



# Friends of Pusch Ridge Golf

friendsofpuschridgegolf.org

## **BYLAWS**

Adopted March 19, 2021

### ARTICLE I PURPOSE

The Association (Friends of Pusch Ridge Golf) is formed as a volunteer, non-profit organization which exists to utilize our collective time, talent and treasure in ways that help restore the course to its position as a unique and successful golf venture for the benefit of our community, and future generations of golfers, residents, and visitors.

### ARTICLE II MEMBERSHIP

The Association is a non-member association but has a group of volunteers and supporters known as friends of the association.

### ARTICLE III BOARD OF DIRECTORS

The affairs of the Friends of Pusch Ridge Golf will be governed by a Board of Directors.

#### NUMBER OF MEMBERS

The Board of Directors shall consist of not less than four nor more than seven elected members. The number of members is set by the Board and initially consists of seven members.

#### TERMS OF OFFICE

Each term consists of two years. Each director can run for reelection. New Board members shall take office following the Annual General Meeting in March.

#### NOMINATIONS AND ELECTIONS

Notice of the Annual General Meeting shall be sent 30 days prior to said meeting.



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## ELECTIONS

New Board members shall be elected by a majority of Board of Directors in attendance at the annual meeting.

## NOMINATIONS

Nominations must be submitted by the Nominating Committee to the Board of Directors no less than 30 days prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting, with prior approval from the nominee.

## RESIGNATION

Resignation from the Board shall be in writing and submitted to the President.

## REMOVAL

Removal of a Board member shall require a vote. Removal shall be considered upon recommendation for failure to fulfill the duties as defined in the Bylaws. A two thirds (2/3) vote of the Board members in attendance is required.

## VACANCIES

Except otherwise stated in the Bylaws, any vacancy occurring among elected members of the Board shall be filled by a Board election. A Board member elected to fill a vacancy shall serve the unexpired term of the predecessor.

## QUORUM

Fifty one percent (51%) of the total Board membership shall constitute a quorum for the transaction of business of any meeting of the Board except as otherwise indicated in these Bylaws.

## COMPENSATION

No director or officer of the Association shall receive, directly or indirectly, any compensation for his or her services as a Board member.

## BOARD MEETINGS

The Board shall meet a minimum of six (6) times annually. Additional meetings may be called by the Chairman or President or by a vote of a majority of the Board.



# Friends of Pusch Ridge Golf

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## NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the association.

## ATTENDANCE

Absence from three (3) consecutive meetings may be cause for removal from the Board. Board members shall notify the President or Secretary if unable to attend.

## ARTICLE IV OFFICERS

### BOARD STRUCTURE

The officers shall consist of a President, a Vice President, Secretary, Treasurer and such officers as the Board, from time to time, elects. They are not required to be a member of the Board.

### **TERMS OF OFFICE**

The officers shall be elected annually for a one-year term.

### **VACANCIES**

Vacancies may be filled by Board election, at any meeting of the Board, for the remainder of the term.

### **ELECTION**

The officers shall be elected by the Board of Directors at the annual meeting and shall take office following the vote.

### **MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board. All actions and decisions of the Board are made via motions and voting upon those motions. They shall be recorded in the minutes of the meeting.

### **DUTIES**

The duties of the chairman and other officers shall be as follows:



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## **CHAIRMAN**

The Chairman shall preside at all meetings of the Board and shall have such other duties as may be assigned by the Board

## **PRESIDENT**

In the absence of the chairman, or in the event of his or her inability or refusal to act, the president shall perform all the duties of the chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on, the chairman. The president shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law or by these bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

## **VICE PRESIDENT**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by these bylaws, or as may be prescribed by the Board of Directors.

## **SECRETARY**

The Secretary shall act as Secretary at all meetings of the Board. The Secretary shall take attendance and record minutes of all such meetings. The minutes only need to record all motions and votes of the Association, but can include other items. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **TREASURER**

Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks or



# Friends of Pusch Ridge Golf

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other depositories as shall be selected by the Board of Directors. Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request therefor. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## REMOVAL FROM OFFICE

An officer may be removed from office for non-performance by a two thirds (2/3) vote of the full Board.

## ARTICLE V COMMITTEES

### APPOINTMENT

Except as noted for each committee, the President shall appoint committee chairs and, in conjunction with the chair, appoint committee members. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve. The President shall be empowered to appoint committees as required to accomplish the goals of the organization.

### AD HOC COMMITTEES

The President shall appoint ad hoc committees as needed. These committees shall include:

### NOMINATING COMMITTEE

The Nominating Committee shall consist of not less than three (3) members who shall develop the slate of proposed Board members and officers.



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## ARTICLE VI MEETINGS

### ANNUAL MEETING

The Annual Meeting shall be held before the end of March at such time, date and location as determined by the Board starting in 2022. Notice shall be given not less than thirty (30) days prior to the meeting.

## ARTICLE VII FINANCIAL MANAGEMENT

The duly elected Board of Directors shall be responsible for the management and/or overseeing the funds for the Friends of Pusch Ridge Golf.

### FISCAL YEAR

The fiscal year shall be from January 1 to December 31 for the purpose of budgeting, taxes and financial reporting.

### BUDGET

The Treasurer shall submit to the Board of Directors an annual fiscal year budget for Board approval in the first month of each fiscal year, consistent with the program of action.

### FINANCIAL REVIEW

The Treasurer will receive a monthly statement from the bank. He or she will make a copy and then give them to the Board. The Treasurer will prepare financial statements for the monthly meetings of the Board of Directors of the Friends of Pusch Ridge Golf.

### AUTHORIZATIONS

All expenditures above a limit set annually by the Board, without prior budget or Board approval, shall require approval of the Board of Directors.

### FINANCIAL STATUS REPORTS

The Treasurer shall submit, to the Board of Directors, monthly financial status reports.

### DEBT

No debt is allowed.



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## ADMINISTRATIVE EXPENSE

All non-designated funds raised shall be subject to allocation for administration with a maximum established by the Board of Directors.

## ARTICLE VIII MISCELLANEOUS

### RULES OF ORDER

Robert's RULES OF ORDER shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws or other specific rules of procedure adopted by the Friends of Pusch Ridge Golf.

### DISSOLUTION

In the event that the organization shall terminate, all funds shall be given to the town of Oro Valley and earmarked for the Pusch Ridge Golf Course.

## ARTICLE IX AMENDMENTS TO BYLAWS

### PROCEDURE

These bylaws may be amended by the affirmative vote of two thirds (2/3) of the Board of Directors.

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## **Change History for the Bylaws of the Friends of Pusch Ridge Golf:**

**Month Day, Year**