



## **BYLAWS OF THE SUN CITY HOME OWNERS ASSOCIATION, INC.**

### **ARTICLE I – PURPOSE**

SCHOA has the primary purpose of preserving property values through fair and consistent application of the community's Deed Restrictions, also known as Conditions, Covenants and Restrictions (CC&Rs).

SCHOA has the right, but not the obligation:

- A. to assist members and other residents with problems they bring to the organization's attention concerning their homes and their grounds;
- B. to create and support programs which benefit the community, specifically in the matters of safety, security and quality of life;
- C. to advocate for Sun City residents in matters of infrastructure and governmental matters; and
- D. to engage in all other activities permitted under Arizona law which may reasonably be considered as integral to its purpose.

### **ARTICLE II – MEMBERSHIP**

#### **Section 1 – Membership**

- A. A Sun City property owner may join SCHOA by applying for membership and paying the prescribed dues.
- B. Membership shall be for one (1) year and shall commence immediately upon acceptance of a signed application along with the appropriate fee and is renewable upon payment of succeeding annual dues.
- C. A Sun City renter may pay an annual fee and be granted member benefits except voting rights.

## **Section 2 – Dues**

- A. Membership dues are required for each residence which allows two (2) deeded owners within each residence to be voting members.
- B. Annual membership dues and renter fees will be reviewed and established by the board of directors during the budget process.
- C. Annual dues and fees shall be payable on or before the member's or renter's anniversary date each year. SCHOA shall send an annual notice prior to expiration along with appropriate payment information.
- D. No portion of the dues or fees will be refunded because of either resignation or termination.

## **Section 3 – Resignations and Terminations of Membership**

- A. Members or renters may resign at any time by notifying SCHOA or electing not to renew by failing to pay the dues.
- B. Member's and renter's rights may be terminated for cause following a majority vote of the board of directors.

## **Section 4 – Membership Rights and Responsibilities**

- A. Members have access to SCHOA services.
- B. Each member is entitled to one (1) vote in the annual election of directors, limited to a maximum of two (2) votes per physical address, and each member must cast their own vote.
- C. It shall be the right, but not the obligation, of all Sun City residents, whether members or not, to report violations of the CC&Rs to SCHOA.

## **Section 5 – Membership Meetings**

### **A. Annual Meeting**

- 1) The President shall call an annual members' meeting during the month of January. Notice of the time, date and location shall be posted by the Secretary in a local newspaper of general circulation at least ten (10) days in advance of the meeting.
- 2) The annual meeting shall be held for the purpose of presenting to the members a status report from the board of directors and for consideration of any other business that may arise.

**B. Special Membership Meetings**

- 1) Special meetings may be called by the President, be requested by a majority of the directors or be requested in writing to the board of directors. Request by members and signed by ten (10) percent or more of members.
- 2) Notice of time, place, and stated purpose of any special meeting shall be given through local news releases. Except in emergency situations, any such notice shall be publicized by the Secretary a minimum of ten (10) days prior to the meeting.

**C. Open Meetings**

Except as otherwise determined by the board of directors, all meetings of the membership, board of directors, and standing committees shall be open to the public.

**D. Voting**

- 1) On matters of association business, members may be required to show proof of membership before speaking or voting.
- 2) Non-members shall have no role, vote or be permitted to speak during business proceedings.

**E. Quorum**

Five (5) percent of members shall constitute a quorum at all special meetings of members.

**ARTICLE III – BOARD OF DIRECTORS**

**Section 1 – Composition**

The total number of directors to serve on the board shall be a minimum of seven (7) and a maximum of eleven (11) with an appropriate amount being elected each year by the SCHOA members.

**Section 2 – Nominations and Elections**

- A. Recruitment of a sufficient number of candidates to have competitive elections shall be a major responsibility of the Elections Committee.
- B. All candidates, Board appointees and elected Board members shall sign and be governed by the SCHOA Code of Conduct for Board Members.
- C. Only current SCHOA members in good standing are eligible for nomination or appointment.

- D. With more candidates than positions to fill, a plurality vote will be sufficient to elect.
- E. In the event that more than three (3) vacancies exist, the candidate receiving the highest number of votes after the three (3) three-year terms are filled shall fill the next longest vacant term.
- F. Candidates
  - a. must be at least fifty-five (55) years of age;
  - b. must be a SCHOA member in good standing;
  - c. must be a deeded Sun City property owner;
  - d. must not reside with or be related to by marriage or birth to any Board of Director, Board candidate or Senior Management;
  - e. must reside in Sun City, Arizona and be available at least ten (10) months a year

### **Section 3 – Terms of Office, Vacancies and Removal of Directors**

- A. The term of office for a director is three (3) years. A director may not serve more than two (2) consecutive terms.
- B. Newly elected directors shall be sworn in at the conclusion of the December Public meeting and assume duties with the election of the new officers that will take place during the December Executive Session.
- C. When a directorship is vacated by resignation, death or physical incapacitation, the board shall determine if the vacancy shall be filled by appointment or whether it shall remain vacant until the next general election.
- D. If a Board Member is appointed to a vacated position, that person will serve in the position until the next scheduled election.
- E. Any director may be removed with or without cause by a vote of seventy-five percent (75%) of the entire board. A vacancy created by removal can only be filled by an election by members at a special meeting, the annual meeting, or during the regular election process. The replacement director will serve until the next scheduled election.

