



SunBird Golf Club

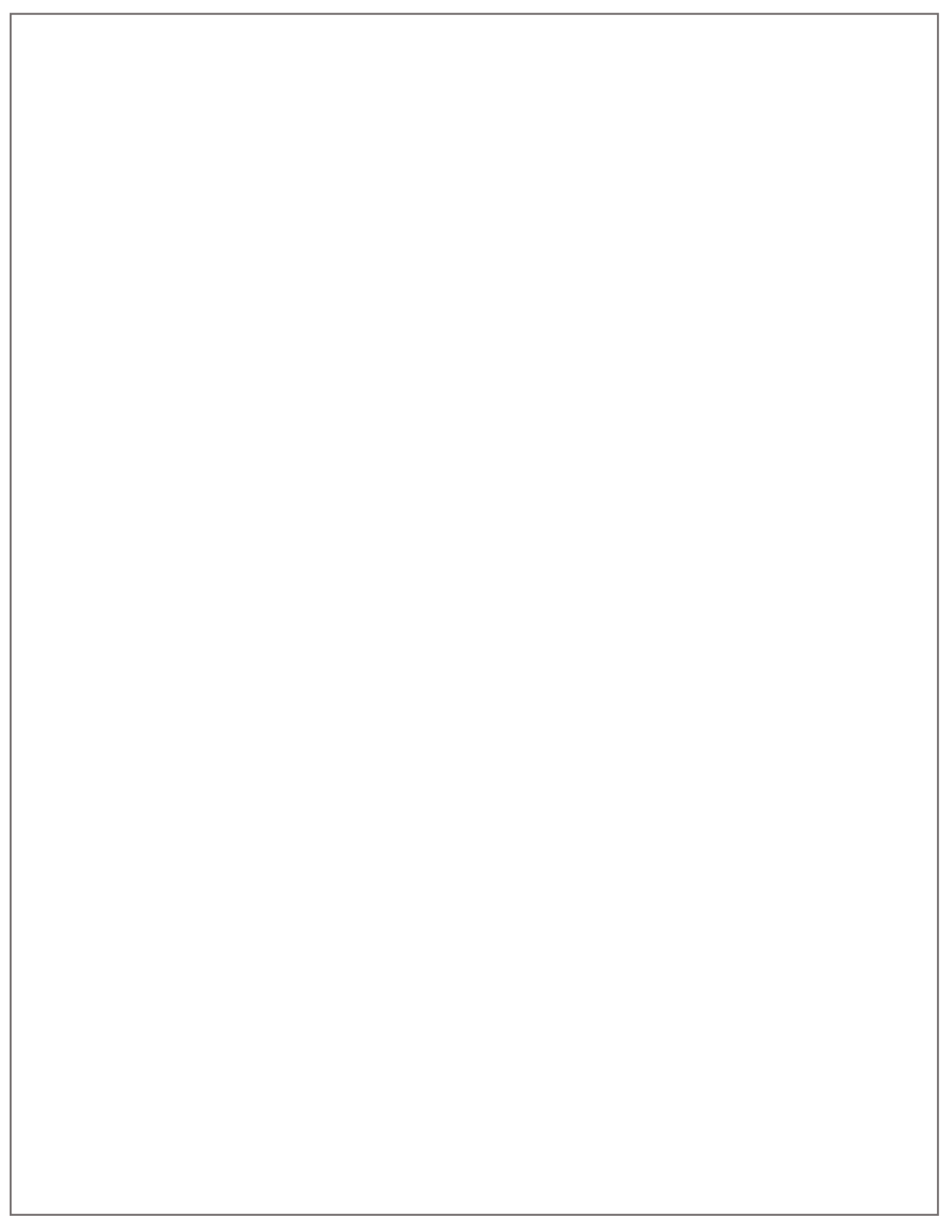
Bylaws of SunBird Golf Club, Inc.

Revised/Approved April 15, 2022

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BYLAWS
SUNBIRD GOLF CLUB INC.

ARTICLE I. ORGANIZATION

1. NAME. The name of the Corporation shall be SunBird Golf Club Inc., hereafter referred to as "Club".
2. ADDRESS. The principal office of the corporation shall be 6240 SunBird Boulevard in Chandler, Arizona. The mailing address shall be prescribed by the Board of Directors.
3. PURPOSE. The purpose for which the Club was formed is to acquire, maintain and operate a golf club in Chandler for the benefit of its members and their guests.
4. SEAL. The corporate seal shall be circular in form and shall have inscribed thereon in the outer circle the words "SUNBIRD GOLF CLUB, INC." and in the inner circle, the words "CORPORATE SEAL 2001".

