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|  | BYLAWS |

**REVISION Approved February 6, 2023

YUMA EAST COUNTRY CLUB INC

ARTICLE I

Section 1 - IDENTITY

Section 1 These Bylaws shall govern the operation of the Yuma East Country club, Inc. (the corporation), an Arizona non-profit corporation.**

**ARTICLE II

PURPOSE

Section 1 - Purpose**

**The purpose for which this Corporation is organized is exclusively for the recreational and social pleasure of its members.  This non-profit corporation shall operate as a community club to benefit the property owners/Residents of the Yuma East Subdivision.**

 **ARTICLE III

MEMBERSHIP

Section 1 Eligibility**

**Membership in the Corporation shall be limited to Property Owners, and Residents, of Oasis del Este No 1, Oasis del Este No 2, and the eight (8) phases – Yuma East No. 1 thru 4D and Yuma East No. 6 or manufactured home lots, all of which for the purpose of the Bylaws shall be referred to as Yuma East Subdivision.**

**Section 2 - Classes of Membership**

**Membership in the Corporation shall be of two (2) classes: 1) Tier 1 - Annual Household Residents, 2) Tier 2 - Seasonal Household Residents.**

**Section 3 Membership Defined –**

**3.1         Membership(s) shall be defined and based on Owners and Residents of the households of the Yuma East Subdivision community, and each member/person shall have a vote for the purpose of voting on corporation business.**

**The Board of Directors shall make any final determination as to what constitutes a household for the purposes of this ARTICLE III.**

**Only Members with current/paid dues shall have the right to vote in the affairs of the Corporation.**

**3.2 Membership restrictions**

**Former Owners/Residents and Short-term renters shall not be allowed membership in accordance with these Bylaws and Article III of the Articles of incorporation.**

**3.3 Exceptions**

**It shall be at the Board’s discretion to make final decisions on situations that do not exactly meet criteria as defined above.**

**Section 4  Dues**

**4.1  Dues**

**The dues shall be structured as follows:  Tier 1 -Annual Household residents, Tier 2 - Seasonal Household Residents, and a Transitional Dues option. Any Annual increase in the dues, exceeding ten percent (10%) per year, must be voted upon, and approved at the Annual Meeting or a special meeting of the Membership.  Dues for New First-time Members shall be prorated on-a-monthly basis during/throughout their first calendar year membership.  All Tier 1 Members, upon the sale of their property, may have their dues refunded on a prorated basis up to July 1.  After July 1 dues are not refundable. Membership(s) in the Clubhouse may be passed on to the new owners of a property if so desired by the seller(s) if the new resident owner(s) meet the criteria of Clubhouse membership requirements.**

**4.1a Transfer of Memberships to new homeowners –**

**The Transfer of Memberships to new homeowners by dues-paid clubhouse members is allowed provided the new owners of the property meet the membership requirements of the YECC clubhouse.**

**4.2 Payment of dues**

**Dues are paid on a calendar year or 7-month seasonal basis.  Tier 1 - Yearly memberships shall start January 1 and run through December 31. Tier 2 - 7-month seasonal memberships shall start from the date of purchase and/or arrival for the Season and run continuously for 7-months.**

**Transitional Dues Payments - A transition dues payment process is established to allow members to change from Tier 1 - Annual (Calendar year) memberships to Tier 2 - Seasonal (7-month) memberships. This transition allows a one-time 3-month or 4-month membership to ensure that members, who are transitioning can continue to enjoy the part of the winter season starting in January and running through March or April of the transition year. This membership will be paid on a prorated basis using the Tier 1 - Annual Resident Household membership dues rate. This transition membership (3-month or 4-month period) will only be available to members transitioning from annual to seasonal memberships.**

**4.3 Posting Current Dues Amounts**

**The Board of Directors shall establish and keep a listing of the current annual dues for each type of membership posted on the bulletin board along with the latest financial statements.**