### **Section 4 – Duties of the Board of Directors**

- A. The business and affairs of SCHOA shall be supervised by the board of directors.
- B. The board of directors shall:
  - 1) establish and/or approve SCHOA policies;
  - 2) provide oversight for the activities of SCHOA;
  - 3) approve/disapprove recommended appointments by the president or Committee Chair;
  - 4) approve the annual budget, and all non-budgeted expenditures;

- 5) ensure all contracts are in compliance with established procurement policy (See Board Policy A-70).
- 6) have the financial records reviewed at the end of each fiscal year.
- 7) request an audit or financial review at any time it deems necessary.
- C. Directors, officers, and committee members shall serve entirely as unpaid volunteers. They may be reimbursed for expenses (including mileage) incurred in the performance of their duties while outside of Sun City.
- D. The General Manager, President, Vice President, Secretary, and Treasurer shall act for the Board of Directors in any emergency that arises.
- E. Directors, Officers, and Committee Members may not obligate or encumber the SCHOA without approved Board action.

### **Section 5 – Meetings of the Board**

- A. At a time determined by the board of directors, a regular monthly meeting shall be held each month except during July and August. This monthly meeting is made up of two (2) parts: the general meeting open to the public and the executive session for closely held business.
- B. Special meetings of the board may be called by the president or by a majority of the board members. Except in cases of emergency, notice of special meetings shall be given to board members not less than 24 hours before the meeting. The purpose of the meeting shall be stated in the notice.

### **Section 6 – Quorum**

A majority of directors shall constitute a quorum for all board meetings.

### **Section 7 – Voting**

A majority vote for board of director's motions is a majority of those directors present as long as that number meets the quorum requirement.

### **Section 8 – Action Without a Meeting**

Any action which may be taken by the board at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, is agreed to by a majority of the board. For this purpose, an email transmitted from an email address on record constitutes a valid writing. Calling for action without a meeting is at the discretion of the President or three (3) board members. The notice shall clearly describe the action proposed in motion format and specify the time frame during which votes will be accepted. For resolution, a majority of the Board must clearly indicate

“for” or “against” for the proposal. The notice, the responses, and the results shall be a part of the minutes of the Board.

## **ARTICLE IV – OFFICERS**

### **Section 1 – Officers**

The officers shall be a President, Vice President, Secretary and Treasurer, comprising the Executive Committee.

### **Section 2 – Election of Officers**

- A. Officers must have the status of active members of the board of directors.
- B. Officers shall be elected by the new board of directors consisting of continuing directors and those newly elected at an Officer’s election meeting following the December Executive Session.
- C. An outgoing member of the board of directors shall be asked to conduct the election of officers at the Officer’s election meeting.
- D. New officers shall assume their duties upon election.

### **Section 3 – Term of Office**

- A. Officers shall serve for a term of one (1) year.
- B. All officers shall retain their full responsibilities as directors.
- C. Officers may serve consecutive terms provided they are elected by a majority of the board of directors to hold such office.

### **Section 4 – Vacancies in Office**

A vacancy in any of the four elective offices shall be filled for the unexpired term by a majority vote of directors present at the next regular meeting after the office is vacated.

### **Section 5 – Duties of Officers**

Officers shall perform the duties as are prescribed for their offices in these bylaws and in the adopted parliamentary authority.

#### **A. The President:**

- 1) shall preside at all membership and board of director’s meetings;
- 2) shall be responsible for enforcing all board policies;

- 3) shall provide direction to all other officers and see that their duties are properly performed;
- 4) shall keep directors advised of substantive matters affecting the organization;
- 5) shall sign contracts on behalf of SCHOA, in accordance with approved policy, that have been approved by a majority vote of the board of directors;
- 6) shall be readily available to SCHOA management for consultation and/or emergency decisions;
- 7) shall be an ex-officio member of all board committees with the right, but not the obligation, to participate in the committee proceedings and will not be counted in the quorum; and
- 8) will appoint, for board confirmation, directors for the SCHOA Foundation.

**B. The Vice President:**

Shall, perform duties assigned by the President and in the President's absence, act for and on behalf of the President.

**C. The Treasurer:**

- 1) shall ensure there is an accurate accounting for all association funds;
- 2) shall ensure that all association funds are deposited or invested in banks and institutions approved by the board of directors;
- 3) shall report financial standing at each regular meeting of the board;
- 4) shall supervise the preparation of the annual budget for presentation at the November meeting of the board of directors;
- 5) shall see that SCHOA, its officers, directors, employees, buildings and equipment have adequate protection against losses;
- 6) shall maintain records by the calendar year; and
- 7) shall be the chairperson for both the Insurance, Investment, and Planning and Budget Committees.

