

# RIO VERDE HORSEMEN'S ASSOCIATION (RVHA)

An Arizona Corporation, identified herein as "Association"

## BYLAWS

Revised June 2023

### ARTICLE I - MEMBERS

**Section 1. Members.** Any person 18 years of age or older who fits the criteria below may apply for membership. All membership dues are reviewed and set annually by the board. There shall be six (6) classes of membership:

- a) **Voting Single Membership.** A voting member shall own, in whole or in part, real property in the unincorporated area of Maricopa County, Arizona, lying east of the Scottsdale city limits, south of the Tonto National Forest, north of the McDowell Mountain Regional Park, and west of the Verde River, excluding the communities of Tonto Verde, Rio Verde and Trilogy.
- b) **Voting Household Membership.** Voting household members include up to two (2) persons 18 years of age or older living at a single address at least one of whom is a property owner in the same area as §1a) above. A voting household membership allows two (2) residents of that address to vote.
- c) **Non-voting Single Associate Membership.** An associate member is anyone 18 years of age or older and not a property owner of the area described in a) or b) above. Associate members do not have voting privileges but receive all the other benefits of membership.
- d) **Non-voting Associate Household Membership.** Non-voting household members include up to two (2) persons 18 years of age or older and not a property owner of the area described in a) or b) above. Non-voting associate household members do not have voting privileges but receive all the other benefits of membership.
- e) **Voting Lifetime Single Membership.** A voting lifetime member shall own, in whole or in part, real property in the unincorporated area of Maricopa County, Arizona, lying east of the Scottsdale city limits, south of the Tonto National Forest, north of the McDowell Mountain Regional Park, and west of the Verde River, excluding the communities of Tonto Verde, Rio Verde and Trilogy.
- f) **Voting Lifetime Household Membership.** Voting lifetime household members include up to (2) persons 18 years of age or older living at a single address at least one of whom is a property owner in the same area as §1) above. A voting household membership allows two (2) residents of that address to vote.

**Section 2. Conditions for Membership.** The Board of Directors shall approve membership based on the applicant agreeing with the mission statement of Rio Verde Horsemen's Association (RVHA), namely:

*The Rio Verde Horsemen's Association is dedicated to protecting all horse properties, large and small facilities alike, and preserving horse privileges along with our rural lifestyle.*

- *The Association is committed to uniting our horse community in working toward these goals.*
- *Membership is open to all horse owners and non-horse owners alike, who support our purpose.*
- *We are not a Homeowners Association; we do not restrict, regulate, or police.*

**Section 3. Membership Dues.** Every application for membership should be accompanied by the membership dues. Should an application for membership not be approved by the membership committee, the dues shall be refunded.

- a) Dues shall be annual, based on the calendar year and fixed by the board prior to November 1st of each year, for the ensuing year.
- b) Dues for renewing members shall be due and payable on or before the expiration date. A one-month grace period before email communication is discontinued.

**Section 4. Expiration of membership.** Memberships expire one year from the date on which the membership was initiated.

**Section 5. Termination of membership.** Membership in the Association may be terminated by: (i) member's written or verbal notice to the Board of Directors, (ii) failure to pay annual dues, or (iii) a three-fourths (3/4) vote of the board due to violation of conditions stated in §2 above.

**Section 6. Member's rights upon termination of membership.** In the event of a termination of membership, regardless of how terminated, the member shall not receive a refund, in whole or in part, of the dues paid by that member.

**Section 7. Voting rights and powers.** Each voting member shall be entitled to one (1) vote. Associate members are not entitled to vote.

**Section 8. Prohibited member actions.** No members, board members or officers shall state or infer association with the RVHA in an unauthorized manner. Doing so may result in expulsion from the RVHA. Unauthorized behavior includes but is not limited to using membership information for personal gain; sharing confidential information; conflict of interest; speaking on behalf of the Association without Board permission.

## **ARTICLE II - MEMBERSHIP MEETINGS**

**Section 1. Regular meetings.** The time, place, and frequency of regular meetings shall be determined by the Board of Directors. Members who wish to speak at a meeting may submit a request to the president in advance and will be given an opportunity to speak prior to the start of the business aspect of the regular meeting.

