

SaddleBrooke HOA #1 Club By-laws

“United SaddleBrooke” Club

ARTICLE 1- NAME

The name of this organization/club shall be “United SaddleBrooke,” a non-profit organization, hereinafter referred to as “the Club.”

ARTICLE 2- VISION AND MISSION STATEMENTS

Section 1. The Club’s Vision: a single, unified SaddleBrooke.

Section 2. The Club’s Mission: to serve as a vehicle to discuss, debate and promote the unification of SaddleBrooke via collaborative efforts between the two HOAs.

ARTICLE 3- AUTHORITY AND LIMITATIONS

The Club will operate as an instrumentality of SaddleBrooke Homeowners Association #1 Inc., hereinafter referred to as “SBHOA#1” in compliance with its bylaws and regulations but will not conduct business or obligate funds in the name of SBHOA#1.

ARTICLE 4 – MEMBERSHIP

Section 1. Membership shall be open to any person who is a resident of SBHOA#1 or SBHOA#2. No eligible person shall be denied membership because of race, color, gender, sexual orientation, religion, or national origin.

Section 2. Annual dues shall be \$20.00. The Board of Directors may change the dues at any time at its discretion.

Section 3. All members in good standing in the Club shall be entitled to vote at any regular or special meetings of the club, and to participate in all club events upon compliance with all adopted regulations. Club business shall be decided by a majority vote of those present and voting. Proxy votes authorized in writing by a member will be considered valid.

Section 4. Membership in the Club shall not be limited in number.

Section 5. BENEFITS: Members may hold office, vote on Club business, attend Club functions and enjoy any benefits as established by these Bylaws, and/or as may be directed by the Board. Members shall not receive any refund of annual dues upon termination of membership.

Section 6: Any member or members who have not paid their annual dues in the fiscal year then due by March 1 of any calendar year shall automatically be removed from membership in the Club with no action required other than notification by the Secretary to the non-dues paying member as otherwise provided herein for notice. Such removal shall not entitle that member to a refund of any portion of the previously paid dues.

ARTICLE 5 – MEETINGS

Section 1. ANNUAL MEETING: A meeting of the members shall be held annually for the election of directors and the transaction of other business on such date in each year as may be determined by the Board, but in no event later than 100 days after January 1.

Section 2. SPECIAL MEETINGS: Special meetings of the members may be called by the Board, or the President and shall be called by the Board upon the written request of thirty percent (30%) or more of the outstanding memberships of the Club entitled to vote at the meeting requested to be called. Such request shall state the purpose or purposes of the proposed meeting. At such special meetings the only business that may be transacted is that relating to the purpose or purposes set forth in the notice thereof.

Section 3. LOCATION: Meetings of the members shall be held at such place within the bounds of SaddleBrooke, or outside that are in close proximity, as may be fixed by the Board.

Section 4: NOTICE OF MEETINGS:

- a. Notice of each meeting of the members shall be given in writing and shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting.
- b. A copy of the notice of each meeting shall be given, digitally or by first class mail, not less than ten nor more than sixty days before the date of the meeting, to each member entitled to vote at such meeting.
- c. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under this Section 4. Notice of a meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

Section 5. LIST OF MEMBERS AT MEETINGS: A list of the members as of the record date, certified by the Secretary shall be produced at any meeting of the members upon the request thereat or prior thereto of any member. If the right to vote at any meeting is challenged, the person presiding hereat, shall require such list of the members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be members entitled to vote thereat may vote at such meeting.

Section 6. QUALIFICATION OF VOTERS: Every member of record shall be entitled at every meeting of the members to one vote for every membership standing in its name on the record of the members.

Section 7. QUORUM OF MEMBERS: The holders of ten percent (10%) or more of the memberships of the Club issued and outstanding and entitled to vote at any meeting of the members shall constitute a quorum at such meeting. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

Section 8. ELECTRONIC VOTING: At the discretion of the Board, electronic voting may be used for issues to be decided at meetings of the members. For an electronic vote to be considered valid, at least ten percent (10%) of the membership must cast votes.

ARTICLE 6 – GOVERNING BODY

Section 1. The governing body of the Club is the Board of Directors, hereinafter referred to as "the Board", consisting of six individuals. Exactly three members of the Board shall be residents of SBHOA#1, and three members shall be residents of SBHOA#2.

Section 2. It shall be the duty of the Board to conduct, manage and control the affairs and business of the club between meetings of the regular membership.

Section 3. QUORUM: Four (4) members of the Board shall constitute a quorum.

ARTICLE 7 – OFFICERS & DIRECTORS

Section 1. The officers of the Club shall consist of the following: President, Vice-President, Secretary and Treasurer.

Section 2. In addition to the four officers, there shall be two directors at large serving on the Board of Directors.

Section 3. TERM OF OFFICE: All directors shall hold office for a term of two (2) years.

Section 4. The Board shall appoint members to fill vacancies occurring in any office, other than the Presidency. Should the President resign or become unable to fulfill his or her duties, the Vice-President will automatically assume that office.

Section 5. RESIGNATIONS: Any director of the Club may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Club. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 6: REPLACEMENT OF DIRECTOR: In the event a Director's position becomes vacant, the Board of Directors shall conduct a special election among the Members to fill that position. If less than a year and a day remain in the term of a vacated Directorship, the Board may appoint a member to fill that position.

Section 7: REMOVAL OF DIRECTORS: Any one or more of the directors may be removed for cause by a majority vote of the Board of Directors. Any or all of the directors may be removed with or without cause by vote of the members at any Annual or special meeting of the membership.