**D. The Secretary:**

- 1) shall be responsible for the official records of SCHOA;
- 2) shall have recorded all resolutions and proceedings of the board of directors, of the annual meeting and special meetings of the membership;
- 3) shall prepare minutes of director and member meetings and authenticate records of the corporation; and
- 4) shall publicize the annual membership meeting and any special membership meetings in local newspapers at least ten (10) days in advance of the event.
- 5) Shall enforce the collection of signed Code of Conduct forms from Directors and Committee members.

## **ARTICLE V – COMMITTEES**

### **Section 1 – Committee Requirements**

#### **A. All Committees Shall:**

- 1) perform research, monitor, and make recommendations to the Board for issues in their areas of responsibility;
- 2) have no decision-making authority and are limited to presenting recommendations to the board of directors for action;
- 3) have a current director as chairperson;
- 4) meet as often as necessary to accomplish their assigned missions.
- 5) Have members that are:
  - a. at least fifty-five (55) years of age;
  - b. a SCHOA member in good standing;
  - c. a deeded Sun City property owner.

#### **B. All Committee Chairs Shall:**

- 1) assume their responsibilities immediately after appointment by the President and confirmation by the board;
- 2) ensure that accurate minutes of all meetings are kept and submitted to the Secretary for distribution and retention;
- 3) determine the appropriate number of committee members necessary to work effectively;
- 4) recruit their own members who serve at the pleasure of the Board of Directors;
- 5) work closely with the office staff to keep the membership information, meeting times, and contact information current;
- 6) ensure that all members, not directors, sign the committee member Code of Conduct and submit the completed forms to the Board Secretary.

### **Section 2 – Standing Committees**

- A. A standing committee is one established to assist the board in a specified area, e.g., Government Affairs.
- B. The names of the standing committees shall be Articles and Bylaws; Elections, Government Affairs, and Roads and Safety.
- C. A brief purpose statement for each standing committee is:

- 1) Articles and Bylaws Committee identifies changes needed to the Articles of Incorporation, Bylaws and Board Policies and develops amendment proposals.
- 2) Elections Committee recruits a sufficient number of candidates for directors to have competitive elections and plans and oversees the election process.
- 3) Government Affairs Committee advocates for the interests of SCHOA and the residents of Sun City at all levels of government.
- 4) Roads and Safety Committee provides an opportunity for residents to bring issues of concern to the attention of local, county and state transportation officials.

### **Section 3 – Other Committees**

- A. An ad hoc committee may be formed for a specific task or objective and will be dissolved after completion of the task or achievement of the objective.
- B. There shall be such ad hoc committees as the board of directors shall deem necessary.

### **Section 3 – Publication of Changes**

Information as to all changes in subject matter shall be published in the minutes of the board of directors. Copies of amended Bylaws shall be distributed to the board of directors and shall be made available without charge to members at the SCHOA office.

## **ARTICLE VI – HEADQUARTERS OFFICE**

The SCHOA office shall be located at 10401 West Coggins Drive, Sun City, AZ 85351.

## **ARTICLE VII – INDEMNIFICATION**

SCHOA shall indemnify and hold harmless all directors and officers from and against any claims of liability for any acts or omissions undertaken or not undertaken while acting within the scope of their duties for the association.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

Rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, state statutes or special rules of order the board may adopt.

## **ARTICLE IX – SEVERABILITY**

In the event any provision in these Bylaws is deemed to be illegal, invalid or unenforceable, or is rendered illegal, invalid or unenforceable by acts of the legislature of the state of Arizona or any authorized regulatory agency, all other provisions remain in effect.

## **ARTICLE X – POLITICAL ACTIVITY**

SCHOA, as an organization, is prohibited from direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office.

## **ARTICLE XI – DISSOLUTION**

Upon the dissolution of SCHOA, the board of directors shall, after paying or making provision for payment of all SCHOA's liabilities, transfer all the assets to other Sun City 501(c)3 or 501(c)4 organizations.

## **ARTICLE XII – AMENDMENT OF BYLAWS**

These Bylaws may be amended by a two-thirds (2/3) vote of the directors at any regular or special meeting, if notice was given to the board members at the previous regular meeting.

### **Amended:**

10-07-61	11-01-62	07-29-63	10-04-65	12-15-70	06-20-72	10-19-73
10-28-75	11-01-77	06-05-78	11-22-83	12-18-84	05-14-85	09-10-85
10-14-86	12-09-86	06-09-87	12-08-87	05-14-91	03-10-92	04-14-92
05-12-92	05-11-93	05-18-95	04-09-96	06-11-96	11-10-98	11-09-99
02-13-01	10-08-02	01-12-04	09-08-04	10-10-06	05-21-08	04-26-16
04-24-18	04-23-19	10-22-19	11-24-20	11-22-22	06-24-25	