



**The Pet Companions Club of PebbleCreek**  
**A Non-Profit All Volunteer Organization**

I. **NAME**

The name of the Corporation shall be The Pet Companions Club of PebbleCreek. It will be a charitable organization devoted to the welfare and hospitable treatment of animals.

II. **MISSION STATEMENT**

The Mission of this Corporation shall be to provide a safe environment for the pets of the community, to assist in the rescue of stray animals in the community, and to support any activities in the furtherance of these objectives, so long as they are compatible with the aims of the PebbleCreek Homeowners Association.

III. **FISCAL YEAR**

The fiscal year of the Corporation shall commence each January 1<sup>st</sup>.

IV. **SEAL**

The voting membership may prescribe the design for a corporate seal. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise reproduced.

V. **MEMBERSHIP**

Any PebbleCreek homeowner or long term renter interested in the purpose for which the Corporation has been incorporated, and expressing a desire to support the Corporation's programs, may, upon payment of dues, become a member of the Corporation.

Section 1. **Classes of Membership**

Individual	Nineteen (19) years or older and entitled to one vote. \$15.00 annual dues.
Family	Immediate family members of one household and entitled to two votes. \$25.00 annual dues.

**Section 2. Payment of Dues**

Annual dues for all members are payable on October 1<sup>st</sup> of each calendar year. If such dues are not paid within sixty (60) days thereafter, such membership shall cease. No member shall be allowed to vote for any issue, statement, cause, or decision unless dues have been paid in full.

**Section 3. Privileges of Membership**

Voting privileges are granted upon payment of dues.

**Section 4. Voting Rights for Elections**

Every member eligible to vote shall have the right to vote at the annual meeting.

**Section 4. Termination of Membership**

The Board of Directors may terminate any membership with a 51% vote for cause at any time and shall have full discretionary powers to do so.

**VI. MEETINGS OF MEMBERS**

**Section 1. Monthly Meetings**

General membership meetings will be held at the discretion of the Board.

**Section 2. Annual Meeting**

The January annual meeting of the Corporation for the election of Directors and Officers, as well as the transaction of any other business, shall be held at such time and place as may be designated by the Board of Directors.

**Section 3. Notification**

Notice of regular membership meetings shall be placed in the local newspaper and/or by email.

**Section 4. Quorum**

At least 51% of the board members shall be present to constitute a quorum for the transaction of business at any meeting of the Corporation, but a lesser number shall have power to adjourn to a specified later date.

## VII. BOARD OF DIRECTORS

### Section 1. **Number**

The Board of Directors shall consist of a minimum of four (4) and a maximum of eight (8) members (including officers). The Directors shall consist of two groups to be elected in alternate years.

### Section 2. **Eligibility**

Every nominee for Director must meet the following requirements:

- A. Be a paid up member of the Corporation in good standing.
- B. Must have reviewed current By-Laws and agree to abide by them.

### Section 3. **Nominations**

Any member wanting to run for the Board of Directors should submit his/her name to the Board no later than the November general meeting. Nominations will also be accepted from the floor at the November meeting.

### Section 4. **Term of Office**

Elected Directors shall hold office for a term of two (2) years. The Group Membership of the Board shall be divided into two (2) groups (Group "A" and "B"). Group "A" will be elected during odd numbered years and Group "B" will be elected during even numbered years.

### Section 5. **Manner of Election**

Each Director must be elected by a majority (51%) of the votes cast by ballot at the January annual meeting of the Corporation. However, if at the close of nominations during the November general meeting the number of candidates is equal to the number of vacancies, then no formal ballot need be taken. The Board, at its next scheduled meeting, shall declare the candidates elected by majority vote of those present.

### Section 6. **Responsibilities**

The Board shall be responsible for the management of the day to day affairs and property of the Corporation. The Board shall also have the responsibility to fill necessary vacancies for unexpired terms.

## VIII. MEETING OF THE BOARD OF DIRECTORS

**Section 1. Corporation Meetings**

The Board of Directors will meet as directed by the President or by a majority of the Board of Directors.