ARTICLE 8 – DUTIES OF OFFICERS

Section 1. PRESIDENT: The President shall be the chief administrator of the Club and shall plan the agenda and preside over all meetings; shall be ex-officio a member of all committees, except the Nominating Committee; shall appoint, with Board approval, the Chairpersons of Committees, and at the direction of the Board or membership, shall appoint special committees. In addition, the President shall negotiate the Club contracts, such as equipment and instruction, and sign for contracts for the Club, in addition to the appropriate SBHOA#1 representative.

Section 2. VICE-PRESIDENT: The Vice-President shall assist the President and shall, in his/her absence, perform the duties of that office.

Section 3. SECRETARY: Shall record the minutes of regular and special meetings of the Board and membership; in the absence of the Treasurer, shall read that officer's report; shall be in charge of all records of the club, other than the Treasurer's; shall be responsible for correspondence as required by the members of the Board; and shall make available any reports required by SBHOA #1. The Secretary shall notify SBHOA #1 in writing of any election of or change in the officers of the Club, using the "Club Officers" form provided by the HOA.

Section 4. TREASURER: Is the chief financial officer and shall be responsible for collecting the annual dues of the members and other monies, if required; maintaining accounts for deposit of all Club monies; shall pay all bills owed by the club and shall present a financial report to the Board or membership as requested.

ARTICLE 9 – NOMINATIONS AND ELECTIONS

Section 1. Beginning in 2025, three (3) Directors shall be elected every year in conjunction with the annual meeting of members, at which the electees will be announced.

Section 2. NOMINATING COMMITTEE: Prior to the election of directors, the Board shall appoint a Nominating Committee Chairperson. The Chairperson may appoint additional members. The Chairperson and additional appointed members constitute the Nominating Committee and are hereinafter referred to as "the Committee."

Section 3. SELF-NOMINATION: Any member may self-nominate themselves as a candidate for director.

Section 4. The Committee will prepare two slates of director candidates, one for candidates from SBHOA#1, and the other for candidates from SBHOA#2. The slates of director candidates assembled by the Committee shall be posted at least two weeks prior to the annual member meeting.

Section 5. Voting shall be by electronic polling, or by paper ballot if a member is unable to participate electronically. Members shall vote for a maximum of three candidates; however, the

maximum number of votes cast in each HOA slate shall not be larger than the numbers of directors required from that HOA . All members can vote for candidates in both slates. All votes will be jointly counted and validated by the Secretary and the Treasurer.

Section 6. The candidates in each slate with the largest number of votes are elected. The number of candidates elected in each HOA slate must not be greater than the number of directors required from that HOA. In the event an electee is unable to assume office, the candidate in the same slate with the next largest number of votes is deemed elected.

Section 7. A proxy ballot authorized in writing by a member will be considered valid.

Section 8. STAGGERED TERMS: For the election of directors beginning service in January 2024, three (3) directors shall be elected to serve a term of one year, and three (3) directors shall be elected to serve a term of two (2) years. The previous board of directors shall determine which electees shall serve terms of two years, and which shall serve terms of one year. In subsequent elections, all directors shall be elected to terms of two (2) years,

Section 9. The Board, as soon as may be practicable after the election of directors, shall elect a President, a Vice-President, a Secretary and a Treasurer. The remaining two directors shall be designated “directors at large.”

ARTICLE 10- COMMITTEES

The Board may establish standing or ad hoc committees to assist them in the administration of the Club. Each committee will operate under a Mission statement approved by the Board. These committees shall study specific areas of interest and advise the Board on appropriate policies and procedures in their areas. These committees may include, but are not limited to, the following:

- Finance Committee
- Research Committee
- Strategic Planning Committee
- Membership Committee
- Publicity Committee

Committee members shall consist solely of Club members in good standing. The Chairperson of each committee shall be approved by the Board, after which the Chairperson may select members of their respective committee. The Chairperson shall determine the size of their committee, consistent with execution of its Mission, although the Board has the right to limit the size of any committee. The President shall select a member of the Board to serve as a non-voting liaison of each committee.

ARTICLE 11- FISCAL AND FINANCE

The fiscal year shall be January 1 through December 31.

ARTICLE 12 – MEETINGS

Section 1. Board meetings shall be held as the Board deems necessary. Board meetings shall be open to observation by members, except that for consideration of sensitive matters, the Board may meet in closed executive session.

Section 2. The annual meeting of all members shall be held no later than ninety (90) days after January 1st.

Section 3. Special meetings may be called at any time by the President, or by any two (2) members of the Board provided notice of such meetings has been given by e-mail, telephone, or web posting, whichever is deemed appropriate, at least five (5) days prior to the day of such meeting.

ARTICLE 13 – AMENDMENTS

Section 1. These Bylaws may be amended by two-thirds (2/3) of the votes cast by the members either using electronic polling or paper ballot, or at a regular, special, or annual meeting of the Club provided written notice of each proposed amendment, or proposed new Bylaws, have been posted two (2) weeks prior to the meeting. Proxy votes authorized in writing by a member will be considered valid.

Section 2. All proposed amendments to these bylaws are subject to final approval by SBHOA#1.

ARTICLE 14- DISSOLUTION

If dissolution of the Club is contemplated, the membership must be notified at least two (2) weeks in advance of the date and time of any meeting at which dissolution will be considered. A simple majority of members voting at such meeting shall be sufficient to dissolve the Club. 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 members voting at the dissolution meeting have authorized him to do so. Any remaining assets will be donated in equal parts to three SaddleBrooke charitable organizations: Senior Village, the Golden Goose Thrift Shop, and SaddleBrooke Community Outreach.

Adopted by Membership: (Date) _____

SIGNATURES

Club President (Date)

Club Secretary (Date)

REVIEWERS/APPROVED

SBHOA#1 General Manager

(Date)

SBHOA#1 Board of Directors

(Date)