ARTICLE II. MEMBERSHIP

1. MEMBERSHIP ELIGIBILITY.

- A. Membership shall be available to all individuals provided SunBird homeowners comprise a majority of all memberships. The number of non-homeowner memberships shall be determined by the Board of Directors.
 - (1) Full Memberships will be considered as two Single Memberships, each with all the rights, responsibilities and privileges of membership.
 - (2) Single Memberships will entitle only the person whom the membership is issued to the rights and privileges of membership.
 - (3) Other memberships may be sold for such amounts in such numbers as the Board of Directors shall determine from time-to-time.

Tenants of a member living in the residence at SunBird Golf Resort for which the membership was purchased shall be entitled to the rights of members, subject to the type of membership and to the dues requirements set forth below.

- B. Qualifications for eligibility in addition to that set forth in subparagraph A. above shall be established from time-to-time by the Membership committee subject to the approval of the Board of Directors.
- C. Prospective members shall submit an application for membership on such forms as shall be approved from time-to-time by the Board of Directors. Such application shall contain an acknowledgement that the prospective member has received and read a copy of the then current Bylaws and Rules & Regulations governing membership.

2. MEMBERSHIP PURCHASES AND TRANSFERS.

- A. A membership sold prior to 2/13/2013 must be surrendered to the Club when the member sells his or her residence in SunBird Golf Resort. However, individuals who became members while they owned a dwelling in SunBird Golf Resort shall be allowed to remain members if they sell such dwelling, regardless of whether they purchase another. The exception to this rule will be if a resident selling his or her residence in SunBird Golf Resort holds a membership, and the buyer of that resident's home desires to purchase the selling resident's membership, then the buyer of the residence shall have the first right to buy such membership within fifteen (15) days of close of escrow on the property.
- B. All memberships sold after 2/13/2013 shall be non-redeemable. Consequently, the following surrender provisions do not apply to memberships sold after 2/13/2013.
- C. When a membership is surrendered to the Club for redemption, the Board of Directors shall reimburse that membership only after a new membership of equal or greater value is sold. If new memberships are sold of lesser value (including installment payments) and the total exceeds the amount of the membership waiting for redemption, then that membership will be redeemed. Redemptions will be paid in the order that they were first surrendered to the Club for redemption. All memberships will be reimbursed at no more than the original purchase price.
- D. The Board of Directors, at their discretion, may offer to reimburse the owner one-half of the original purchase price of the membership without the sale of any new memberships.

ARTICLE III. DUES

1. DUES.

Dues as established by the Board of Directors shall be due and payable in advance by the Members. Any holder of a membership who does not pay annual dues to the Club will be subject to an annual assessment as established by the Board of Directors of the Club.

2. DELINQUENCY.

All indebtedness to the Club incurred during each month shall be due and payable on the tenth (10th) of the following month, and if the same shall not be fully paid on or before the end of the following month, the member shall be notified of his delinquency and all Club privileges shall be suspended.

3. REINSTATEMENT.

A suspended member shall have thirty (30) days from the date of suspension in which to discharge the indebtedness in full and have reinstatement privileges.

ARTICLE IV. PRIVILEGES OF MEMBERSHIP

1. Members in good standing shall be entitled to participate in Club activities. Annual dues will be separately established for 'limited' (punch cards) and 'unlimited' (annual cards) use of the golf course. Members paying unlimited dues may use the golf course without payment of green fees, except for special events. Members paying limited dues shall pay green fees at a rate established by the Board of Directors from time-to-time.

2. ANNUAL MEETING OF MEMBERS.

The annual meeting of the Members shall be held on the second (2nd) Tuesday of February or at such other date and time as shall be designated from time-to-time by the Board of Directors. At the annual meeting, Members shall elect Directors as hereinafter provided in Article VI and transact such other business as is properly brought before the meeting. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each member of record not less than ten (10) nor more than fifty (50) days before the date of such meeting. If there are two (2) individual memberships at the same residence, those members may elect to have only one (1) notification card sent to that address. Members may elect to receive their written notice to the annual meeting delivered electronically via e-mail.

