

**AMENDED AND RESTATED BYLAWS  
OF  
ROBSON RANCH ARIZONA PICKLEBALL  
CLUB (RRAZ-PC)  
March, 2016**

**ARTICLE I  
NAME**

The name of this organization shall be the Robson Ranch Arizona Pickleball Club (hereinafter referred to as the “RRAZ-PC”).

**ARTICLE II  
MISSION**

The mission of the RRAZ-PC shall be to facilitate the growth of Pickleball within the Robson Ranch – Casa Grande Resort Community, by offering organized recreational and competitive play, by insuring opportunities for the continued development of all players in a collegial and sportsman like environment and by working to expand facilities as needed.

**ARTICLE III  
AUTHORITY AND LIMITATIONS**

These bylaws comply with the Robson Ranch CG – HOA (hereinafter referred to as the “Association”) chartered club guidelines and rules. In the event of a conflict between these bylaws and said guidelines, the latter will prevail.

**ARTICLE IV  
USAPA AFFILIATION**

RRAZ-PC is a USAPA affiliated club and affiliated activities are performed within the guidelines of the USAPA. Generally affiliated activities guided by these considerations consist of USAPA sanctioned tournaments and events and use of USAPA sanctioned equipment during organized play times.

**ARTICLE V  
NON-PROFIT STATUS**

This Club shall be operated as a Non-Profit Organization in accordance with Arizona statutes, the Internal Revenue Code, and, if applicable, by the bylaws of the Association. Nonprofit is defined as: With few exceptions, club income shall not greatly exceed expenses (operating expenses and capital requirements), resulting in a net operating gain. Where revenues do exceed expenses, club revenues may be adjusted downward or the net gain should be used to foster continued club growth and activity.

**ARTICLE VI**

## MEMBERS

Section 1. Membership shall be open to all member/homeowners or residents meeting the requirements of the Association. There is no precondition for membership, nor will members be required to join any national, state, or regionally affiliated organizations. No eligible person shall be denied membership because of race, color, religion, creed, national origin, sexual orientation, disability, sex, or marital status.

Section 2. The annual budget, including the annual dues, shall be recommended annually by the RRAZ-PC Board of Directors (hereinafter referred to as the "Board"), and approved by the membership by the third week of November. Annual dues will be payable by January 1<sup>st</sup>. Renewing members who pay after January 31<sup>st</sup> shall be subject to a \$5.00 late fee. New members joining the club after October 1<sup>st</sup> shall pay dues equal to 50% of the annual dues.

Section 3. "Members in Good Standing" are all members who are current in their payment of dues and who have abided by the rules of the club and conduct on the courts. Only Members in Good Standing may vote on RRAZ-PC matters requiring membership vote, or participate in all RRAZ-PC events. RRAZ-PC business shall be decided by a majority vote of the members present.

Section 4. The Board of Directors, with a majority vote, can initiate disciplinary action, up to and including termination of Club membership for violations of any provisions of these Bylaws, or violation of any rules, guidelines and regulations promulgated by the Board of Directors.

Section 5. Each member must complete the "Member Waiver Form" as currently prescribed by the Robson Ranch CG-HOA.

## ARTICLE VII GUESTS

Section 1. Non-residents are ineligible for membership. Guest may attend RRAZ-PC scheduled events only as stipulated in the Association Rules and Regulations.

Section 2. A registered guest shall be defined as a person residing in the home of a member for not less than 24 hours and who has fulfilled the requirements of the Association for a guest card (colored wristband.)

Section 3. A registered guest shall be allowed to participate in scheduled events at his/her level of play.

Section 4. Registered guests will not be required to pay dues and are welcome to play in any scheduled events accompanied by a RRAZ-PC member.

Section 5. Guests not meeting these requirements and guests of non-member residents may play only when there is no play scheduled by the RRAZ-PC, or as authorized by the Board.

## ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 1. Elections shall take place at the annual membership meeting to be held on or before the third week of October, at such time and place as designated by the Board. The election shall be administered by a Nomination Committee, appointed by the Board of Directors.

Section 2. No later than the first week of October, the Nomination Committee will solicit from the members, a slate of potential Board Members for the election.

Section 3. The slate of candidates proposed by the Nomination Committee shall be posted. Postings will be by email and will be on the RRAZ-PC bulletin board.