**Section 5 Annual Meetings**

**Annual Meetings of the Corporation shall be held at the clubhouse or such other convenient place as may be designated by the Board of Directors.  Annual Meetings shall normally be held on the first Monday of February.  10% of the Voting Membership must be present to constitute a quorum.**

 **Section 6 Other Meetings**

**The Members may elect to hold meetings for the purpose of discussing, planning, or acting upon Club Activities, the outcome of which to be presented to the Board of Directors for consideration, if necessary.  A General Membership Meeting meets all the criteria of the Annual Meeting but may take place at any other time.  Ten percent (10%) of the Voting Membership, including members represented by proxy present at a meeting, shall constitute a quorum.**

 **Section 7 Notice**

**Notice of the Annual Meeting of the Corporation and monthly or other meetings of the Active members for the purpose of conducting Club business or activities shall be given at least fifteen (15) days prior to the scheduled meeting and shall be in writing through the medium of the monthly Club Newsletter distributed to the membership, as well as other forms of written or posted notice.**

 **Section 8 Voting**

**If a quorum is present, each Voting member (current in dues) shall be entitled to vote for each ballot item presented.  Proxies, if allowed, shall be in writing, duly signed by a qualified “Voting Member”, and given to the Board at the voting meeting in advance of voting. The proxy votes shall be verified that the member on the proxy is a “member in good standing” by the Nominating Committee in advance of the time of voting but need not be acknowledged or witnessed. The person named as a proxy must be verified as a member in good standing at the time of voting.**

 **Section 9 Adjournment**

**If any of the Corporation or its members as defined in Section 5 or 6 above cannot be organized due to a lack of a quorum, the members who are present, either in person or by proxy, may adjourn the meeting and call a new meeting to be held within fifteen (15) days.

ARTICLE IV

BOARD OF DIRECTORS

Section 1  Nomination**

**Nominations for election to the Board of Directors shall be made by a Nominating Committee.  Nominations may also be made from the floor at the Annual Meeting.  The Nominating Committee shall consist of chairman, who shall be a member of the Board of Directors, and two or more voting Members of the clubhouse.  The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointments shall be announced at each annual meeting and posted on the bulletin board along with all other required clubhouse information.  The number of nominations for election to the Board of Directors shall be at the discretion of the Committee, but not less than the number of vacancies to be filled.  Such nominations shall be made from among the Members eligible to vote.**

 **Section 2  Number and Qualifications**

**The business, property, and affairs of the Corporation shall be managed, controlled, and conducted by a Board of Directors.  The Board shall consist of seven (7) members.  Directors shall be “at large” without distinction as to the various areas described in Article III, Section 1.  The number of Directors may be changed at an Annual Meeting of the Corporation with the approval of two-thirds (2/3) of the Voting Members present at the meeting, upon a resolution to such effect initiated by the Board of Directors.  To qualify as a member of the Board of Directors, each Director must be a dues-paid Voting Member of the Corporation, but upon ceasing to be a dues-paid voting Member, he/she shall be deemed to have resigned.**

 **Section 3  Powers and Duties**

**The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation, including those set forth in A.R.S. Section 10-1005 and may do such acts as are not contrary to Federal Tax Laws, Arizona Laws, and the Articles of Incorporation or these By-Laws.

Section 4  Election of Directors**

**At each Annual Meeting, by a majority of the votes cast, the members shall elect to fill a term of three (3) years those board member/director positions being vacated.  Vacating Directors may be re-nominated and re-elected.  Each Director shall serve until his/her successor is elected and takes office.

Section 5  Resignation, Removal, Vacancies
5.1  Any Director may resign at any time by written notice delivered personally or by mail to the President or Secretary of the Corporation.  Such resignation shall take effect at the time specified therein and official acceptance shall not be necessary.
5.2 Any Director may be removed from office by the affirmative vote of two-thirds (2/3) of the Active members present at a meeting called by the Board of Directors for that purpose.
5.3  Vacancies on the Board of Directors caused by any reason shall be filled by an appointment made by the remaining Directors, even though less than a quorum, or by the remaining Director if there be only one, and each person so appointed shall serve for the remainder of the term of the Director being replaced with the approval of the membership at the next Annual meeting.
5.4  Any Director who shall have three consecutive absences or more than three non-consecutive absences from the regular monthly Board meeting in a single season, as defined in the Bylaws, may be deemed to have resigned his/her position on the Board.

