

**SADDLEBROOKE HIKING CLUB
MISSION STATEMENT AND BY-LAWS**

HIKING CLUB MISSION STATEMENT

Approved October 1, 2003

The SaddleBrooke Hiking Club exists:

- To provide quality, safe hiking and outdoor adventure experiences at various levels for its membership
- To promote the creation and maintenance of hiking trails in Southeastern Arizona
- To instill respect for and knowledge of desert ecology
- To provide enjoyable social outlets for its membership

HIKING CLUB BY-LAWS

Amended February 24, 2011

Article I. Name and Purpose

Section 1.01 The name of the organization shall be the SaddleBrooke Hiking Club, a non-profit organization hereinafter referred to as the SBHC.

Section 1.02 The purpose of the SBHC is to promote mountain and desert hiking so that SaddleBrooke residents may enjoy and experience the natural beauty of Arizona.

Article II. Authority and Limitations

Section 2.01 The SBHC is organized and will operate in full compliance with the by-laws of SaddleBrooke Homeowner's Associations #1 and #2.

Section 2.02 The SBHC shall be designated as a non-profit organization.

Section 2.03 The SBHC will neither conduct business, nor obligate funds in the name of either SaddleBrooke Homeowner's #1 or #2.

Section 2.04 The SBHC is designated as an instrumentality of both SaddleBrooke Homeowner's #1 and #2.

Article III. Membership

Section 3.01 Membership shall be open to any renter or permanent resident of SaddleBrooke Homeowner's #1 and SaddleBrooke Homeowner's #2.

Section 3.02 Membership shall be voluntary.

Section 3.03 Membership in the association will NOT be based on age, race, color, religion, sex or national origin.

Section 3.04 Active membership shall commence upon payment of the initial membership dues as provided in Article V. Active membership shall continue so long as payment of annual SBHC dues and Homeowner's Association dues are current and shall terminate when either of the above dues fall in arrears.

Section 3.05 Any member shall be entitled to vote at any regular or special meeting of the club, and to participate in all club events upon compliance with all adopted regulations and policy. Club business shall be by a majority vote of those present and voting except for by-law changes which require a two-thirds (2/3) vote.

Section 3.06 Active members shall have first priority to register for hikes. In the event that a hike registration is not filled by active members, the hike may then be opened to other SaddleBrooke residents. SaddleBrooke residents may come on one hike as a guest. They must join the club by paying the full annual dues prior to participating in any other hikes. If, after opening a trip to other SaddleBrooke residents, there still remain available openings, SBHC may allow guests to participate in the scheduled hike provided an active SBHC member accompanies them.

Article IV. Organization

Section 4.01 The elected officers shall be the President, Vice-President, Secretary, Treasurer, Senior Chief Guide and Associate Chief Guide. These officers shall constitute the Executive Board of Officers and shall serve two-year terms. The President and Secretary will be elected in even numbered years; the Vice-President and Treasurer will be elected in odd numbered years. The terms of office for the Chief Guides are structured to allow the most recently elected person to serve his/her first year as Associate Chief Guide, and then serve the second year as Senior Chief Guide. Consequently, a new Associate Chief Guide would be elected each year.

An elected officer shall not serve a consecutive term in the same position. Members may hold only one (1) office at a time. Officers shall be installed and commence duties at the conclusion of elections at the annual spring meeting in accordance with Article XI.

Section 4.02 Appointments of committees or individuals may be made at the discretion of the President to facilitate organization and implementation of programs, hikes, communications, social functions, special activities and etc.

Section 4.03 Officers shall receive neither salary nor any other compensation for their services.

Section 4.04 Elected and appointed committee officers shall have the power and responsibility to make decisions and to adopt interim rules and regulations as they deem appropriate when these are consistent with these by-laws.

Article V. Dues and Assessments

Section 5.01 The annual dues will be determined at each annual meeting. The membership year is January 1 to December 31. Dues are payable in advance and renewed in December each year. First time members joining the Club in October, November, or December will receive memberships through the current year and the next membership year.

Section 5.02 Annual dues, once paid, are non-refundable and active membership continues so long as one's dues are current.

Section 5.03 Periodic or occasional assessments may be made only by amendment to these by-laws.

Article VI. Duties of Officers

Section 6.01 President: The President shall be the chief administrator of the SBHC and shall preside over all regular and Executive Board meetings presenting an agenda of items that need to be addressed. At the direction of the Executive Board or membership, the President shall appoint special committees and is a member of all committees, except the nominating committee. As President, he/she shall approve all publications and communications including minutes of meetings prior to distribution.

