

## **The Women of Quail Creek**

*An organization for women residents in  
the Quail Creek community located in*

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*the Green Valley area of Sahuarita, AZ*

## **BYLAWS**

# **THE WOMEN OF QUAIL CREEK BYLAWS**

## **ARTICLE I: NAME**

The Organization shall be known as “The Women of Quail Creek “(TWOQC).

## **ARTICLE II: PURPOSE**

**Section 1.** TWOQC is a non-profit corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code. The purpose of the organization is two-fold – 1) to raise funds for charitable purposes, and 2) to provide opportunities for educational and social interactions for the women who reside in Quail Creek.

## **ARTICLE III: NON-PROFIT NATURE**

**Section 1.** TWOQC is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code. No part of the net earnings of TWOQC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, above.

**Section 2.** Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding

section of any future Federal Tax Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

**Section 3.** TWOQC is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual (excluding educational scholarships provided to worthy individuals not residing in Quail Creek). The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Bylaws.

**Section 4.** No officer or director of this corporation shall be personally liable for the debts or obligations of TWOQC of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE IV: MEETINGS**

**Section 1.** Meetings of the corporation shall be held as deemed necessary.

**Section 2:** Membership programs and events shall be held as scheduled by the Director of Programs.

**Section 3.** The Annual Membership Meeting and Special meetings of the corporation shall be held at any time at the discretion of the Executive Board, provided notice is given to the members no less than seven (7) days prior to the meeting by posting on the corporation's communication platform.

**Section 4.** All members in good standing shall be entitled to vote at any regular or special meetings and to participate in any proceeding.

**Section 5.** TWOQC members may bring a female guest to the holiday luncheon.

**Section 6.** In addition to the holiday luncheon, there shall be one designated event per year as scheduled by the Program Committee where a TWOQC member may invite one nonmember (male or female). The nonmember guest must be registered with the member at the time that the member RSVPs to the event.

## **ARTICLE V: MEMBERSHIP AND DUES**

**Section 1.** Membership is open to all women who reside in Quail Creek as either a homeowner or a renter. There shall be only one class of membership.

**Section 2.** Annual calendar-year dues shall be collected by the Director of Membership each calendar year. Those who have not renewed by December 31st shall be removed from the Membership Roster. New members joining on or after October 1st shall pay full dues for the current year and be considered as fully paid through December 31st of the following year.

**Section 3.** The amount of annual dues may be changed by action of the Executive Board.

## **ARTICLE VI: OFFICERS AND DIRECTORS**

**Section 1.** The Women of Quail Creek shall be governed by an Executive Board consisting of nine elected members: President, President-Elect, Secretary, Treasurer, Director of Membership, Director of Scholarships, Director of Community Outreach, Director of Publicity, and Director of Programs. All Executive Board members, members holding leadership/support positions, and committee members shall be residents of Quail Creek and members in good standing.

**Section 1.a.** The term of office for the President and President-Elect shall be one year each.

**Section 1.b.** The President-Elect shall be chosen in December of each year by a vote of the general membership for a term of one year. After said term, she shall accede to the Presidency for a one-year term. There shall be no election for the position of President.

**Section 1.c.** The term of office for the positions of the Secretary, Treasurer, Director of Membership, the Director of Publicity, Director of Scholarships, Director of Community Outreach, and the Director of Programs shall be two (2) years. These officers or directors may serve a maximum of two terms in the same office. Subsequently, the same person may be elected to a different office for an additional elected term.

**Section 2.** Meetings of the Executive Board shall be held monthly or as often as deemed necessary by the Executive Board. In matters requiring a vote of the Executive Board, the President shall cast the tie-breaking vote. Pertinent items from the Executive Board meetings shall be made available to the General Membership.

**Section 2.a.** Quorum and Voting. Per Arizona State law, a quorum shall be a majority of the fixed number of directors if the corporation has a fixed board size, except as stated in Article XII. The Chairperson shall announce the presence or absence of a quorum at the beginning of each Executive Board meeting. All motions require a quorum to be present.

**Section 2.b.** The Executive Board shall be able to vote on a motion via email if the President determines time is of the essence and an immediate decision by the Board is necessary. Only one motion per email is allowed. Any wording of a motion brought forth in this manner shall be approved by President. The President shall send an email to the Board with the proposed motion and any background information that is necessary for the Board to make a sound decision. The Board has a responsibility to ask questions via email and fully understand the issue at hand before responding with a vote. Each Board member shall 'reply all' to the President's email. All Board members must vote in order for the vote to be valid. The Secretary shall maintain records of the email responses and prepare a document for the subsequent Board meeting. The results of said vote shall be ratified at the next Executive Board meeting following said email vote.

**Section 2.c.** Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**Section 3.** If an elected officer or director is absent from more than three consecutive Executive Board meetings without approval of the Executive Board, that office shall be declared vacant. The President shall, with the ratification of the Executive Board, appoint a successor to complete the vacant position.

**Section 4.** In the event of a resignation and/or termination of any elected officer or director, other than the President-Elect, her successor shall be appointed by the President with ratification of the Executive Board. The appointed successor shall serve for the remaining term of the resigning officer or director.