Section 4. Nominations may be made with the consent of the person being nominated.

Section 5. Each member of the RRAZ-PC has the right to vote at the annual meeting. Absentee voting will be allowed by mail or email in the course of conducting the regular business of the RRAZ-PC, and all ballots shall be returned on or before the day prior to the annual meeting. The Candidate receiving the most votes cast by the annual meeting will be elected, and shall assume his/her respective position the day following the election.

Section 6. Should the vacancies not be filled at the annual meeting, the President shall fill the vacancies as he or she sees fit with the concurrence of a majority of the Board. (The President counts as one vote towards determining a majority.)

Section 7. In the event of unexpected vacancies (vacancies not related to the expiration of their term of office) on the Board, the President shall appoint, with Board approval, interim replacement Board Members until official elections can be held.

## ARTICLE IX GOVERNING BODY

Section 1. The governing body of the RRAZ-PC is the Board and will consist of the following elected directors: President, Vice-president, Secretary, Treasurer and three Directors-at-Large.

Section 2. Terms of office will begin on the day following the election and will run for 24 consecutive months. Members of the same household may not serve simultaneously on the Board or as officers.

Section 3. All members of the Board will hold office for two (2) years and may be elected to the same office for not more than two (2) consecutive terms.

Section 4. The Vice-President will be elected for a two (2) year term. The first year he/she will

serve as Vice-President and the second year as President.

Section 5. It shall be the duty of the Board to conduct, manage and control the affairs and business of the RRAZ-PC between meetings of the regular membership.

Section 6. Directors may be relieved of office by a majority vote of the Board for behavior considered contrary to the proper discharge of the obligations and responsibilities of the office.

Section 7. Any vacancy occurring in the elected offices during the year shall be filled for the unexpired term of office by a majority vote of all members of the Board except that the Vice President shall fill a vacancy in the office of President automatically.

Section 8. The Board shall meet as necessary.

Section 9. A majority of the Board shall constitute a quorum for Board meetings.

Section 10. All Board members, upon retiring from office, shall deliver all records, procedure books and other property belonging to the RRAZ-PC to their successor.

## ARTICLE X DUTIES OF DIRECTORS

Section 1. **PRESIDENT:** The President shall carry out the direction and policies established by the Board. The President shall be the chief administrator of the RRAZ-PC and shall preside over all regular and board meetings; shall be an ex-officio member of all committees, shall appoint, with Board approval, the Chairs of Committees, and at the direction of the Board or membership, shall appoint Special committees as necessary.

In addition, the President shall negotiate for the RRAZ-PC contracts, such as equipment and instruction, and sign for contracts.

Section 2. **VICE-PRESIDENT:** The Vice President shall assist the president, shall in his/her absence, perform the duties of that office, and shall also perform such other duties and responsibilities as may be assigned from time to time by the President.

Section 3. **SECRETARY:** The Secretary shall record the minutes of regular and special meetings of the Board and membership and post the minutes in a timely manner, shall be in charge of all records of the RRAZ-PC, other than the Treasurer's and maintain an archive of documents involved in the governance of the RRAZ-PC, shall be responsible for correspondence as requested by the members of the Board, shall make available any reports required by the Association, and shall give notice of all Board and regular meetings at least 96 hours in advance and include the meeting's agenda with the notice.

Section 4. TREASURER: The Treasurer is the chief financial officer and shall be responsible for collecting the annual dues of the members and other monies, if required. He/she shall pay all bills owed by the RRAZ-PC; shall present a financial report at each meeting of the Board and membership, and shall complete all forms as required by and received from the Association. The outgoing Treasurer shall submit a financial report to the Board by the annual election.

Section 5. DIRECTORS AT LARGE: Directors at Large shall determine the schedule for facilities usage, subject to Board approval, and perform such duties and responsibilities as may be assigned by the President.

## ARTICLE XI COMMITTEES

Section 1. All committees, including both standing, ad hoc, and single purpose committees, and the chairpersons thereof, shall be appointed by the President. In both cases, standing committees can be established or modified only with Board approval.

All committees should have a clearly defined mission statement and will meet as often as appropriate. A committee must meet at least once a year or more often as appropriate.

Section 2. The mission of each committee shall be set by the President.

Section 3. Each committee shall maintain an up to date procedure book which shall describe the duties of the chair and the committee.