3. SPECIAL MEETINGS OF MEMBERS.

Special meetings of Members may be called by the President at the request in writing of a majority of the Board of Directors, or at the request in writing of a majority of Members for any purpose, unless otherwise proscribed by statute or the Articles of Incorporation. Written notice of a special meeting stating the place, date and hour of

the meeting and the purpose shall be given to each member of record not less than ten (10) nor more than fifty (50) days before the date of the meeting. Business transacted at any special meeting shall be limited to the purpose stated in the notice. If there are two (2) individual memberships at the same residence, those members may elect to have only one (1) notification card sent to that address. Members may elect to receive their written notice to the annual meeting delivered electronically via e-mail.

4. VOTING.

Members in good standing shall be eligible to attend meetings of the corporation. Each single membership holder shall have one vote at annual or special meetings of the membership. A majority of the members of the corporation present in person or represented by proxy shall constitute a quorum at all meetings of the members. When a quorum is present at any meeting, the vote of a majority of those present, whether in person or by proxy, shall decide any question brought before such meeting, unless otherwise specified by statute, the Articles of Incorporation, or these Bylaws.

ARTICLE V. MEMBER EXPULSION OR SUSPENSION

The Board of Directors may expel or suspend any member from the Club for conduct adverse to the best interests of the Club by a three-fourths (3/4) vote of the Board members present at a properly called meeting of the Board.

1. No member shall be so expelled or suspended until given a ten (10) day notice in writing along with a written copy of the charges upon which the proposed action is taken.
2. Upon written request, such member will be afforded a proper hearing before action is taken by the Board.
3. The Board of Directors shall have full authority to decide what conduct will be considered sufficient to institute charges, and their method of investigation and procedure shall be as the Board itself shall determine and the decision of the Board of Directors shall be final.
4. Non-payment of dues or indebtedness to the Club shall not be considered under this section. Expulsion or suspension under this section shall in no way release the member of indebtedness to the Club, if any.

ARTICLE VI. BOARD OF DIRECTORS

1. BOARD OF DIRECTORS.

- A. The business of the corporation shall be conducted by the Board of Directors. The Board of Directors may appoint various committees and may appoint or hire a manager or managing agent who shall, subject to the direction of the Board of Directors, be responsible for the day-to-day operation of the corporation. The Board of Directors shall determine the compensation or fee to be paid to the manager or managing agent.
- B. The initial Directors named in the Articles of Incorporation shall serve as an interim Board until the second (2nd) Annual Meeting of the Members. At the second (2nd) Annual Meeting, the members shall elect two (2) new Directors who shall replace two (2) members of the initial Board and who shall serve for a term of three (3) years; at the third (3rd) Annual Meeting, the members shall elect two (2) new Directors who shall replace two (2) members of the initial Board and who shall serve for a term of three (3) years; at the fourth (4th) Annual Meeting, the members shall elect three (3) new Directors who shall replace three (3) members of the initial Board and who shall serve for a term of three (3) years. Thereafter, the Board of Directors shall consist of seven (7) members with new Directors elected as Directors' terms expire. The initial Board of Directors shall establish terms for its members consistent with the foregoing.
- C. The term of office shall begin at the close of the Annual Meeting at which they are elected.
- D. A Director shall serve no more than two (2) full consecutive terms.

2. VACANCIES ON THE BOARD OF DIRECTORS.

The Board may fill any vacancies on the Board until the next Annual Meeting or Special Meeting of the Members, by appointment of any member in good standing, with the following exception: any current SunBird Golf Course employee is not eligible.

3. NOMINATIONS FOR BOARD OF DIRECTORS.

- A. At the November meeting the President shall appoint a Nominating Committee, subject to the approval of the Board. The Chairperson shall be a member of the Board and the committee shall include at least three (3) members who must be membership holders but who are not Board members.
- B. At the January meeting, the nominating committee shall present to the Board the names of the nominees, to serve the terms of the positions to be filled by election.

