

CONSTITUTION AND BYLAWS

of the

SaddleBrooke Ranch Men's Golf Association

January 1, 2018

ARTICLE I Name

The name of this organization shall be the SaddleBrooke Ranch Men's Golf Association (SBR MGA), known hereafter as the Association, a non-profit organization.

ARTICLE II Purposes

The purposes of this Association are to stimulate and maintain interest in golf at the SaddleBrooke Ranch Golf Club; to promote good fellowship among the members; and to enhance the social and recreational lives of SaddleBrooke Ranch Property Owners.

ARTICLE III Authority and Limitations

The Association will operate as an instrumentality of the SaddleBrooke Ranch HOA, hereinafter referred to as the SBR HOA, in compliance with its bylaws and regulations, but will not conduct business or obligate funds in the name of the SBR HOA.

ARTICLE IV Membership

Section 1. Resident Membership shall be open to:

- 1. Any male person who is a homeowner or a renter in SaddleBrooke Ranch;*
- 2. Any male person who is a SaddleBrooke Ranch lot owner who has completed the Design Center phase of his home.*

An Adjunct Membership shall be open to:

- 1. Any male person who is a homeowner or renter in SaddleBrooke HOA#1 or SaddleBrooke HOA#2. This will be approved by SBRMGA Board annually;*
- 2. Any male person who is a previous resident member in SaddleBrooke Ranch Men's Golf Association;*
- 3. Any male person who purchases an annual or playcard membership for SaddleBrooke Ranch and falls within the community demographics can participate in play day events. Subject to annual review by Robson Communities management;*
- 4. Any male who purchases an annual or playcard membership for SaddleBrooke Ranch and does not fall within community demographics will be a handicap only member. Subject to annual review by Robson Communities management.*

No eligible person shall be denied membership because of race, color, religion, national origin, or marital status. Adjunct Members are not eligible to vote on Association matters. All members shall be eligible for participation in all Association activities and tournaments. Members are required to adhere to these Bylaws and to any rules that may be properly enacted by the Board of Directors, known hereafter as the Board. All votes may be conducted by the members present at any duly convened meeting, or by the members who opt to vote using email. A vote shall be taken one way or the other, but NOT by a combination of the votes from a meeting and votes made using email.

Any member may be dropped from membership by a two-thirds vote of the members present at or voting by email prior to a duly convened meeting of the Association, being so recommended by the Board, for any violation of the Constitution and Bylaws or for any conduct unbecoming of a member and contrary to the best interests of the Association. The Board shall have the authority to suspend a member. Within thirty days after notice to the member of his being dropped or suspended from membership, such member may file a written appeal to the Board of Directors in the event he believes that unknown or extenuating circumstances were not brought out at the time when such member was dropped or suspended. In the event the member does not appeal to the Board, his membership shall be terminated for the remainder of that year. In the event the member does appeal to the Board, the Board shall deliberate and agree on a course of action. No member shall be in good standing if under an order of suspension or if delinquent in payment of dues unless the Board of Directors has extended a grace period. The membership of such member shall be forfeited and all rights and privileges thereof terminated.

Section 2. Annual Dues *Annual dues for membership shall be established by the Board no later than October 1st.*

Annual dues shall be due to the Treasurer by December 1st of each year and shall be considered to be delinquent after December 31st. Delinquent members are not eligible to participate in any Association event beginning on January 1st of the following year and shall not be a member in good standing until such dues are fully paid. A monetary penalty may be charged for reinstatement.

If a member requests a refund of his annual dues in writing, the Association will refund the non-AGA portion of the dues on a prorated basis at the discretion of the Membership Committee Chairman.

Section 3. Arizona Golf Association Resident and Adjunct memberships provide access to the Arizona Golf Association (AGA). All members agree to maintain, in good faith, an AGA handicap for fair play in SBR MGA weekly golf activities and events.

Section 4. Voting Any Resident Member shall be entitled to vote at any regular or special meeting of the Association. Association business shall be decided by a majority vote of those present and voting. Unless specified otherwise, votes may be cast either secretly or openly at the option of the members present. At the discretion of the Board for each vote, electronic voting may be permitted.

ARTICLE V Officers

Section 1. Four Officers Officers (President, Vice-President, Secretary and Treasurer) shall be Resident Members. They will be elected at the December annual Association meeting with, each officer serving a one-year term. Any officer can be removed from his position on the Board by majority vote of the members at a meeting called for that purpose or by a majority vote of the members who vote for that purpose using email.

