

BYLAWS
RED MOUNTAIN COMMUNITY SOCIAL CLUB
EFFECTIVE 02/10/2025

I. NAME

- A. The name of organization shall be the Red Mountain Community Social Club

II. PURPOSE / MISSION STATEMENT

- A. 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.
- B. 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.

III. MEMBERSHIP

- A. Membership is open to individual adults who support the purpose and mission of the Red Mountain Community Social Club.
- B. Membership is not limited to the residents of Red Mountain Ranch.
- C. Only active members (those who are current with their annual dues) shall exercise voting privileges.
- D. Membership is terminated upon resignation or failure to pay annual dues.
- E. Members have the right to attend all General Membership Meetings and events at their discretion.

IV. DUES

- A. Memberships dues are paid annually.
- B. Membership dues are renewed and paid for in the anniversary month of becoming a member.
- C. Any changes in the dues shall be recommended by the Red Mountain Community Social Club Board and approved by the active membership.

V. MEETINGS

- A. The Red Mountain Community Social Club shall hold its General Membership Meetings in January, February, March, April, May, September, October, and November at the Red Mountain Ranch Country Club unless otherwise stated in a notice.

- B. Unless otherwise announced, the General Membership Meeting shall take place on the second Thursday of the month with an agenda and speaker.
- C. Special Membership Meetings may be held at other times with the Membership being notified at least one week in advance.
- D. Special Membership Meetings may be called by a majority vote of Officers, or by the signature of at least ten (10) active members along with specifications of the desired agenda.
- E. Robert's Rules of Order as specified in Exhibit A shall be the parliamentary authority on all matters of procedure.
- F. A quorum consists of twenty percent (20%) of the active membership present at any General or Special Membership meeting.
- G. Decisions shall be made by a simple majority of voting members.
- H. Absentee voting by an active member shall be allowed in writing or electronically and shall be included in the vote tally.

VI. BOARD

- A. The Red Mountain Community Social Club Board is comprised of nine (9) Officers:
 - President
 - Vice-President
 - Treasurer
 - Secretary
 - Assistant Secretary
 - Director – Past President
 - Three (3) Directors
- B. The Red Mountain Community Social Club Board Members shall not receive compensation for their services.
- C. The Red Mountain Community Social Club Board Members oversee the governance of the Red Mountain Community Social Club.
- D. The Red Mountain Community Social Club Board Members are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical, and legal governance, and financial management policies as well as by making sure the nonprofit has adequate resources to advance its mission.

VII. OFFICERS AND DIRECTORS

- A. The activities of the Red Mountain Community Social Club shall be managed by a President, Vice-President, a Secretary, an Assistant Secretary, a Treasurer, the most recent Past-President (as a Director) and three (3) additional Directors, who shall exercise all such powers delineated in their position descriptions listed in Exhibit B.
- B. Officers and Directors are elected or re-elected annually. The term shall be from May 1 to April 30.

- C. Elections are held at the March General Membership Meeting. A Nominating Committee shall be named by the Board each year. The committee will present the slate to the General Membership at the February General Membership Meeting.
- D. An Officer or Director may resign by written letter to the Board. If during the term of office, any official resigns, dies, or moves or is otherwise unable to fulfill the term of office, the Board will appoint a replacement for the remainder of the term.

VIII. COMMITTEES

- A. The Membership, Events/Activities, Welcome and Program Committees shall be Standing Committees. Chairs and members shall serve for one year. Terms shall be unlimited.
- B. Other Committees and Committee Chairs may be designated by the President as needed.
- C. The Committee Chairs may attend Board Meetings as a guest and shall provide reports as requested by the President as a non-voting member,
- D. Committee Chairs' responsibilities are specified in Exhibit C.
- E. Committee Chairs and members shall not receive compensation for their service.

IX. CONFLICT OF INTEREST

- A. Red Mountain Community Social Club Officers, Directors and Committee Chairs are under an obligation to disclose the existence or potential existence of conflicts of interest as it arises. See Exhibit D for the Conflict-of-Interest Policy and Disclosure Form.
- B. When a potential Conflict of Interest is disclosed the Red Mountain Community Social Club Board will provide the individual with an opportunity to disclose all material facts. The Board will collect all pertinent information and question the parties involved.
 - i. If a conflict does not exist, the inquiry will be documented but no further action will be taken
 - ii. If the Red Mountain Community Social Club Board determines that a conflict of interest exists, they will take appropriate actions to address the conflict. This may include (but not be limited to): prohibiting any Interested Parties from voting on any matter related to said Conflict of Interest.

X. INDEMNIFICATION

- A. 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.

XI. BOOKS AND RECORDS

- A. The Red Mountain Community Social Club will keep books and records of accounts and meeting minutes. The Bylaws, Policies, and Exhibits shall be maintained by the Secretary and shall be available electronically to the members via the website. Meeting Minutes shall be maintained by the Secretary and electronically available via email. Financial Records are maintained by the Treasurer and shall be available upon request.

XII. AMENDMENTS

- A. Requests for an amendment to the Bylaws shall be submitted to the President in writing.
- B. When a request is made, the President shall submit the proposed request to the Board Members at an official Board Meeting to review the potential impact of such an amendment.
- C. The Board, at their discretion, shall submit a proposed amendment to the membership in writing at least fourteen (14) days prior to and General Membership Meeting or Special Membership Meeting. The amendment shall be considered at that time.
- D. The Bylaws shall be amended by an affirmative vote of two-thirds (2/3) of the voting members.

XIII. DISSOLUTION

- A. 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.

XIV. FISCAL YEAR

- A. The fiscal year shall be from January 1 through December 31.

XV. ADOPTION OF BYLAWS

- A. The undersigned are initial officers of the Red Mountain Community Social Club as a non-profit and they consent to and adopt the Bylaws as of 01/23/2025.

SIGNED _____ DATE _____

President – Gil Broberg

SIGNED _____ DATE _____

Director – Past President – Robin Hagenstad