- C. The names of the proposed nominees shall be posted on the official bulletin board in the Clubhouse at least three (3) weeks prior to the Annual Meeting of the Members.
- D. Nominations from the members may be petitioned with the signatures of twenty (20) of the voting memberships per nominee. The petitions shall be in the hands of the Secretary at least three (3) weeks prior to the Annual Meeting and posted on the official bulletin board at least two (2) weeks prior to the Annual Meeting.
- E. Eligibility. Any member in good standing is eligible to run for a position on the Board of Directors with the following exception: any current SunBird Golf Course employee is not eligible.

4. ELECTION OF BOARD OF DIRECTORS.

- A. Election of Directors whose term expires and any Director whose position was vacated during the year shall be held at the Annual Meeting.
- B. Voting shall be by ballot except when only one (1) nominee for a position has been presented; the vote may then be by voice.
- C. Two (2) members shall be designated as judges and two (2) members shall be designated as tellers for the election. Board members shall not be eligible to serve as judges or tellers.
- D. A majority of those present and voting and members submitting absentee ballots shall elect Board members.

5. MEETINGS OF THE BOARD OF DIRECTORS.

A. Regular Meetings

- (1) The Board may provide by resolution, the time and place for holding regular meetings without other notice than such resolution.
- (2) A regular meeting of the Board, newly elected and existing, shall be held without any other notice than this Bylaw immediately after, at the same place, as the Annual Meeting of members for the purpose of electing officers.
- (3) The minutes of a regular meeting of the Board of Directors shall be posted on the official bulletin board within ten (10) days following the meeting.

B. Special Meetings

- (1) A special meeting of the Board may be called by the President or at the request of any three (3) Directors.
- (2) Notice of a special meeting, together with items of business to be acted upon, shall be given by personal notice or by mail to each Director at their address of record, or by electronic notice via e-mail if elected by the Director. If such notice is mailed, seven (7) days mail time shall be allowed.
- (3) Any Director may waive notice of any meeting if aware of it.
- (4) Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting.

C. Quorum

A majority of the Directors, i.e. four (4) Directors, shall constitute a quorum for the transaction of business at any meeting of the Board except where these Bylaws specify otherwise.

D. Rules of Order

The Board of Directors shall establish its own rules, order of business and method of procedure, except as these Bylaws specify otherwise.

E. Any Board member absent three (3) consecutive regular meetings without valid reason shall be deemed to have vacated that office.

6. DUTIES AND RESPONSIBILITIES.

A. The Board of Directors shall prescribe such rules and regulations as necessary and proper for the conduct of the affairs of the Club.

B. The Board shall constitute the ruling and governing power of the Club for the above purpose as well as in all matters affecting the operation, development and maintenance of the golf course, and for the protection and welfare of the Members.

C. The Board shall authorize or ratify all expenditures.

(1) All proposals for expenditures for capital additions, replacements, and major repairs shall be submitted for preliminary approval to the Board.

(2) Proposals exceeding ten thousand dollars (\$10,000.00) shall be accompanied by detailed plans and/or specifications.

(3) Upon preliminary approval by the Board, the proposed project shall, when practical, be submitted for competitive bidding.

(4) Provided funds are available and unappropriated, the net working capital of the Club is not and will not be reduced below one hundred thousand dollars (\$100,000.00). The Board may then formally approve awarding a contract to the lowest acceptable bidder.

(5) The Contractor shall provide, if applicable, sufficient bond insuring performance and payment of all material, man-hours and subcontractors.

(6) In the event a proposed project exceeds ninety thousand dollars (\$90,000.00) in costs, the Board must, in addition, first submit the program to the Members in writing and obtain approval by a majority of the Members in attendance at a duly called regular or special meeting, before formally awarding the contract.

D. The Board shall have the power to levy dues and determine the amounts and methods of payment not otherwise stipulated by these Bylaws.

(1) The dues structure shall be based on membership structure of the corporation, and the Board shall have the authority to establish new or additional membership structure in order to prepare a viable budget.

- (2) Special assessments shall not be levied without approval of a majority of Members present at a duly called meeting between October 15th and the following April 1 5th.
- E. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances, except as limited by the Bylaws, Article VI, Section 6.
- F. Loans shall not be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation, signed by such officer or officers, agent or agents of the Corporation, except as shall be determined by the approval of a majority of membership holders present at duly called meetings.

