

Board Meeting Procedures Policy

Organization: Red Mountain Community Social Club

Effective Date: April 7, 2026

Approved by: RM CSC Board

Aligned with Arizona Nonprofit Corporation Act

(Arizona Revised Statutes Title 10, Chapter 33)

1. Purpose

This policy establishes consistent, legal, and effective procedures for convening, conducting, and documenting meetings of the Board, in alignment with the Arizona Nonprofit Corporation Act (ARS §10-3801–10-3844).

2. Authority and Applicability

This policy applies to all members of the RM CSC Board and is governed by:

- The Red Mountain Community Social Club bylaws.
- All RM CSC policies and procedures require approval by the Board prior to implementation. Policies and procedures are reviewed and revised at the direction of the Board President as needed or to align with changes in the law or changes in organizational practices.
- Arizona Revised Statutes Title 10 (Nonprofit Corporations)
- Applicable federal regulations
If any conflicts arise, Arizona law and the bylaws will take precedence.

3. Types of Board Meetings

3.1 Regular Meetings

- Regular meetings are held at least quarterly.

3.2 Special Meetings (ARS §10-3820)

- Special meetings may be called by the President or a majority of the voting members of the board.
- Notice must state the date, time, and purpose.

Board Meeting Procedures Policy

Organization: Red Mountain Community Social Club

Effective Date: April 7, 2026

Approved by: RMCSB Board

3.3 Emergency Meetings

- Permitted when urgent action is needed.
- Notice should be provided as reasonably as possible.

3.4 Executive Sessions

- Permitted for confidential matters such as legal issues, board or member discipline.
- Attendance is limited to board members (Officers and Directors) and invited participants.

4. Notice Requirements (ARS §10-3821)

4.1 Regular Meetings

One week or 7 days' written notice (email permitted), including agenda and meeting materials.

4.2 Special Meetings

Required by Arizona law.

Notice must:

- Be delivered by email with enough time for directors to reasonably prepare
- State the purpose of the meeting
- 4.2 Waiver of Notice (ARS §10-3822)
- Directors may waive notice in writing.
- Attendance counts as a waiver unless the director objects to improper notice at the beginning of the meeting.

Board Meeting Procedures Policy

Organization: Red Mountain Community Social Club

Effective Date: April 7, 2026

Approved by: RMCSB Board

5. Meeting Format

5.1 In-Person Meetings

Meetings may be held anywhere inside or outside Arizona unless bylaws state otherwise.

5.2 Electronic or Virtual Meetings (ARS §10-3820(C))

Arizona law explicitly allows meetings held by any means of communication through which all directors may simultaneously hear each other. If a Board member cannot attend in person, they may attend using any of the following:

This includes:

- Phone
- Video Conferencing

6. Quorum (ARS §10-3824)

- A quorum is a majority of the Board members (officers and directors) participating in the meeting. Either in person or electronically.
- No board action may be taken without quorum.
- If quorum is lost during a meeting, further votes may not occur.

7. Agenda and Materials

7.1 Agenda Preparation

The President prepares the agenda with input from other Board Members (if applicable).

7.2 Distribution

Agendas and materials will be distributed at least 3–5 days prior to the meeting.

Board Meeting Procedures Policy

Organization: Red Mountain Community Social Club

Effective Date: April 7, 2026

Approved by: RMCSB Board

7.3 Order of Business

A recommended structure includes:

1. Call to Order
2. Roll Call & Quorum Check
3. Approval of Agenda
4. Approval of Minutes
5. Reports (Officers, Committees, Executive Director)
6. Old Business
7. New Business
8. Executive Session if applicable
9. Adjournment

8. Conduct of Meetings

8.1 Chair Responsibilities

The President presides and maintains order.

8.2 Parliamentary Procedure

RMCSB uses Robert's Rules of Order. See Addendum A to Bylaws for simplified version approved by the Board.

8.3 Conflict of Interest

Directors are required to disclose any conflicts of interest as outlined in ARS §10-3864 and the RMCSB Conflict of Interest Policy.

Board Meeting Procedures Policy

Organization: Red Mountain Community Social Club

Effective Date: April 7, 2026

Approved by: RMCSB Board

9. Board Voting Procedures

9.1 Voting at Meetings (ARS §10-3824(B))

- Each Board Member has one vote.
- A majority vote of Board Members present (once quorum is established) is required for action.

9.2 Proxies

This policy prohibits proxy voting.

9.3 Action without a meeting by Unanimous Written Consent (ARS §10-3821(B))

The board may act without a meeting if:

- All voting members of the Board consent in writing (including electronic signatures).
- The action must be evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes filed with the corporate records reflecting the action taken.
- Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.
- The consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- Any director may revoke a consent by delivering a signed revocation of the consent to the president or secretary before the date the last director signs the consent.

9.4 Electronic Voting

Allowed only when:

- It is part of a meeting where directors can hear each other (e.g., Zoom), or telephone.
- It is part of a unanimous written consent process.
- Email "majority votes" outside a meeting do not meet Arizona legal requirements.

Board Meeting Procedures Policy

Organization: Red Mountain Community Social Club

Effective Date: April 7, 2026

Approved by: RMCSB Board

10. Minutes (ARS §10-11601)

10.1 Requirements

Minutes must be created for all board meetings and include:

- Date, time, location
- Names of directors present and absent
- Verification of quorum
- Motions, votes, and outcomes
- Any disclosures of conflicts
- Summary of discussion (not verbatim)

10.2 Storage

Arizona law requires permanent organizational records to be retained.

Minutes must be:

- Approved at the next meeting
- Stored safely (digital and/or physical)
- Accessible to directors upon request

Executive session minutes must be kept separately and confidential.

11. Attendance Expectations

- Board members (Officers and Directors) are expected to attend all meetings unless excused.
- Excessive unexcused absences may be grounds for removal if attendance at Board meetings is less than 60% and 66% of the board approves the removal. ARS §10-3808.

Board Meeting Procedures Policy

Organization: Red Mountain Community Social Club

Effective Date: April 7, 2026

Approved by: RMCSC Board

12. Guest and Public Attendance

Arizona law does not require nonprofit board meetings to be open to the public.

- Guests may be invited by the Chair.
- Guests do not vote and may only speak when recognized.

13. Confidentiality

Directors must protect confidential information and discussions.

Breach of confidentiality may constitute cause for board action.

14. Amendments

This policy may be amended by a majority vote of the board.

Policy Review

Policies and procedures are reviewed and revised at the direction of the Board President as needed or to align with changes in the law or changes in organizational practices.