**Section 2. Annual meeting.** The annual meeting for the Association shall be held each year, at such time and place as shall be determined by the Board of Directors.

**Section 3. Special meetings.** Special meetings of the members of the Association for any purpose may be held when called by a majority of the Board of Directors, or by not less than twenty percent (20%) of the voting members of the Association.

**Section 4. Notice of meetings.** Written notice of any annual, or special meeting shall be mailed or emailed to each member at least ten (10) days prior to such meeting. Such notice shall state the time and place, the major purpose, and whether it is a annual, or special meeting.

**Section 5. Quorum.** To call a vote at any membership meeting requires a simple majority vote of those present. Electronic voting options may be utilized including Board elections.

### ARTICLE III - DIRECTORS

**Section 1. Directors.** The Association shall not have more than nine (9) directors, and no less than five (5) directors elected from the voting membership at large. Two directors cannot reside at a single household address.

**Section 2. Election.** The Board of Directors are elected for a two (2) year term with staggered elections occurring annually.

**Section 3. Eligibility.**

- a) Each director must be a voting member of the Association.
- b) All directors must be bondable.

**Section 4. Term.** Each director shall hold office until their term expires. Any board member wishing to resign shall give written or verbal notice to the board indicating their intention to resign, including the date their resignation will be effective.

**Section 5. Special meetings of the Board of Directors.** Special meetings of the Board of Directors may be called by the president or by any two (2) members of the board by giving 48 hours' notice, written or oral, to each member of the board unless notice is waived. Special meetings of the board shall be held at such times and places as determined by the board.

**Section 6. Emergency actions.** The president of the Association or a majority of the members of the Board of Directors may contact members of the board regarding affairs of the Association, which may require immediate action on the part of the board. Emergency actions are those actions which cannot be postponed until the next scheduled regular board meeting. The affirmative or negative answer of the majority of the board shall have the same force and effect as if the board had met in a duly called special meeting.

**Section 7. Quorum.** At all meetings of the Board of Directors, a majority of the members of the board shall constitute a quorum for the transaction of business. If a quorum exists, the affirmative vote by the majority of those present shall be the act of the board. If at any meeting of the board, there is less than a quorum present, those present shall adjourn the meeting.

**Section 9. Removal from the Board of Directors.** Any board member may be removed with cause by a two-thirds (2/3) vote of the full board. Malfeasance, misfeasance, misappropriation of funds, violations of fiduciary responsibility and any action placing the Association or its reputation at risk, in the sole determination of the board, constitute cause for removal. Any board member missing four (4) regular board meetings without cause may be removed from the board, effective immediately, by a two-thirds (2/3) vote of the full board. Said person shall be notified in writing.

#### **ARTICLE IV – DUTIES OF THE BOARD OF DIRECTORS**

**Section 1.** To appoint the officers from the elected Board of Directors to serve until the next annual election.

**Section 2.** To transact the business and supervise the affairs of the Association in the interim between duly called meetings of the members.

**Section 3.** To determine the time and place of membership meetings and to report to the members the business transacted since the preceding meeting. Approved minutes of all Board of Director meetings

**Section 4.** To determine which officers, directors, or other persons acting on behalf of the Association shall be bonded, and fix and approve the bond of each and to obtain adequate insurance for the Association. Insurance requirements shall be reviewed periodically to assure adequate coverage and value.

**Section 5.** To create regular and special committees as the need for them arises and to designate the powers and duties of the same.

**Section 6.** To approve the appointment of the chair of all committees.

**Section 7.** To select a depository for Association funds.

**Section 8.** To appoint a replacement for any officer or director should a vacancy occur. Said appointees shall serve until their term expires.

**Section 9.** To determine the time and place of the annual meeting and to appoint an election committee at least thirty (30) days prior to the election.

**Section 10.** To provide for reimbursement of expenses incurred by the members of the Board of Directors or any other person authorized by the board to act on behalf of the Association.

#### **ARTICLE V – OFFICERS**

**Section 1. Officers.** The officers of this Association shall consist of president, vice president, secretary, and treasurer.