Section 6.02 Vice-President: The Vice-President shall assist the President and shall perform the duties of that office when the President is absent. The Vice-President shall be the focal point for answers to member inquires and work closely with all committees.

Section 6.03 Secretary: The Secretary shall record the minutes of regular and Executive Board meetings and provide official copies to all board members and the Communication Committee Coordinator. The Secretary is in charge of all records of the SBHC other than the Treasurer's and shall be responsible for correspondence as required by the members of the Executive Board. He/She shall make available any non-financial reports or information required by either Homeowner's Association or SaddleBrooke publications. In the absence of the Treasurer, the Secretary reads the Treasurer's report.

Section 6.04 Treasurer: The Treasurer is the chief financial officer and shall pay all bills owed by the SBHC and reimburse monies spent by members for approved club events within one month of receipt. He/She shall present a financial report at all regular and Executive Board meetings and make available any financial reports required by either Homeowner's Association Board. The Treasurer shall maintain the official Membership Roster of all active SBHC members and is responsible for collecting the annual dues and the initial Membership Applications and Releases. A welcome letter/packet will be sent to each new member along with a SBHC Patch. The club may choose to have an assistant handle the Membership Roster, collection of dues, and initial Membership Applications and Releases. The updated roster will be distributed to the Officers, Guides, and Statistics and Awards person.

Section 6.05 Chief Guides: The Senior and Associate Chief Guides shall coordinate all hiking events for the next two months, and shall provide documentation of the next two month's scheduled hikes by the 15th day of December, February, April, June, August, and October. The documentation will be furnished to the Communications Committee for insertion in the SBHC newsletter. They shall recruit new guides and provide training programs that include standards for guide performance. The Chief Guides shall update the Hike Database in the spring of each year, before the Senior Chief Guide leaves office. The Chief Guides shall provide Trail Sign-In Sheets, Application and Release Forms, Newcomer Orientation Sheets, and the current Hike Database to all guides. They shall be responsible, with the appointed Statistics & Awards Person, for developing statistics on the number of hikes, how many members have completed those hikes, and other pertinent data, for each two month period. The data will be presented at all regular and Executive Board meetings. The Chief Guides may request assistance from other Guides during the execution of these duties and to represent them during absences from SaddleBrooke.

Article VII. Committees

Section 7.01 The appointed committees are the Communication, Promotion, and Social plus any others deemed necessary by the Executive Board or membership. The President, with

Executive Board approval, shall appoint a Coordinator of the Communication Committee and any others deemed necessary.

Section 7.02 Communication Committee: The members of the committee shall be responsible for the design, creation, coordination, and distribution of all publications necessary to advertise the activities of the SBHC. These publications will include, but are not limited to, newspaper articles, SBHC web page, promotional articles concerning programs, informational emails to members, and the bi-monthly newsletter. This committee shall write articles and coordinate with the Chief Guide and President the content of the newsletter. The Communication Committee will be responsible for the distribution of the newsletter to all members on the SBHC email list, to the SBHC web page, and to both Home Owner Associations for general distribution.

Section 7.03 Social Committee: The members of this committee will plan and coordinate social events for the SBHC as directed by the Board.

Section 7.04 Promotions Committee: The members of this committee shall be responsible for Merchandise, Statistics & Awards, Special Events, and any promotions as directed by the Board.

The Merchandise person is responsible for procuring and providing merchandise for sale to the members.

The Statistics & Awards person is responsible for recording hikes and fitness walks taken by each member. He/She shall develop statistics on the number of hikes taken, how many members have completed those hikes, and other pertinent data, for each two month period. This information will be given to the Chief Guide prior to each board meeting. A comparison between the current year and previous year will be provided to the Chief Guide prior to the annual meeting. The Trail Sign-in Sheets will be given to the Chief Guide at the end of each two month period.

In addition, the cumulative total hikes and fitness walks taken by each member shall be recorded and awards sent to each member as they are earned. A congratulations letter is sent at 10 hikes and 25 hikes. A rocker, for placement around the SBHC patch, is sent at 50 hikes, 100 hikes, 250 hikes, 500 hikes, and 1000 hikes. The names of members earning rockers shall be provided to the Communications Coordinator for each two month period so they can be acknowledged in the newsletter.

The Special Events person is responsible for planning and implementing at least two special programs per year. Promotional information concerning these programs will be provided to the Communication Coordinator who will distribute this information to the SBHC members.

Section 7.05 Unless otherwise provided for in these by-laws, the Coordinator of each committee shall appoint members of that committee.

Section 7.06 Each committee shall maintain an up-to-date procedure book that shall describe the duties of the Coordinator and the committee.