## ARTICLE XII FISCAL AND FINANCE

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

Section 2. An annual audit of the Treasurer's books shall be made by a committee of three (3) members appointed by the President. The audit shall be made by the end of the fiscal year, and shall be reported to the membership at the next regular meeting.

Section 3. Budget:

a. By the 1<sup>st</sup> week of November, the Board shall prepare an annual budget to be approved by the membership. A membership vote to accept the budget and/or change the dues will take place by the third week of November with no less than a two week period between both meetings to allow members to review the budget.

b. The budget may be revised as needed during the year with the approval of the Board and

membership.

c. No single unbudgeted expenditure in excess of five-hundred dollars (\$500) shall be made without the approval of the membership. Members may vote on such expenditure either during physical presence at a meeting or via email vote.

Section 4. The President, Vice-President, Secretary and Treasurer shall be authorized to sign checks.

Section 5. No member of the RRAZ-PC shall receive compensation for services rendered.

### ARTICLE XIII MEETINGS

Section 1. Membership meetings shall be held not less than once annually. The President will preside at all such meetings. These meetings shall be open to all members. The quorum for such meetings shall be at least ten percent (10%) of the RRAZ-PC members.

Section 2. The annual meeting of the membership shall be held on or before the 3<sup>rd</sup> week of October in each year, at such time and place as determined by the Board, for the purpose of electing directors whose terms have expired, receiving reports on the finances and activities, and for the transaction of such business as may come before the meeting. The President shall preside at all such meetings.

Section 3. Special meetings of the membership may be called at any time by the President or by any three (3) members of the Board provided notice of such meeting has been given by telephone or email to all members, at least five (5) days prior to the day of such meeting.

Section 4. The President may call meetings of the Board at any time by giving notice by telephone or email. The time and place of such meeting shall be determined by the President. A majority of the Board members shall constitute a quorum of the Board and therefore, may conduct any business brought before the Board at such meetings. These meetings shall be open to all members.

Section 5. From time to time the Board may determine that they must meet privately to consider different issues. These private meetings are known as Executive Sessions and can either be convened as separate meetings or, during a normal meeting of the Officers and the Board, a recess may be called and an Executive Session convened in order to have an opportunity to discuss input that's been offered in the regular meeting. Executive Sessions are not open to members.

Section 6. All meetings, unless otherwise designated, shall be held at such time and place as designated by the Board.

ARTICLE XIV  
PARLIAMENTARY AUTHORITY

Roberts rules of Order shall be the authority on all questions of parliamentary law unless in conflict with these Bylaws, or the Association governing documents or the laws of the State of Arizona.

## ARTICLE XV

### AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the RRAZ-PC members attending either by physical presence at a regular or annual meeting of the RRAZ-PC or via email prior to the date of the meeting. Written notice of each proposed amendment or proposed new Bylaw must be posted two (2) weeks prior to the meeting.

Section 2. All proposed amendments to these Bylaws are subject to final approval by RRAZ-PC.

## ARTICLE XVI

### DISSOLUTION

In the event of dissolution of the RRAZ-PC all assets will be donated to RRAZ HOA. 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 RRAZ-PC membership has authorized the President to do so. All members must be advised that they are liable for any debts incurred by the RRAZ-PC and must satisfy them in full prior to the RRAZ-PC's dissolution. If dissolution is contemplated, the membership and RRAZ HOA must be notified at least two (2) weeks in advance of the meeting date and time.

Adopted by \_\_\_\_\_ membership: \_\_\_\_\_  
(Date)

Amended by membership: \_\_\_\_\_  
(Date)

## SIGNATURES

Name \_\_\_\_\_

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RRAZ-PC President (please print)

Name \_\_\_\_\_

\_\_\_\_\_  
RRAZ-PC Vice-President (please print)

Name \_\_\_\_\_

\_\_\_\_\_  
RRAZ-PC Secretary (please print)

Name \_\_\_\_\_

\_\_\_\_\_  
RRAZ-PC Treasurer (please print)

Name \_\_\_\_\_

\_\_\_\_\_  
RRAZ-PC Director At Large (please print)

Name \_\_\_\_\_

\_\_\_\_\_  
RRAZ-PC Director At Large (please print)

Name \_\_\_\_\_

\_\_\_\_\_  
RRAZ-PC Director At Large (please print)