**Section 2. Special Meetings**

Special meetings shall be called at any time by the Secretary when so directed by the President or by a majority of the Board of Directors. Every reasonable attempt will be made to notify Directors twenty four (24) hours prior to any special meeting.

**IX. OFFICERS**

**Section 1. Number and Titles**

The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. All of the Officers shall be elected by the voting membership to serve for a period of two (2) years and until their successors are elected. The President and Treasurer will be elected during the odd numbered years and the Vice President and Secretary will be elected during the even numbered years. These duly elected Officers will concurrently be members of the Board of Directors during their terms of office.

**Section 2. Eligibility**

Every nominee for Officer must meet the following requirements:

- A. Be a paid up member of the Corporation in good standing.
- B. Must have reviewed current By-Laws and agree to abide by them.

**Section 3. Nominations**

Any member wanting to run for Office should submit his/her name to the Board no later than the November general meeting. Nominations will also be accepted from the floor at the November meeting.

**Section 4. President**

The President shall preside at all meetings of the Board and the Corporation. The President shall be a member, ex officio, of all committees and shall have the authority, with prior approval of the Board of Directors, to sign such papers as may be required in the sale of assets belonging to the Corporation.

**Section 5. Vice President**

The Vice President shall, in the absence or disability of the President, perform the duties of the President and act in the President's behalf.

**Section 6. Secretary**

The Secretary, or designate, shall give due notice of the time and place of all meetings, preserve the records of the proceedings of the Corporation and the Board of Directors, and perform such other duties as usually are expected of such an officer. The Secretary or designate shall have custody of the Articles of Incorporation, the By-Laws, records and general archives of the Corporation, except as they may be expressly in the charge of others by order of the Board of Directors.

**Section 7. Treasurer**

The Treasurer, or designate, shall be responsible for the financial records of The Corporation and for depositing, in its name, in one or more financial institutions designated as depositories by the Board of Directors, all monies received, and generally perform such other duties as pertain to the same office in similar organizations. The Treasurer shall have the authority, with prior approval of the Board of Directors, to sign such papers as may be required in the sale of assets belonging to the Corporation. Funds shall be withdrawn from a depository upon check signed by such persons as the Board of Directors may designate. A financial statement shall be prepared monthly, as well as reports required by federal and state governments. The Treasurer or designate shall deliver an annual report at the annual meeting of members.

**X. COMMITTEES**

**Section 1. Number and Titles of Standing Committees**

The Board of Directors may approve and/or create committees as it may deem desirable. Committee chairpersons will be determined by the committee members with Board ratification. Committees should report to the Board on a regular basis.

**XI. COMPENSATION**

All Officers and Directors serve without compensation for services. No individual member may receive compensation for services rendered in support of the activities of this organization from non-members or outside sources without the approval of the PCHOA Board of Directors. Compensation includes merchandise, services, benefits or rebates from

vendors providing services or merchandise to this organization that are not provided to every member. With the approval of the Board, reimbursement of actual expenses or reasonable compensation to members of this organization from organizational funds for services rendered to the members of this organization may be permitted. Additionally, with the approval of the Board, discounts to members for merchandise or services that are provided equally to all members or all participants in a particular activity sponsored by the organization may be permitted.

**XII. AMENDMENT OF BY-LAWS**

Amendments to the By-Laws will require a simple majority vote of the board members present at any board meeting.

**XIII. DISSOLUTION CLAUSE**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Tax Code as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purpose.

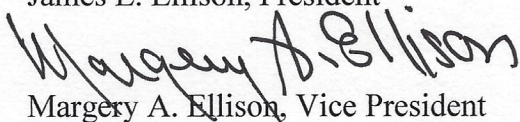
**XIV. INDEMNIFICATION**

Each person who is or was a Director or Officer of the Corporation shall be entitled to indemnification and shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by the provisions of the Arizona Revised Statutes as it may from time to time be amended.

Amended November 23, 2021



James E. Ellison, President



Margery A. Ellison, Vice President