

## The TUCSON SOCIAL SINGLES BY LAWS

### ARTICLE I NAME

The name of this organization shall be the Tucson Social Singles, a 501(C)(7) nonprofit social club primarily, but not exclusively, for single adults who are 50 years of age or more.

### ARTICLE II PURPOSE

This organization is formed to provide a forum for unmarried adults to meet one another in a social and/or recreational environment. The Tucson Social Singles does not discriminate in its membership on the basis of Color, Creed, Race, Religion, or Sexual Orientation.

### ARTICLE III ORGANIZATION

The Membership shall elect members to a Board of Directors, at an annual membership meeting, to be held in April of each year. This Board of Directors shall serve as the governing Board of Directors for the organization. Board members may be elected to not more than two consecutive two-year terms, and serve without compensation. Insofar as is practical, terms shall be staggered to provide for continuity from year to year. Any paid up member shall have the right to vote for members of the Board of Directors. The membership of the elected Board Of Directors shall be (seven) 7 members, four (4) of which shall be carryover directors from the previous year's Board Of Directors and three (3) of which should be newly elected members, each serving for a two (2) year term. The officers of the club, (President – Vice President – Secretary – Treasurer), shall be elected by the members of the newly elected Board of Directors at their initial organizational meeting and annually thereafter. This meeting shall be held within twenty one (21) days of the annual membership meeting. Any subsequent vacancies on the Board of Directors may be filled by a majority vote of the members of the Board Of Directors at a legally constituted meeting, A quorum for the Board of Directors shall consist of 50% plus one (1) of the elected Board of Directors. The Board of Directors may appoint a club member to the Board of Directors to fill a vacant position and to serve out the remainder of the term.

### ARTICLE IV MEMBERSHIP VOTING RIGHTS

Regular and Honorary members, in good standing, shall have the right to vote and hold elective office. Voting by both the membership and the members of the Board of Directors may be conducted either in person or by an online vote as specified in procedures adopted by the Board of Directors and outlined in the club's Policies and Procedures. 2 of 4

### ARTICLE V DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power and authority to manage, regulate and govern the affairs of the Corporation in accordance with these Bylaws. The Board shall determine policy and shall take such action as it determines necessary to carry out the objectives of the Corporation. The Board of Directors shall adopt such rules, procedures, and policy as it deems necessary to govern the operation of the Corporation. All policies, rules and procedures, not contained within these Bylaws shall be reduced to writing, approved by the majority of the Board of Directors, signed by the Secretary, and affixed as an Addendum to the Bylaws.

### ARTICLE VI DUTIES OF THE CLUB OFFICERS PRESIDENT:

The President shall be the chief executive officer of the Corporation and, subject to the policy directives of the Board, have general supervision and control over the affairs of the club. He or she shall be the principal community spokesperson for the club. He or She shall be the Statutory Agent for the club.

VICE PRESIDENT: The Vice President shall assume the duties and possess all the powers of the President when the President is absent from a meeting or otherwise unable to discharge the duties of the office. The Vice President shall undertake such other duties as the President may assign.

SECRETARY: The Secretary shall record and maintain the minutes of the general membership meeting and each Board of Directors Meeting as well as creating and distributing any club business correspondence that is required by the club president or the Board of Directors. In case of the unavailability of both the President and the Vice President, the Secretary shall assume their duties.

TREASURER: The Treasurer shall receive the funds of the Corporation and maintain appropriate bank accounts to administer the financial affairs of the club. He or she shall pay all disbursements as authorized by the Board, keep accurate records of such disbursements, present financial accountings to the Board at their quarterly meetings. The treasurer shall complete an annual financial report for the membership that is available for review at the annual membership meeting. The financial records of the club shall be available to any regular member for inspection on reasonable notice. The treasurer shall keep a list of all members whose dues are current. Two designated board members shall be authorized to sign checks, individually, for the club whenever the Treasurer is unavailable.

#### ARTICLE VII        COMMITTEES

The Board of Directors may establish such ad-hoc committees as it deems necessary.

Activities: This committee shall plan, and organize social activities of the club. It may appoint subcommittees as necessary. All activity committee meetings shall be open to the general membership for necessary input.

#### ARTICLE VIII        MEETINGS

General Membership: There shall be an Annual Meeting of the General Membership of the Club/Corporation during the month of April of each year. One-half of the Board of Directors, or the 3 of 4 President, may call Special Meetings of the membership, with seven (7) days notice, to the membership. If twenty percent of the current paid membership or more request a special meeting in writing, the President shall then call a special meeting to take place within twenty-one days of the request. A seven (7) days notice of such a meeting must be dispatched to the membership. Notice shall be provided by email to all members who have a valid e-mail account and by regular mail to all members who do not. EMail date stamp and postmarked notice of special meetings shall be at least seven (7) business days before the date of the meeting. A quorum at a special meeting shall be twenty percent of the Club Membership. Each member shall have one vote. Decisions shall be by majority vote, and there shall be no proxies permitted.