Article VIII. Meetings

Section 8.01 Board meetings shall be held at least quarterly to plan activities for the following quarter. There shall be at least one (1) joint meeting of the outgoing and incoming Boards held

after the elections at the annual meeting.

Section 8.02 The annual meeting of all SBHC members shall be held in March or April.

Section 8.03 Special meetings may be called at any time by the President, or by any two members of the Board.

Section 8.04 All meetings, unless otherwise designated, shall be held at SaddleBrooke facilities.

Article IX. Fiscal and Finance

Section 9.01 No member of the SBHC shall receive any compensation for services rendered to the organization.

Section 9.02 All receipts and expenditures of SBHC funds shall be reflected in a single bank checking account. The Executive Board may authorize the establishment and maintenance of a Treasurer's petty cash fund, not to exceed the amount of fifty dollars (\$50.00). Replenishment of the fund will be made by check and all expenditures of petty cash will be itemized in a permanent record available to the scrutiny of the fiscal review team, and club members. All expenditures in excess of two hundred and fifty dollars (\$250.00) shall require two signatures of two Executive Board members.

Section 9.03 The President, Vice-President, and Treasurer shall be authorized to sign bank checks. In addition, the other officers may be authorized to sign bank checks.

Section 9.04 The accounting year shall be January 1 through December 31. Financial records shall be retained for seven years.

Section 9.05 A committee appointed by the President shall make fiscal review of the Treasurer's records. As a minimum, a fiscal review shall take place (financial activity suspended) whenever the incumbent Treasurer changes and as may be required by either Homeowner's Association. The results of all fiscal reviews shall be reported to the membership at the next meeting following completion of the fiscal review.

Section 9.06 Financial liability incurred by SBHC may result in individual, personal responsibilities for members if SBHC fails to discharge its obligations properly.

Section 9.07 The Executive Board shall determine the need for liability insurance and present their assessment to the membership for consideration.

Section 9.08 Registration for any event/hike shall include waivers signed by the prospective participants absolving both Homeowner's Associations and the SBHC of liability for personal injury or financial loss related to the event/hike's proposal, planning or actual execution.

Article X. Parliamentary Authority

Section 10.01 Robert's Rules of Order shall be the authority on all questions of parliamentary law unless in conflict with these by-laws, the Homeowner's Associations, or with the laws of the State of Arizona.

Article XI. Elections

Section 11.01 The President shall appoint a Nominations Committee of three members annually. No later than two weeks prior to the annual meeting, the Nominations Committee shall compile a slate of at least one candidate for each open Executive Office position, the candidates having agreed to serve if elected. The slate of candidates will be announced via the SBHC email list at this time. Members who are not on the SBHC email list will be provided the slate by alternate means. The slate of candidates will also be presented at the annual meeting. Following presentation of the Committee's slate, additional nominations may be made from the floor. Upon close of nominations, where there is only one nomination for an office, that person shall be elected.

Section 11.02 Where there is more than one nomination for an office, voting shall be by secret ballot. Write-in votes shall not be considered valid, such persons not having been nominated. The Nominating Committee shall serve as the Ballot Committee. Election to office shall be by majority vote of active members present and voting at the annual meeting.

Section 11.03 New Officers shall assume their duties following the conclusion of elections at the annual meeting.

Section 11.04 If an elected office, other than the President, becomes vacant prior to expiration of the regular term, a volunteer approved by majority vote of the Executive Board shall fill such vacancy. The Vice-President shall fill any vacancy of the President's office.

Article XII. Amendments

Section 12.01 Proposed changes to the by-laws will be submitted to the Executive Board for consideration. These by-laws may be amended by two-thirds (2/3) vote of the members present and voting at a regular or annual meeting of the SBHC. Written notice of each proposed change of the by-laws will be announced via the SBHC email list at least two weeks prior to the vote. Members who are not on the SBHC email list will be provided the information by alternate means.

Article XIII. Dissolution

Section 13.01 Dissolution is mandatory when the membership drops below the required fifty members to be recognized as a SaddleBrooke Club by the Homeowners Associations #1 and #2.

Section 13.02 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 the majority of the SBHC membership has voted for the President to do so.

Section 13.03 All members must be advised that they are liable for any debts incurred by the club and must satisfy them prior to the SBHC's dissolution.

Section 13.04 If dissolution is contemplated, the membership must be notified at least two weeks in advance of the meeting date and time.

Section 13.05 All club cash will be dispersed equally to each remaining club member. All other assets will be donated to a local charity.

Article XIV. Special Provisions

Section 14.01 Upon approval of the SBHC By-laws by the membership, all activities relating to the Executive Board will be accomplished in accordance with the approved by-laws.