Section 6  Meetings**

**The Board of Directors shall meet at** **a time specified by the Board, on the third Wednesday of each month, October thru March, at the clubhouse.  If a change in venue is necessary, the time and place may be determined by the President or by a majority of the Directors.  An organizational meeting for the purpose of electing principal officers shall be held within three (3) days of the election of Directors.  Notice of meetings of the Board of Directors shall be given each Director personally, ~~or~~ by telephone, or by mail at least two (2) days prior to the day of the meeting.  In addition, notice shall be posted in the clubhouse for the information of the general membership.**

**During the months of April thru September, Board meetings may be held by telephone conference call or e-mail in emergency situations.  Any portion of a meeting may be closed only if that portion of the meeting is limited to consideration one or more of the following:**

 **6.1  Legal advice from an attorney for the Board or the Corporation.  On final resolution of any matter for which the Board received legal advice or that concerned pending or contemplated litigation, the Board may disclose information about that matter in an open meeting except for matters that are required to remain confidential by the terms of a settlement agreement or judgment.**

**6.2  Pending or contemplated litigation.**

**6.3  Personal, health and financial information about an individual member of the Corporation, and individual employee of the Corporation or an individual employee of a contractor for the Corporation.**

**6.4  Matters relating to the job performance of, compensation of, health records or, specific complaints against an individual employee of the Corporation or an individual employee of a contractor of the Corporation who works under the direction of the Corporation.**

**6.5 Additional Board Meetings - From time to time the Board may find it necessary to hold additional Board Meetings in person to accomplish the work of operating the clubhouse as a business as deemed necessary by the President or by a majority decision of the other board members. These meetings will be designated as Working Sessions and may be called between regularly scheduled board meetings (October through March) or whenever necessary during the off-season (April through September). Notice of these meetings shall be given to Board members using the same guidelines and requirements of any regularly scheduled Board meeting held between October and March.**

 **Section 7  Waiver of Notice - Before, or after any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waivers shall be deemed equivalent to giving of such notice.  Attendance by a Director at any meeting of the Board shall be deemed a waiver notice by him/her of the time and place thereof.  If all Director are present at any meeting of the board, no waiver shall be required and any business may be transacted at such meeting.

Section 8  Quorum  A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting.

Section 9  Committees  The Board of Directors may by resolution appoint committees whose duties shall be those of planning and directing the day to day activities of the club.  Said Committee shall have the powers and authority designated in the resolution.

ARTICLE V

OFFICERS

Section 1  Designation
The principal officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer, all elected by the Board of Directors.  The principal officers must be Directors, but the Board may appoint by resolution an Assistant Secretary and an Assistant Treasurer, and such other officers in this category as, in their judgment, may be necessary but need not be members of the Board.  All officers must be Active members and upon ceasing to be Active Members, shall be deemed to have resigned.

Section 2  Election of Officers**

**The officers shall be elected at the first organizational meeting of the Board of Directors following the Annual Meeting of the Corporation as set forth in Article IV, Section 6.  Such meeting of the Board shall take place within three (3) days of the Annual Meeting.

Section 3  Removal of Officers**

**Upon affirmative vote of a majority of the members of the Board of Directors, an officer may be removed either with or without cause and his/her successor elected.

Section 4  Resignation of Officers**

**Any officer may resign at any time by giving written notice to the Board, the President or Secretary.  Such resignation shall take effect on the date of receipt of such notice or at any time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5  Vacancies**

**A vacancy in any office may be filled by a majority vote of the Board of Directors.  The officer elected to such vacancy shall serve for the reminder of the term of the officer he/she replaces.