ARTICLE VI Duties of Officers

Section 1. President The President shall be the chief administrator of the Association and shall preside over all regular and Board meetings; shall be ex-officio a member of all committees, except the Nominating Committee, but without the right to vote at a committee meeting; shall appoint special committees with Board approval. In addition, the President shall schedule facilities usage with Robson Communities, negotiate for the Association contracts, such as equipment and instruction, and sign for contracts in addition to the SaddleBrooke Ranch HOA representative. He shall perform such other duties as may be later prescribed.

Section 2. Vice-President *The Vice-President shall assist the president and shall, in his absence, perform the duties of that office. He shall perform such other duties as may be prescribed by the President.*

Section 3. Secretary *The Secretary shall act as secretary of and keep the minutes of all meetings of the Association and of the Board. He shall notify the membership of all meetings of the Association, have custody of all records of the Association in connection with his duties as Secretary and shall perform such other duties as may later be prescribed. The secretary shall make available any reports required by the SaddleBrooke Ranch HOA.*

Section 4. Treasurer *The Treasurer shall collect all dues for membership and all monies from other sources. He shall have custody of all Association funds, meet all Association financial obligations subject to such regulations as may be prescribed by the Board and/or the membership, account to the Association and to the Board for all receipts and disbursements, and perform such other duties as may later be prescribed. He shall present the Association financial report to the Board and the SaddleBrooke Ranch HOA at the end of the fiscal year (December 31) by January 15th. In the absence of a Vice-President, the Treasurer shall also fulfill the duties described in Section 2.*

ARTICLE VII Committees

The Weekly Events Committee, the Special Events Committee, the Rules & Handicap Committee, the Membership Committee, and the Communications Committee shall be established.

Section 1. Committee Chairmen *Committee chairmen shall be Resident Members. They will be elected at the December annual Association meeting, each to serve a one-year term. Any chairman can be removed from his position on the Board by majority vote of the members at a meeting called for that purpose or by a majority vote of the members who vote for that purpose using email.*

The elected committee chairmen and their duties are:

Weekly Events Chairman: The Weekly Events Chairman shall prepare the weekly golf events. The Chairman shall perform such other duties as may later be prescribed.

Special Events Chairman: The Special Events Chairman shall prepare selected special golf events and tournaments throughout the year. He will prepare scorecards and other materials for each tournament. The Chairman shall perform such other duties as may later be prescribed.

Rules & Handicap Chairman: The Rules & Handicap Chairman shall be cognizant of the rules of golf and will review and provide resolutions of all rule questions and/or violations occurring during SBR MGA play. He will publish and distribute any local rules for play at SaddleBrooke Ranch. He will prepare articles on the rules of golf to be published and distributed as appropriate. The Chairman shall also monitor the handicaps of all members. The Chairman shall perform such other duties as may later be prescribed.

Membership Chairman: The Membership Chairman shall regularly invite male residents to join the Association, keep a record of the members of the Association, establish and present an orientation program for new members, and prepare and update the SBR MGA Members Handbook. The Chairman shall perform such other duties as may later be prescribed.

Communications Chairman: The Communications Chairman shall prepare articles about SBR MGA activities for periodic publication in local newspapers and websites. He shall publish periodic communications to members via an email newsletter or SBR MGA website. The Chairman shall perform such other duties as may later be prescribed.

Community Outreach Chairman: The Community Outreach Chairman shall design and implement a strategy for gaining the recognition and support of the local community (e.g., local businesses and organizations) strictly to support Association events and charitable activities. The Chairman shall perform such other duties as may later be prescribed.

Section 2. Members of Committees *Unless otherwise provided for in these Bylaws, members of each committee shall be appointed by the Chairman in whatever number he desires.*

Section 3. Maintenance of Reference Books *Each committee shall maintain an up-to-date procedure reference book to encourage smooth transitions to future committee members.*

ARTICLE VIII Nominations and Elections

Section 1. Nominating Committee *No later than October 1st, the Board shall appoint a Nominating Committee Chairman and two other members. The committee shall prepare a slate of officers and committee chairmen for review and approval by the Board prior to the December Association meeting. No member's name shall be placed on the ballot without his consent.*

Section 2. Posting of Slate *The slate of officers and committee chairmen proposed by the Nominating Committee shall be emailed to all members and posted in the SaddleBrooke Ranch Pro Shop not later than seven days before the election.*

Section 3. Nominations From the Floor *Nominations will also be accepted from the floor with the consent of the person being nominated.*

Section 4. Election of Officers *A majority of those members voting shall elect officers at the annual December Association meeting. Each member shall be entitled to one vote at all meetings of the Association. Unless specified otherwise, votes may be cast either secretly or openly at the option of the members present. Additionally, electronic voting may be permitted at the discretion of the Board per Article IV. Those elected shall take office on January 1st.*

