall include:

- President
- Vice-President
- Treasurer
- Assistant Treasurer
- Secretary
- Assistant Secretary
- Director – Past President
- Three (3) Directors at large

### **Section 2. Election & Terms**

Officers and Directors are elected annually by the Board and serve one-year terms.

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## **Section 3. Duties**

- President: Provides leadership, presides over meetings.
- Vice President: Acts in place of the President when needed.
- Secretary: Maintains records, minutes, and official documents.
- Assistant Secretary: Backup for the Secretary and assist with duties assigned by the Secretary
- Treasurer: Oversees finances, prepares financial reports.
- Assistant Treasurer: Assists with duties assigned by the Treasurer
- Director: Supports the work of the Board officers and Committees.

## **Article VII — Board Meetings**

### **Section 1. Annual Meeting**

The Board shall hold an annual meeting to elect officers and directors and conduct organizational business.

### **Section 2. Regular Meetings**

The Board shall meet at least four times per year.

### **Section 3. Special Meetings**

Special Meetings may be called by the President or any two directors with at least 48 hours' notice.

### **Section 4. Quorum**

A quorum is formed when more than half of the officers and directors are present.

### **Section 5. Voting**

Decisions are made by majority vote unless otherwise specified in RMCS Board Meeting Procedures Policy. There must be a quorum present in order to vote on any business.

## **Article VIII — Committees**

The Board may establish committees as needed and approval by the board is required. Committee chairpersons report to the Board as needed and attend Board meetings as guests/non-voting members.

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## Article IX — Finances

### Section 1. Fiscal Year

The fiscal year shall be January 1 to December 31 unless changed by the Board.

### Section 2. Financial Controls

The organization shall maintain accurate financial records and adopt internal controls appropriate for its size.

### Section 3. Contracts & Spending

The Board must authorize officers or members in advance to enter into contracts or make expenditures on behalf of the organization.

## Article X — Records & Transparency

The organization shall maintain:

- Articles of Incorporation
- Bylaws
- Minutes of meetings
- Financial records
- Conflict-of-Interest Policy
- Whistleblower Policy
- Documents Retention and Destruction Policy

All records shall be made available as required by Arizona law.

## Article XI — Conflict of Interest

The Board has adopted a conflict-of-interest policy. Officers, Directors and Chairpersons must disclose any potential conflicts and recuse themselves from related votes. The conflict-of-interest disclosure form is reviewed and signed by the Officers, Directors and Chairpersons annually and retained by the secretary.

## Article XII — Amendments

These bylaws may be amended by a two-thirds vote of the Board at any meeting, provided at least seven days' notice is given.

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## **Article XIII — Dissolution**

The Red Mountain Community Social Club may be declared defunct with an affirmative vote of two-thirds (2/3) of the quorum at the General Membership Meeting. After paying or making provisions for the payment of all liabilities, any remaining assets shall be disbursed to a 501(c)(3) charitable institution selected by two-thirds (2/3) of the voting members. No assets may benefit any individual.

## **Article XIV — Indemnification**

The Red Mountain Community Social Club does indemnify any Directors or Officers of the Red Mountain Community Social Club from any liability regarding the business of the Red Mountain Community Social Club, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Red Mountain Community Social Club, or as otherwise provided under applicable state corporate status.

## **Article XV — Certification**

The undersigned are officers of the Red Mountain Community Social Club as a non-profit and they consent to and adopt the Bylaws as of 04/07/2026.

SIGNED \_\_\_\_\_ DATE \_\_\_\_\_

President – Gil Broberg

SIGNED \_\_\_\_\_ DATE \_\_\_\_\_

Secretary – Cathy Barthel