Section 6  President**

**The President shall preside at all meetings of the Board of Directors and of the Corporation.  He/she shall, subject to the approval of the Board of Directors, have general management of the affairs of the Corporation and perform all the duties incidental to the office.  Meetings other than the Annual Meeting may be presided over by another person as the president may designate.

Section 7 Vice President**

**The Vice President or the most senior Vice President, if there shall be more than one, shall take over the place of the President and perform his/her duties whenever the President is absent from Yuma, unable to act, or whenever the President refuses to act.  If neither the President nor a Vice President is able to act, the Board of Directors shall appoint some other member on an interim basis.  The Vice President shall also perform such other duties as shall, from time to time, be imposed upon him/her by the Board.

Section 8  Secretary**

**The Secretary shall keep the minutes of all meetings of the Board of Directors and the Annual Meeting of the Corporation.  However, an Assistant Secretary may keep the minutes of other meetings and act in place of the Secretary in the case of absence or emergency.  The Secretary shall keep a membership record containing the names, alphabetically arranged, and addresses of all members and shall have charge of such other books and papers as the Board of Directors may direct, and he/she shall, in general, perform other duties incidental to the office of Secretary.

Section 9  Treasurer**

**The Treasurer shall have the responsibility for the Corporation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation.  The Treasurer shall keep a membership record containing names, alphabetically arranged, and addresses of all members.  He/she shall be responsible for the deposits of all monies and other valuable effects in the name and the credit of the Corporation in such depositories as may from time to time be designated by the Board.

Section 10  Compensation**

**No compensation shall be paid to the Directors or officers for their services as Directors or officers, but this shall not preclude any officer or Director from performing other services for the Corporation and receiving compensation therefore.  Officers may be reimbursed for any actual expenses incurred in connection with their duties as officers.

ARTICLE VI

MISCELLANEOUS

Section 1  Books and Accounts**

**The Board at all times shall keep, or cause to be kept by the Treasurer, true and correct records of U.S. Internal Revenue Code provisions in accord with generally accepted accounting practices including annual audits and shall have available for the inspection of all Active Members.  The Articles, Bylaws and Membership Records of the Corporation shall likewise be available for inspection by the Active Members.

Section 2  Execution of Corporate Documents**

**With the prior authorization of the Board of Directors, all notes, checks, contracts, corporate reports or other obligations shall be executed on behalf of the Corporation as said Board shall designate.

Section 3  Fiscal Year**

**The Fiscal Year of the Corporation shall be from January 1 to December 31 or each year.

Section 4  Conflict of Documents**

**In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

Section 5  Statement of Liability**

**The Corporation shall require that any contractor or subcontractor providing work or performing services on the property shall provide liability insurance for all of its activities and workers’ compensation for all of its employees and agents.  Such insurance shall be in a reasonable amount, and the Corporation shall be named as additional insured on such policy.  The Corporation shall be provided a certificate of insurance upon request.

ARTICLE VII

PARLIAMENTARY AUTHORITY

Section 1  Parliamentary Procedure  Robert’s *Rules of Order* will prevail at all times.

ARTICLE VIII

LIQUIDATION AND DISSOLUTION

Section 1  Liquidation and Dissolution  In the event of liquidation and dissolution of this Corporation by majority vote of the Members, the following shall apply.  After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a Non-profit Fund, Foundation or Corporation which is organized and operated exclusively for charitable purposes and which has established itself tax exempt under Section 501 C (7) of the Internal Revenue Code.

ARTICLE IX

INDEMNIFICATION

Section 1  Indemnification**

**Indemnification of Officers and Directors shall be as provided in the Articles of Incorporation.

ARTICLE X

AMENDMENT TO BYLAWS
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Section 1  Amendment to By-Laws**

**Except where expressly prohibited by the Articles of Incorporation, these Bylaws may be revised or amended by the affirmative vote of a majority of the Voting Members at an Annual or General membership meeting.**