**Section 4.a.** In the event the President cannot complete her term of office, the President-Elect shall serve for the duration of the unexpired term and then accede to the Presidency.

**Section 4.b.** In the event the President-Elect cannot complete her term of office, the corporation shall hold a Special Election as outlined in Article IX, Section 6, below.

**Section 5.** Any member of the Executive Board may be removed from office by a majority vote of no confidence by the remaining members of the Executive Board. Said vote shall only take place after notification in writing to that officer of the pending action. The Executive Board shall convene and vote by secret ballot.

**Section 6.** Election of officers and directors shall take place as set out in Article IX below.

## ARTICLE VII: DUTIES OF OFFICERS AND DIRECTORS

### Section 1. The President shall:

- Be the chief administrator for the corporation.
- Preside over all General Membership Meetings and Executive Board meetings.
- Maintain all official corporate records including, but not limited to, the Articles of Incorporation and 501(c)(3) paperwork in a secure location.
- Appoint a Parliamentarian if necessary.
- Cast the deciding vote in the event of a tie on any Executive Board decisions.
- Convene the Annual Meeting.
- Appoint all project coordinators and/or chairs of special committees.
- Be authorized to sign all contracts or agreements on behalf of the corporation.
- Have signature authority for all corporation bank accounts.
- Act as the corporation's representative in any matters before the POA.
- Be a full-time resident of Quail Creek.
- Oversee a review of the Bylaws as necessary.
- Oversee and coordinate the Grant Committee when the Board determines it is necessary for the Committee to conduct business.
- Oversee a review of governing policies prior to December 1st of each year.

### Section 2: The President-Elect shall:

- Assist the President as requested.
- Serve on committees as directed by the President.
- Perform specific duties as assigned by the President.
- Assume the President's duties in her absence.
- Be an ex-officio member of all committees except the Nominating Committee.
- Be a full-time resident of Quail Creek.

### Section 3: The Secretary shall:

- Record the minutes of all Executive Board meetings, the Annual meeting, and meetings where corporation business requires a vote.
- Send and maintain a record of greeting cards sent to members.
- Confirm that notices of Board meetings, annual meetings or special meetings of the Board and shall confirm that minutes of said meetings are posted on TWOQC website or other locations as determined by the Executive Board
- Review and, if necessary, update governing policies relating to the duties of the Secretary prior to December 1st of each year.

### Section 4: The Treasurer shall:

- Maintain the banking accounts and issue payments and make deposits in a timely manner in accordance with all financial policies.

- Keep financial records and prepare the monthly financial reports for Board meetings as well as any ad hoc requests for reports, as needed.
- Support all financial activities as directed by the Board including audits, the preparation of tax returns, regulatory filings, and trainings.
- Review and, if necessary, update governing policies relating to financial activities prior to December 1st of each year.

**Section 5:** The Director of Membership shall:

- Oversee and coordinate membership.
- Update and maintain the membership database contact information.
- Prepare a membership roster at the end of each year as required by document retention policy
- Review and, if necessary, update governing policies relating to membership activities prior to December 1st of each year.

**Section 6:** The Director of Publicity shall:

- Serve as coordinator of publicity.

**Section 7:** The Director of Community Outreach shall:

- Identify and develop potential in-kind service and fundraising projects in the greater Green Valley/Sahuarita area.
- Act as Budget Manager and ensure compliance to the Community Outreach budget.
- Review and, if necessary, update governing policies relating to Community Outreach activities prior to December 1st of each year.

**Section 8:** The Director of Scholarships shall:

- Serve as the Director of all-scholarship fundraising activities.
- Ensure all fundraising and fund disbursements meet the 501(c)(3) requirements.
- Act as Budget Manager and ensure compliance to the Scholarship budget.
- Review and, if necessary, update governing policies relating to the Scholarship Committee activities prior to December 1st of each year.

**Section 9:** The Director of Programs shall:

- Oversee and coordinate the Programs Committee.
- Oversee and coordinate small groups, programs, events, and luncheons, including the posting of such events on the organization's communication platform.
- Coordinate with the Webmaster and Director of Publicity to publicize the events.
- Act as Budget Manager and ensure compliance to the Program budget.

- Review and, if necessary, update governing policies relating to Program Activities prior to December 1st of each year.

## ARTICLE VIII: PROJECTS AND COMMITTEES

**Section 1.** From time to time, projects will require skills of a uniquely qualified member of TWOQC and a designated back-up. These projects shall be overseen by a Project Coordinator appointed annually by the President subject to the approval of the Executive Board.

**Section 1.a.** Special projects may include:

- **Webmaster** is responsible for maintaining the organization's website and managing data storage and social media
- **Activities Coordinator** shall coordinate all events at the Madera Clubhouse and other venues as requested by the Executive Board.
- **Club Photographer** shall coordinate the taking of photographs at official corporation functions for the permanent records of the corporation. She will coordinate with the Webmaster to post photographs to online photo albums.
- **Decorations Coordinator** shall be responsible for decorations and celebratory preparations for special programs of the corporation. Coordinator shall establish a committee to assist with the decorations for events. She shall work within a budget established by the Executive Board and shall be reimbursed for all authorized expenses.
- **Communication Platform Top-Tier Assigned Administrators** shall maintain the organization's communication's platform.