ARTICLE VII. OFFICERS

1. OFFICERS OF THE CORPORATION.

- A. The officers of the Corporation shall be a President, Recording Secretary and Secretary/Treasurer, each of whom shall be elected by the Board from the membership of the Board at their first (1st) meeting following the Annual Meeting of the membership holders. In addition, the Board may elect one (1) or more Vice Presidents.
- B. The Board may elect such other officers and a manager or managers to perform the duties prescribed from time-to-time by the Board.
- C. The Board shall have authority to establish appointive officers and prescribe their duties.
 - (1) Such officers shall be appointed by the President subject to the approval of the Board.
 - (2) Such officers shall have the authority and perform the duties prescribed from time-to-time by the Board.

2. TERMS OF OFFICE.

- A. Officers shall serve for one (1) year term or until their successors have been duly elected or appointed.
- B. Officers may be re-elected or reappointed.

3. REMOVAL OF OFFICERS.

Any officer elected by or appointed with the approval of the Board may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served.

4. VACANCIES IN OFFICE.

Vacancy in any office may be filled by the Board for the unexpired portion of the term.

5. BONDING OF OFFICERS.

- A. Bonds shall be required by the Board in such amounts as they shall fix, from time-to-time, for such officers, agents and employees of the Corporation as they shall deem advisable. Costs of such bonds shall be borne by the Corporation.
- B. Directors and officers liability insurance shall be purchased in an amount to be determined by the Board, cost to be borne by the Corporation.

6. DUTIES OF OFFICERS.

A. The President shall:

- (1) Preside at all meetings of the members and of the Board.
- (2) Appoint all committees, unless otherwise provided for in the Bylaws with the approval of the Board.
- (3) Make an annual report to the members on behalf of the Board.
- (4) Sign all contracts and evidences of indebtedness in the name of the Corporation with the approval of the Board.
- (5) Perform such other duties as may pertain to the office of President.

B. The Vice President shall:

- (1) Preside at meetings in the absence of the President.
- (2) Have such other powers and duties as may be delegated by the President or as delegated by the Board in the event of the extended absence or disability of the President.

C. The Recording Secretary shall:

- (1) Record and maintain the proceedings of all meetings of the members and of the Board.
- (2) Preserve all important papers and documents of the Corporation.
- (3) Conduct the correspondence of the Corporation other than that appropriately handled by other officers.
- (4) Have charge of the Corporate Seal.
- (5) Sign, countersign or attest such instruments as may be required by virtue of this office.
- (6) Maintain an official roster of Memberships showing their names, addresses, telephone numbers, e-mail addresses and alternative addresses.
- (7) Prepare and mail, or electronically notify via e-mail option, notices of all meetings of members to individuals entitled to such notices.
- (8) Perform such other duties as the Board may assign to the office.

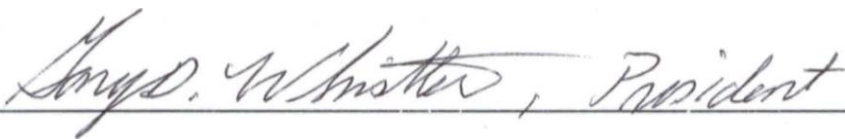
D. The Secretary/Treasurer shall:

- (1) Serve as Financial Officer of the Corporation.
- (2) Maintain adequate records of the Corporation.
- (3) Maintain adequate records of all monies received or disbursed by the Corporation, together with supporting vouchers.
 1. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.
 2. Checks. Checks shall be drawn only upon funds of the Corporation and upon depositories where a resolution of the Corporation has been filed and where the Corporation maintains a regular account.
 3. Signatures. Checks in excess of five thousand dollars (\$5,000.00) shall have two (2) signatures, unless the expenditure is one that has been approved in the current budget. The designees are to be determined by resolution of the Board. However, the responsibility for checks, drafts or other instruments drawn against corporate funds shall be that of the Treasurer.
 4. Make the financial report at Board meetings, including the statement of receipts and other appropriate information.
 5. Assist the Board and Club Management in preparing the budget.
 6. Make recommendations for improvement in accounting and financial procedures when applicable.
 7. Review financial statements to interpret their meaning to the Board.

ARTICLE VIII. REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered, amended, or substitute Bylaws may be adopted at any time only by a majority of the Board of Directors with approval by a majority of the members at any special meeting of the members called for such purpose, or at an Annual Meeting of the members if such purpose is set forth in the notice of said Annual Meeting.

President

Attest:  Tony Whistler, President

Date: February 14, 2017