#### Board of Directors Meetings:

The Board of Directors shall meet within twenty-one (21) days of the Annual Meeting of the General Membership held in April and shall meet at least quarterly thereafter. During each Board Meeting, the Board shall set the date, time and place of the next meeting. This shall constitute notice to all Board

Members of such next meeting, including those Board Members not in attendance. The Board of Directors may hold special meetings as necessary. Action may be taken by majority vote. Any Board member failing to attend three (3) consecutive regularly scheduled Board meetings without excuse may be subject to removal from the Board of Directors, but not the club. Regular members of the club are encouraged to attend and may speak at Board meetings; however, they will have no voting privilege.

#### ARTICLE IX            DISCLOSURES/DISCLAIMERS

The Tucson Social Singles is a nonprofit, social activities club that is operated and maintained for single/unmarried adults over the age of fifty (50). Signature on the membership application warrants that as of the date of signing the application, the applicant is in fact single and unmarried. The Tucson Social Singles does not do background checks on applicants for membership. The Tucson Social Singles does not confirm the accuracy of the statement signed by each applicant. Anyone dating a member or a guest does so at his/her own risk and discretion. Members should exercise the same care and caution in establishing an individual or close personal relationship with a Tucson Social Singles member as they would with any other unknown person that they meet and want to get to know. The Tucson Social Singles, its officers and all of its members and guests shall be held harmless from liability as a result of any action or inaction at a Tucson Social Singles sponsored activity. Members must be responsible for the conduct and/or actions of any of their guests at a Tucson Social Singles function. Members must understand and accept this limitation of liability. Their acceptance of these limitations is a condition of membership and attendance at any Tucson Social Singles sponsored activity, event, or other function, regardless of its venue.

#### ARTICLE X            CLASSES OF MEMBERSHIP AND DUES

**Classes of Membership:** The membership of the Tucson Social Singles shall consist of individuals who shall comply with the membership requirements. Members may be Regular or an Honorary status. Regular Members are those unmarried persons who are interested in the philosophy and activities of the club and who comply with the membership requirements and standards of the organization, and have been accepted as members. They shall be entitled to all privileges of membership, to hold elective 4 of 4 office, to serve on the Board of Directors or any committee, and shall have a voice at membership meetings.

Honorary Members: The Board of Directors may, from time to time, decide to bestow honorary membership upon worthy club members who have performed outstanding service(s) to the organization. Honorary Members pay no dues.

Dues: The Board of Directors shall establish annual dues. The current existing dues structure will be posted on the membership application and will run from January through December.

#### ARTICLE XI            AMENDMENTS:

Amendments to these By-laws may be made by majority vote of the Board of Directors.

#### ARTICLE XII            COMPLETE BY-LAWS:

These Bylaws are intended to be the entire Bylaws of the Tucson Social Singles, subject only to later amendment. Any prior Bylaws or amendments are superseded.

ARTICLE XIII      STATUTORY AGENT

The Statutory Agent for the Tucson Social Singles is the Duly Elected President of the club, who is duly elected by the Board of Directors. The club’s officers are also signatory to the annual incorporation renewal certification that is provided to/by the Arizona Corporation Commission.

Adopted by the unanimous vote of the Board of Directors, this 1st day of March, 2012 and Certified by the President of the newly organized Tucson Social Singles.

I certify that I am the currently elected President of The Tucson Social Singles, and that these above bylaws, consisting of a total of four pages, are the Bylaws of this Club, as adopted by the Board of Directors on March 1, 2012. Executed at Tucson, Arizona.

Signed/ \_\_\_\_\_, President March 1, 2012 Cheryl A. Heavner

Signed/ \_\_\_\_\_, Vice President March 1, 2012 Mary Walsh

Signed/ \_\_\_\_\_, Secretary March 1, 2012 Mark Beth Dickey

Signed/ \_\_\_\_\_, Treasurer March 1, 2012 Norma Guest

**Amendments to the Tucson Social Singles Bylaws**

Article 1 Name Line 1: insert “primarily, but not exclusively, change “45” to “50”

Article 2 Amendments to the Tucson Social Singles Bylaws: There will no longer be a Spiff for new membership of \$ 5 or any amount we are a Social club and should act as such.

Article 3 Organization Line 2: changed “February” to “April”. Article VII Meetings – General Membership: Line 2: changed “February” to “April”. - Board of Directors Meetings: Line 2: changed “February” to “April”.

Article IX Disclosures/Disclaimers

Line 2: changed “forty five (45) to “fifty (50)” Article VIII Meetings

Line 2: “changed February to April” The above amendments were approved by unanimous vote by the Board of Directors at a regularly called meeting on February 11, 2013

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Article III Organization – changed membership of Board of Directors: “membership of the elected Board of Directors shall be (seven) 7 members, four (4) of which shall be carryover directors from the previous year’s Board Of Directors and three (3) of which should be newly elected members,” The above amendments were approved by unanimous vote by the Board of Directors at a regularly called meeting on April 4, 2013.

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Signed / \_\_\_\_\_, Secretary Mary Beth Dickey

