

**BYLAWS OF THE
SADDLEBROOKE RANCH TECHNOLOGY CLUB**

ARTICLE I --- NAME AND ORGANIZATION

1. The name of this organization shall be SADDLEBROOKE RANCH TECHNOLOGY CLUB hereinafter referred to as "SBRTC".
2. The SBRTC will not operate as an instrumentality of the SaddleBrooke Ranch Home Owners Association in compliance with its bylaws and regulations and will not conduct business or obligate funds in the name of the association.

ARTICLE II --- PURPOSE

The purpose of the SBRTC is to educate, encourage, and assist an adult population in the dissemination of general knowledge concerning technology related to computer hardware, software, peripherals and computerized devices that use hardware and software, which exists or may be developed, (hereinafter referred to as "Technology") and to provide access to computers, printers, and software in connection with these purposes.

ARTICLE III --- INFORMAL MEMBERSHIP

The SBRTC shall have an Informal Membership program, hereinafter referred to as "Membership", with the following characteristics:

1. Active participation in SBRTC activities shall be offered with Membership privileges to all SaddleBrooke Ranch residents, who support the purposes of the SBRTC as stated herein. As a condition of Membership, each person shall pay such dues and fees, and comply with such other conditions and requirements, as may from time to time be approved and adopted by the Board of Directors of the SBRTC, or set forth in these Bylaws as they now exist or as they may be hereafter amended.
2. In addition to its public purpose, the SBRTC shall be functioning on behalf of its Membership in that Membership shall have a strong voice in setting the goals and functions of the organization as well as in the organizational issues through a structure of advisory committees and assignments as described further in these Bylaws.

ARTICLE IV --- BOARD OF DIRECTORS

1. The Board of Directors, hereinafter referred to as the "Board," shall consist of five founding persons and thereafter elected directors as defined in Article VI, as well as the immediate Past President of the SBRTC who shall serve as an adviser and nonvoting Director of the Board.
2. The business and affairs of the SBRTC shall be managed and directed by its Board, which may exercise all such powers of the SBRTC as are described in the Articles of Incorporation and in these Bylaws.

3. Term of office for members of the Board shall be two years or until their successors are elected. The term shall begin on January 1 and continue through December 31 of each year. Term of office is limited to two consecutive terms.
4. No member of the Board shall hold more than one Director position at a time.

ARTICLE V --- OFFICERS

1. Officers of the SBRTC shall be a President, a Vice President, a Secretary and a Treasurer, that are all members of the Board of Directors and having the title of Director.
2. The President shall preside at all meetings of Board of Directors and the Membership meetings. The President shall sign, on behalf of the SBRTC, such documents as may be approved for signature by the Board and shall act as managing and directing head of the SBRTC, subject to general policies and objectives approved by the Board.
3. The Vice President shall have such powers and perform such duties as the Board may from time to time direct him, and in the absence or inability of the President shall carry out the duties of that office. If the President is unable to fulfill his/her term, the Vice President shall assume the office of President. Should other positions of the Directors become vacant, the President, with the approval of the majority of the Board of Directors, shall appoint an individual to fill the vacancy for the remainder of the term.
4. The Secretary shall record the minutes of all types of meetings of the Board and the Membership, shall make available to the Membership and other participants such communications and notices as the Board may direct.
5. The Treasurer shall maintain account of all monies of the organization subject to the following requirements:
 - a. The Treasurer shall have custody of funds of the SBRTC and shall deposit such funds in a bank checking account at an insured financial institution designated by the Board.
 - b. The Treasurer shall prepare and provide a report of the financial status of the organization at each meeting of the Board and Membership. Said report shall be attached to and become part of the official minutes of such meetings.
 - c. The Treasurer shall file any papers and periodic reports with the Arizona Secretary of State that is required by law or regulations of the State of Arizona or rules of the Secretary of State for nonprofit corporations.
 - d. The Treasurer, on behalf of the organization, shall cause to prepare and file the necessary income tax returns required by the Internal Revenue Code or following regulations and by the applicable tax laws of the State of Arizona.

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ARTICLE VI --- ELECTIONS

1. Election of Directors shall be staggered. The staggered election will start at the end of 2019 with the election of two Directors for the 2020-2021 term and then at the end of 2020 with the election of the other three Directors for the 2021-2022 term. Staggered election shall then continue on with a similar pattern for consecutive 2-year terms in the corresponding years.
2. There shall be a Nominating Committee which includes at least one Board member and at least two or more persons from the Membership recommended by any Director and approved by the Board. The Nominating Committee shall publish a list of candidates for the coming year. The list after approval by the Board shall be submitted at the last Membership Meeting of the calendar year.
3. After the election of Directors, the officers shall be elected by a majority vote of all other Directors. The officers so elected shall take their respective offices on the following first day of January.
4. The Board may make and make available to the Membership such provisions as they deem expedient for the nomination and election procedures to be followed at an annual or special meeting.