**Section 2. Eligibility.**

a) Each officer must be a voting member of the Association.

b) All officers must be bondable.

**Section 3. Term Limitations.** The president, duly elected by the Board of Directors, although subject to election every year, shall have a term limit of four (4) years, unless no such qualified person is willing to serve. Each officer shall hold office until a successor has been elected or until said officer's resignation or removal.

## ARTICLE VI – DUTIES OF OFFICERS

**Section 1. President.** The president shall preside at all meetings of the members of the Association and shall be the chair of the Board of Directors. The president shall vote only in the case of a directors' tie vote. The president shall appoint the chair of all committees, with the approval of the board, and shall be an ex-officio member of all committees. The president may appoint the Association's Parliamentarian as needed.

**Section 2. Vice President.** The vice president shall assume and discharge the duties of the president in the president's absence. In the event of a vacancy occurring in the office of the president, the vice president shall assume the duties of the president until the next annual meeting. The vice president shall perform such other duties as may be assigned to the vice president by the board.

**Section 3. Secretary.** The secretary shall keep the minutes of all meetings of the Association and perform other such duties as may be assigned to the secretary by the board. The secretary is responsible for submitting files of approved meeting minutes to the webmaster to post on the website.

**Section 4. Treasurer.** The treasurer shall receive and have charge of all funds of this Association and keep a record of all receipts and disbursements. The treasurer shall also:

- a) Submit a written financial report at each regularly scheduled meeting of the Board of Directors.
- b) Submit a written annual/fiscal report to the Association at each annual meeting.
- c) The treasurer shall file reports and returns with the State and Federal governments as required.
- d) The treasurer shall perform such duties as may be assigned to the treasurer by the board.

**Section 5. Spending Authority.** Either the president or treasurer is authorized to make expenditures on behalf of the Association. Spending limits may be established by the board and are based on the financial needs of the Association to operate on a monthly and annual basis. Spending limits may be modified by the board as the needs of the Association change and approval recorded in meeting minutes. The president and treasurer may not exceed amounts approved by the board.

## ARTICLE VII – ELECTIONS

**Section 1.** For each annual election, the membership shall elect sufficient directors to fill all vacancies. If the number of nominations received does not exceed the number of director vacancies, then the outcome of an election would not be any different than accepting the individual(s) onto the Board. In this circumstance the Board may opt to accept the nominee(s) in lieu of holding an election.

**Section 2. Election committee.** The election committee shall consist of at least one (1) member of the Board of Directors and at least one (1) voting member from the general membership. The committee's duties are:

- a) Inform and recruit prospective candidates and nominees from the voting membership by distributing information including the procedure and deadline for submitting an application for candidacy.
- b) Accept and review the applications and nominations of all candidates to ensure each meets the eligibility requirements.
- c) Give written notice to all candidate applicants and nominees of their acceptance as candidates or the denial of their candidacy due to eligibility requirements.
- d) Establish the voting deadline and initiate distribution of ballots, including candidates' applications, to the voting membership.
- e) Announce election results.

**Section 3.** A count of all the votes tendered by the deadline shall constitute an election. With respect to the open director positions, those candidates with the highest number of votes shall be declared elected. In case of a tie, the choice shall be decided by coin toss.

## ARTICLE VIII – FISCAL YEAR

**Section 1.** The fiscal year of the Association shall be the calendar year.

## ARTICLE IX – PARLIAMENTARY AUTHORITY

**Section 1.** Robert's Rules of Order, Revised, shall govern all meetings of the Board of Directors and the Association in all cases in which they do not conflict with the bylaws of the Association.

## ARTICLE X – AMENDMENTS

**Section 1.** These bylaws may be amended by the Board of Directors should the Board determine that the change to the bylaws is minor and would not impact the substance of the document.

**Section 2.** These bylaws may be amended by a simple majority vote of the membership votes received.

**Section 3.** There shall be a standing rules committee approved by the Board of Directors. The committee shall review and make, if necessary, recommendations to the board for amendments or changes to the bylaws. The board shall approve or deny the recommended changes and then submit the approved changes to the voting membership for a vote.