**Section 1.b.** The Project Coordinators shall not be entitled to vote at the Executive Board meetings.

**Section 1.c.** Projects may be retired by the Executive Board when no longer deemed necessary or effective.

**Section 2.** Committees are established to carry out the mission of the organization. The President, at her discretion, may convene committees, both sitting and ad hoc, and appoint committee chairs.

**Section 2.a.** Those committees under the direction of an Executive Board member shall have a Chair appointed by the Executive Director and approved by the Executive Board. Said Chair shall coordinate the committee's efforts and serve for a term not to exceed two years. At the end of two years, a new Chair shall be appointed. Ad Hoc Committees shall be formed to

accomplish specific goals and a committee Chair shall be designated by the President. Those committee durations shall be established based on the goals and needs of TWOQC.

**Section 2.b.** The Committee Chairs shall be responsible for operating within the budget guidelines established by the Executive Board. Committees shall adhere to the policies for reimbursement and deposits.

**Section 2.c.** The Committee's publications shall be routed through the corresponding Executive Director and Director of Publicity for review and approval.

## **ARTICLE IX: NOMINATION AND ELECTION OF OFFICERS**

**Section 1.** By September 30th, the President shall announce the appointment of a Nominating Committee, via the organization's communication's platform, consisting of no more than three (3) members, whose duty it is to establish a slate of candidates for the respective open officer positions. No Executive Board member shall serve on the Nominating Committee and no member of said committee shall run for office in that election.

**Section 1.a.** The Nominating Committee shall solicit potential candidates through a post on the organization's communication's platform to the general membership.

**Section 1.b.** The Nominating Committee shall contact the prospective candidates and obtain a written consent of those nominated or volunteered.

**Section 2.** The following offices shall be elected in odd-numbered years and take office January 1<sup>st</sup> of the following even-numbered year.

- President -Elect
- Director of Publicity
- Secretary
- Director of Programs

The following offices shall be elected in even-numbered years and take office January 1<sup>st</sup> of the following odd-numbered year.

- President-Elect
- Director of Membership
- Treasurer
- Director of Scholarships
- Director of Community Outreach

**Section 3.** To be eligible to serve as President-Elect, a nominee must be a member in good standing for a minimum of one year and actively participating within TWOQC.



**Section 4.** The Nominating Committee shall announce the proposed slate of officers on the organization's communication's platform by November 15th.

**Section 4.a.** In the event the Nominating Committee is unable to find a candidate for any of the above positions, except for the President-Elect, and there are no nominations for said position at the end of the election process, the President shall appoint an individual to fill that position with ratification by the Executive Board.

**Section 5.** The election of Officers and Directors shall take place via online balloting by December 1st of each year. The results of the election shall be announced on the organization's communication's platform following the tabulation of the votes. Further, the elected Officers and Directors shall be introduced at the Holiday Luncheon.

**Section 6.** In the case of a Special Election for President-Elect pursuant to Article VI, Section 4.b, above, the President shall appoint a Nominating Committee and hold an election in a timely manner as set out in this Article.

**Section 7.** In the event of a Special Election, all announcements and voting shall take place as set out in this Section.

## **ARTICLE X: RESTRICTIONS**

**Section 1.** No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2.** Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt for federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

**Section 3.** Members of TWOQC shall not enter into a verbal or written contract to provide services to this organization without prior approval of the Executive Board. All contracts/agreements shall originate with the Executive Board. Any commitment for services or payment for such services shall not be honored without said approval.

## **ARTICLE XI: DISSOLUTION**

**Section 1:** Upon termination or dissolution of TWOQC, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organization have a charitable purpose which, at least generally, includes a purpose similar to the termination or dissolving corporation.

The organization to receive the assets of TWOQC hereunder shall be selected by the discretion of a majority of the executive board of TWOQC and, if its members cannot agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against TWOQC by one (1) or more of its executive board which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to organizations located within the State of Arizona.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Arizona to be added to the general fund.

**Section 2.** No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set out in Article II, above.

## **ARTICLE XII: AMENDMENTS**

**Section 1.** The Bylaws shall be amended or revised as needed by a two-thirds majority vote of the Executive Board.

**Section 2.** The Bylaws shall be reviewed and amended or revised as needed.

- Notice of an amendment meeting shall be posted to the membership.
- For Bylaws revisions, the Secretary shall post suggested revisions on the organization's communication platform to allow the general membership a minimum of three weeks to review and provide comments. The Board shall consider comments prior to amending the Bylaws.

## **ARTICLE XIII: PARLIAMENTARY AUTHORITY**

**Section 1.** Robert Rules of Order shall be the guideline for all questions of parliamentary law unless in conflict with these Bylaws.

Approved and adopted by the Executive Board of The Women of Quail Creek on October 11, 2024.