ARTICLE VII --- MEMBERSHIP MEETINGS

1. At least one Annual Membership Meeting shall be held in the last quarter of the year, at such time and place as the Board may determine. Notice of such meeting shall be made available between ten and twenty days - preceding such Annual Membership Meeting or in such manner as the Board of Directors may determine. The primary purpose will be the presentation of the slate of new Directors and approve the proposed budget for the upcoming year.
2. There is no participation or quorum requirement of persons having Membership for the Annual Membership Meeting. All action items referred to the Annual Membership Meeting shall be decided by the Board after consideration of input and advice from the Membership and their committees.
3. The SBRTC shall hold Regular Membership Meetings monthly or quarterly, except as otherwise directed by the Board, primarily for educational purposes. As the Board may determine; and if deemed necessary by the President, business of the SBRTC may be conducted at any such meeting without special notice.
4. Special Meetings of the Membership may be called by the Board and shall be held upon not less than fifteen (15) days after communicating to the Membership the purposes for which such meeting was called.

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ARTICLE VIII --- MEETINGS OF DIRECTORS

1. The Board of Directors shall meet regularly, at such time and place as it may determine.
2. Meetings of the Board shall be open and may be attended by the Membership or any other participants who are not Directors; but any such person shall have no vote, and may speak only by invitation or permission of the Board. The Board may decide to convene in an executive session and exclude attendance by the Membership and other participants.
3. The Board may meet in an extraordinary circumstance or in any consideration not directly addressed by the current SBRTC Bylaws which necessitates immediate attention. In such case, the President or any two Directors are empowered to call a Special Meeting of the Board to resolve the problem. Notice of the time and place of any such special meeting shall be given each Director by the Secretary, not less than twenty-four hours prior to the meeting. If an amendment to the Bylaws is necessary to resolve the issue, the Board shall follow the amendment process described in Article XI of these Bylaws.
4. At any regular or special meeting of the Directors, a quorum shall consist of three Directors if any required notice has been duly given. Action by the Board shall be by majority vote of the Directors present at the meeting.

ARTICLE IX --- STANDING POSITIONS

1. The President with the approval of the Board may, from time to time, provide for such standing or special committees as the President may deem necessary.
2. The Board may appoint persons as leads or members to each standing committee.

ARTICLE X --- FINANCES

1. The finances of this organization shall be derived from annual dues and fees paid by the Membership and other participants and augmented by contributions and monies raised or donated through fund-raising events, sponsorships, or individual donors.
2. The annual dues for Membership shall be set by the end of the fiscal year. The amount of the annual dues is established and may be modified from time to time through recommendation to and decision by the Board of Directors.
3. Nonmember participation in SBRTC events may be subject to a fee. Determinations about charging or not charging a fee, and the amount of the fee shall be subject to Board approval.
4. The fiscal year shall run from July 1st through June 30th of the following year.
5. The Treasurer shall prepare an annual budget preapproved by the Board to be presented for input and advice at the next General Meeting following the end of the fiscal year. The budget may be revised as needed during the year with recommendation to and decision by the Board.

6. An annual review of the Treasurer's records shall be made by a committee of two (2) Members appointed by the Board and shall be reported to the Membership at the next regularly scheduled General Membership Meeting.
7. The President and the Vice President shall be authorized to sign checks.
8. As stated in the SBRTC Conflict of Interest Policy, no officer of the organization shall receive compensation for services rendered, unless such compensation is allowed by the policy.
9. Expenditures exceeding \$500 that are not specifically identified in the annual budget shall be subject to approval by the Board.

ARTICLE XI --- AMENDMENTS

1. These Bylaws may be amended at any regular or special meeting of the Board, provided a quorum is present and notice of any such proposed amendment has been given, as required by these Bylaws.
2. If an Amendment or an extrapolation of the Bylaws is recommended and is approved by the Board in a quorum vote, it may go into effect immediately or may be placed in a "Temporary Status" for a ninety (90) day period only. Within the ninety-day period, the resolution may be presented to the Membership for input and advice. After the receipt of input and advice, the Board may modify the Amendment upon its own consideration or allow it to go into effect without any change.

ARTICLE XII --- PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Revised shall govern the parliamentary procedures of all SBRTC governance events, including the meetings of the Board, Membership, and any standing or special committees, in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or the special rules of order of the SBRTC.

ARTICLE XIII --- ADOPTION OF THE FIRST SET OF BYLAWS


The first set of Bylaws shall be adopted only after presentation at a General Membership Meeting of the SBRTC for input and advice. The adoption of the Bylaws is the sole responsibility and authority of the Board of Directors. All amendments shall be controlled under Article XI of these Bylaws.

Bylaws certified by Board of Directors:

Dated: June 1 / 2019



President, Board of Directors
Lawrence Schweitzer



Secretary, Board of Directors
Anthony Pietrzykoski