ARTICLE IX Governing Body

Section 1. The Board *The governing body of the Association is the Board of Directors, hereafter referred to as the Board. The Board shall consist of elected officers (Article V) and elected Committee Chairmen (Article VII).*

Section 2. The Board's Power and Authority *The Board shall have full power to manage, govern and control the affairs of the Association and to authorize the disbursement of funds subject to the mandates of the membership at any meeting called for the purpose of acting upon the affairs of the Association.*

Section 3. Board Meetings *The Board shall have quarterly meetings (as a minimum) that are set either by the President or a majority of the Board. Board members shall be allowed to participate by virtual means (e.g., conference call, webcam) if feasible. After the annual election of officers and committee chairmen, a joint meeting of the new and retiring officers shall be conducted at the January meeting.*

Section 4. Quorum *Quorum: A simple majority of the Board shall constitute a quorum.*

Section 5. Vacancies *Vacancies: Should the President resign and there be a Vice-President, the Vice-President will automatically assume the office of President. Vacancies otherwise occurring in any office shall be filled for the current term by a majority vote of the remaining officers.*

Section 6. Records *Records: All Board members, upon retiring from office, shall deliver all records and other property belonging to the Association to their successor.*

ARTICLE X Fiscal and Finance

Section 1. Fiscal Year *The fiscal year shall be January 1 through December 31.*

Section 2. Budget *The Board shall prepare and approve a budget at the start of the new fiscal year for that year. The budget may be revised as needed during the year with the approval of the Board.*

ARTICLE XI General Meetings

Section 1. Postings for Meetings *The Secretary or the Board shall post the date, time and location of all meetings of the Association on the SaddleBrooke Ranch website, if possible, and in the Pro Shop not later than seven days before the meeting. If feasible, it shall also be done by email messages.*

Section 2. Annual Meeting *There shall be an annual meeting of the Association in December of each year to elect the Association officers and committee chairmen as well as to conduct other necessary business. The Association officers and Committee Chairmen shall be required to receive a simple majority of the votes from the resident members of those who vote via email prior to the annual meeting plus those who vote at the annual meeting.*

Section 3. Other Meetings *Special meetings may be called at any time by the President, or by a majority of the Board provided notice of such meeting has been given by telephone or email messages, at least five days prior to the day of such meeting. All members of the Association are encouraged to attend the meetings of the Board. Only members of the Board may be in attendance during any executive session. Executive sessions can only be called for legal or personnel matters. Committees shall hold meetings at any time upon the call of the chairman or a majority of the members of the committee.*

Section 4. Locations of Meetings *All meetings, unless otherwise designated, shall be held at facilities and locations in SaddleBrooke Ranch.*

ARTICLE XII Parliamentary Authority

Roberts Rules of Order shall be the authority on all questions of parliamentary law unless in conflict with these bylaws, SaddleBrooke Ranch HOA, or with the laws of the state of Arizona.

ARTICLE XIII Amendments

Section 1. Amending Bylaws *These bylaws may be amended by a two-thirds vote of the members present and voting at a regular or annual meeting of the Association, provided written notice of each proposed amendment, or proposed new Bylaws, have been posted or sent to members one week prior to the meeting. These ByLaws may also be amended by a two-thirds vote of the members who vote using email provided written notice of each proposed amendment, or proposed new ByLaws, have been sent via email to the members one week prior to the vote.*

Section 2. Approval by SBR HOA *All proposed amendments of these Bylaws are subject to final approval by SaddleBrooke Ranch HOA.*

ARTICLE XIV Dissolution

In the event of dissolution of this Association, all assets will be distributed to a 501(c)3 under the Internal Revenue Service Tax Exempt Laws. Dissolution shall not be construed to include changes in the name of the Association, as for instance, if membership were to increase to justify separate Men's Associations at separate SaddleBrooke Ranch courses.

Dissolution will not be initiated until all outstanding debts are satisfied. The President may direct the use of any and all assets to satisfy outstanding debts, provided a majority of the Association membership has authorized the President to do so.

All members must be advised that they are liable for any debts incurred by the Association and must satisfy them in full prior to dissolution.

If dissolution is contemplated, the membership and SaddleBrooke Ranch HOA must be notified at least two weeks in advance of the meeting date and time.

ARTICLE XV Guests

Non-members are not eligible for rights extended to members, including but not limited to special rates. Non-member guests may participate in Association events on an occasional basis and only as approved by the Weekly Events Chairman or other Board member.

Adoption and Amendments

Adopted by Membership: