

RECREATION CENTERS OF SUN CITY, INC.

CORPORATE BYLAWS

Amended November 10, 2025

WHEREAS Article VIII, Section 3 of the Restated Articles of Incorporation (“Articles”) provides that the Board of Directors (“Board”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) may adopt Corporate Bylaws (“Bylaws”) not in conflict with the Articles.

NOW, THEREFORE, BE IT RESOLVED the Corporation must adhere to the following Bylaws.

The following definitions will apply:

- A. **“ANCA”** is defined as the Arizona Nonprofit Corporation Act, Arizona Revised Statutes §§ 10-3101 through 10-11702, as amended.
- B. **“Annual Property Assessment”** is defined as the annual fee that provides funding for the RCSC’s operations and is required to be paid by all Property Owners subject to the Corporate Documents and a recorded Facilities Agreement.
- C. **“Business Affairs of the Corporation”** are defined as the governance, management, and operations of the Corporation conducted by or under the direction of the Board of Directors, which includes but is not limited to:
 - 1. Financial management and budgeting;
 - 2. Adoption and enforcement of policies, programs, and services;
 - 3. Contracts, pricing, bids, and vendor selection;
 - 4. Internal corporate matters, operational decisions, regulatory compliance and risk management (including insurance);
 - 5. Employment, personnel, and compensation matters;
 - 6. Litigation and claims;
 - 7. Real property and capital projects;
 - 8. Information security and privacy;
 - 9. Communications and public relations;
 - 10. Strategic planning of the Corporation; AND
 - 11. Any other matter not expressly reserved to the Members by the Articles of Incorporation or applicable law, that are not in violation of its Corporate Documents or the ANCA statutes that are in effect at the time the matter is conducted.
- D. **“Cardholder(s)”** is defined as a Member and/or Privilege Cardholder(s).
- E. **“Chartered Club(s)”** or **“Club(s)”** is a group of Cardholders with a common interest formed as a part of the Corporation’s group tax exemption as a subordinate Chartered Club under section 501(c)(4) of the Internal Revenue Code. A Chartered Club qualifies as such as outlined in the Board Policy Resolution addressing Chartered Clubs.
- F. **“Company”** is defined as a Corporation, LLC, Subchapter S Corporation, Partnership, LLP, or any other entity that represents non-individual ownership other than trusts which holds or owns the current ownership interest in a Property.

- G. **“Corporate Documents”** are the Restated Articles of Incorporation, Corporate Bylaws, Board Policies and/or any rules and regulations of the Corporation.
- H. **“Directors of the Board”** is defined as the nine (9) elected or appointed members of the Board of Directors of the RCSC (hereafter referred to as **“Director(s)”**).
- I. **“Facilities Agreement”** is an agreement between the Corporation and the Property Owner(s) which obligates each and every Owner to pay assessments and fees imposed by the Corporation when due whether or not Owners occupy the Property or use RCSC Facilities.
- J. **“Incident Report Forms”** are filed to report non-club related threats/verbal/physical abuse of a staff or member, misuse or destruction of the RCSC’s property, gross or malicious behavior, or substantially similar incidents requiring documentation that occur on the RCSC’s property.
- K. **“Medical Report Forms”** document injuries (trips, slips, falls), illness, loss of consciousness, or substantially similar events requiring documentation.
- L. **“Member(s)”** or **“Membership”** is/are defined as Property Owner(s) who meet Member qualifications as defined in Article II of these Bylaws. Once Member qualifications are verified by the Cardholder Services Office, Member status will be established, and a Member Card with Owner’s photo will be issued by the Corporation.
- M. **“Member Card”** is defined as a card with Owner’s photo that is issued by the Corporation after Member qualifications are verified by the Cardholder Services Office. Owners who cannot meet the Member documentation requirements will not be issued a Member Card and will not receive any Member Privileges.
- N. **“Member(s) in good standing”** is/are defined as a Member whose assessments, fees and any and all other charges are current for all Properties in which the Owner has an ownership interest and whose Member Privileges are not suspended. Privileges for Members in good standing are listed in Article II, Section 1.
- O. **“Member Privileges”** are granted to Member Cardholders in good standing who may vote, serve on the Board or Committees, speak at Membership and Board meetings, join and participate in Chartered Clubs, receive discounted rates for golf and bowling, attend the RCSC’s free events and entertainment, and use all available RCSC Facilities subject to the Corporate Documents. Owners who cannot meet the Member documentation requirements will not be issued a Member Card and will not receive any Member Privileges.
- P. **“Owner(s)”** is/are defined as any individual or entity holding or owning a current ownership interest in a Property and is named on the deed to the property except:
 - 1. If a trust holds or owns the ownership interest in the Property, then the Owner(s) will be no more than two of the Grantors, or if deceased, no more than two vested remainder beneficiaries of the trust whose interests are presently distributable. Remainder, contingent or non-vested beneficiaries of a trust will not be considered Owner(s).
 - 2. If a Company holds or owns the current ownership interest in the Property, then the Owner(s) will be no more than two individuals selected by the Company from its shareholders, members or partners provided that said individuals have an ownership interest in said Company.

3. If life estate and remainderman interests hold or own the current ownership interest in the Property, then Owner(s) will be the life estate interest(s). The life estate is considered the Owner when dual ownership is life estate and remainderman.
4. In the event of the death of the sole Owner on a Property deed, a spouse who was married to the Property Owner prior to the Property purchase will be considered the Owner of record and is not liable for PIF or CIF fees related to the change of ownership.
5. **“Non-Owner(s)”** is/are defined as renters, tenants, lessees, occupants, or those granted lifetime use of Property who are not Owners and reside in a Property. Non-Owners must meet the established criteria in these Bylaws to purchase a Privilege Card.
6. **“Unqualified “Owner(s)”** is/are defined as Owners(s) who cannot meet Member qualifications.

Q. **“Petition(s)”** by Members are defined as follows:

1. An initiative petition proposes an addition to the Articles of Incorporation or Bylaws.
2. A referendum petition proposes to amend the existing Articles of Incorporation or Bylaws.
3. A removal petition proposes to remove sitting Director(s).
4. A demand for a special meeting proposes the consideration of a matter expressly reserved to the Members by the Articles of Incorporation, Bylaws, or applicable law.

R. **“Privilege Card”** is defined as a Non-Owner Property or Unqualified Owner Property resident card. Cardholder Services will issue the card after qualifications are verified.

S. **“Privilege Cardholder”** is an Unqualified Owner or Non-Owner Property resident that has been issued a Privilege Card.

1. Privilege Cardholders may join and participate in Chartered Clubs, receive member rates for golf and bowling, attend the RCSC’s free events and entertainment, and use all available RCSC Facilities subject to the Corporate Documents.
2. Privilege Cardholders may not vote or sign a Petition, serve on committees or the Board, or speak at Membership, Board Exchange, or Board meetings.

T. **“Privilege Cardholder(s) in good standing”** is defined as a Privilege Cardholder whose:

1. Privileges are not currently suspended; AND
2. The Property Owner’s assessments, fees and any and all other charges against the Property for which the Privilege Card is issued are current.

U. **“Property(ies)”** is defined as any land, building or structure or portion of any building or structure which is, has been or is intended to be, for use and occupancy as a dwelling unit that is real property in Sun City, Arizona located in the area entitled "Sun City General Plan, Maricopa County, Arizona," as prepared by the Del E. Webb Development Company and dated July 1972, November 1974, August 1975, and September 1978 with subsequent amendments thereto.

V. **“RCSC Facilities”** is defined as any and all facilities in Sun City, Arizona owned and/or operated by the RCSC.

W. **“RCSC Organization(s)”** is defined as an organization directly affiliated with the RCSC, including but not limited to: Chartered Clubs, golf associations affiliated with the RCSC’s

golf courses, Sun City Foundation, Inc., Sun City Property Holdings, Inc., and Viewpoint Lake Management Board.

- X. “**Senior Management**” is defined as the employees designated by title by the General Manager.

ARTICLE I – CORPORATE OFFICE

SECTION 1: CORPORATE CATEGORIZATION

The Recreation Centers of Sun City, Inc., is categorized by the Internal Revenue Service as a private non-profit 501(C)(4) corporation. The corporation is regulated by the ANCA.

SECTION 2: PURPOSE

The purpose of the RCSC as stated in part in the Articles of Incorporation is to do anything and everything lawfully necessary in the interest of the Members of the Corporation, including, without limitation, the following:

- A. To establish and conduct a general social, cultural, recreational and amusement enterprise for the benefit of its Members and do anything lawfully necessary or convenient to accomplish such purpose.
- B. To contract, coordinate or operate, with other organizations, associations, corporations, or individuals in carrying out and conducting the activities and endeavors for which this Corporation is formed and in effecting the benefits and results sought to be gained.

SECTION 3: PARLIAMENTARY AUTHORITY

By precedence, meetings of the Corporation, including meetings of the Membership, will be governed by:

- A. The laws of the State of Arizona and the Corporate Documents
- B. The RCSC’s Bylaws
- C. Special Rules of Order
- D. Robert's Rules of Order

SECTION 4: CORPORATE OFFICE

The principal Corporate Office of the Recreation Centers of Sun City, Inc. is located in Sun City, Maricopa County, State of Arizona.

SECTION 5: FISCAL YEAR

The RCSC’s fiscal year runs January 1 through December 31 for financial reporting and budgeting purposes only. All other governance actions are not constrained by a fiscal or calendar year.

SECTION 6: GENERAL PROVISIONS

Whenever any action must be taken under these Bylaws during a certain period of time (or by a particular date) that ends or occurs on a non-business day, then such period (or date) may be extended until the next succeeding business day. As used herein, the term “day” means any day of the year except Saturdays, Sundays or federal holidays (which are considered non-business days).

ARTICLE II – MEMBERSHIP, CARDHOLDERS AND GUESTS

SECTION 1: MEMBERS, MEMBERSHIP, MEMBER CARD/CARDHOLDER

- A. Members in good standing, which includes having paid their Annual Property Assessment, are considered as the Membership of the Corporation. Members in good standing may:
 - 1. Vote;
 - 2. Serve on the Board of Directors or Committees;
 - 3. Speak at Membership, Board Exchange and Board meetings;
 - 4. Join and participate in Chartered Clubs;
 - 5. Receive Member rates for golf and bowling;
 - 6. Attend the RCSC's free events and entertainment; AND
 - 7. Use all available RCSC Facilities subject to the Corporate Documents.
- B. Members must meet the following qualifications:
 - 1. A Member must be an Owner of property in Sun City and be 55 years of age or older who occupies the Property as an Arizona residence as documented by the Maricopa County Assessor's Office as other than a rental or non-resident category.
 - 2. If a spousal Owner is under 55 years of age, he/she may be a Member, provided:
 - a. He/she is not under 19 years of age;
 - b. He/she occupies the Property as an Arizona residence; AND
 - c. That one spousal Owner is 55 years of age or older and occupies the Property at the same time.
 - d. Continued Member status by an underage spousal Owner because of the death or long-term medical relocation of the Owner meeting the age requirement will continue so long as the Owners and occupancy status of the Property do not change.
- C. If there are more than two Property Owners who meet the Member qualifications, such Owners must decide which two concurrent Owners will be classified as Members. Additional Owners who qualify may purchase a Privilege Card or Day Pass.
- D. If the Owner is a trust, no more than two of the Grantors, or if deceased, no more than two vested remainder beneficiaries of the trust whose interests are presently distributable may be deemed to be Members, provided that they individually meet the Member qualifications. Remainder, contingent or non-vested beneficiaries of a trust will not be considered Owner(s) and are not eligible to be Members. Those granted life estate use of a property are not eligible to be Members.
- E. If the Owner is a Company, the Company may select two of its shareholders or partners to be Members, provided that they individually meet the Member qualifications and further provided that said individuals have an ownership interest in said Company.
- F. If Owner interests are split between separate life estate and remainderman interests, only the life estate holders may be Members. Those holding remainderman interests will not be considered Owners and are not eligible to be Members until the termination of the separate life estate interests. No more than two life estate holders, or if the life estate is terminated, two remaindermen may be deemed to be Members provided that they individually meet the Member qualifications.

- G. Owners that own multiple Properties are not considered to occupy more than one Property at a time.

SECTION 2: UNQUALIFIED OWNERS

Owners who cannot meet Member qualifications are considered Unqualified Owners.

- A. An Unqualified Owner who does not occupy the Property may be entitled to purchase a Day Pass through the Cardholder Services Office. The Day Pass gives the Unqualified Owner the privilege of using RCSC Facilities while temporarily (thirty (30) days or less per year) in Sun City, Arizona. The Unqualified Owner is not allowed to bring guests.
- B. An Unqualified Owner under 55 years of age who occupies the Property may be issued an annual Privilege Card for a fee, as determined by the Board, provided the Owner:
1. Is not under 19 years of age; and
 2. Occupies the Property as an Arizona residence as documented by the Maricopa County Assessor's Office as other than a rental or non-resident category. and
 3. Provided further that there is verifiable proof of at least one person 55 years of age or older occupying the Property at the same time.

SECTION 3: NON-OWNER PROPERTY RESIDENTS

Non-Owners that meet the following criteria may be issued a 30-day, 60-day, 90-day or annual Privilege Card for a fee, as determined by the Board, provided:

- A. At least one Owner or Non-Owner who occupies the Property is 55 years of age or older; AND
- B. The Non-Owner occupies the Property for the period of time requested as his/her; AND
- C. The Non-Owner is not under 19 years of age, AND;
- D. The assessments, fees and any and all other charges against all of the Owner's Properties are current.

SECTION 4: INCIDENT AND MEDICAL REPORTS

- A. Medical Report Forms must be completed and filed to document events occurring on RCSC Facilities, including, but not limited to:
1. Illness.
 2. Loss of consciousness;
 3. Injuries (trips, slips, falls); and
 4. Substantially similar events requiring documentation.
- B. Incident Report Forms must be completed and filed to document misconduct occurring on RCSC Facilities, including, but not limited to:
1. Threats or verbal/physical abuse of a staff person or Member;
 2. Any situation in which there is perceived or actual harm to any individual;
 3. Gross or malicious behavior;
 4. Misuse, damage, or destruction of the RCSC's property;
 5. Theft;
 6. Unacceptable behavior; and

7. Substantially similar incidents requiring documentation.
- C. Incident reports must be filed within thirty (30) days of occurrence.
- D. The club member conduct process is addressed in the Board policy governing clubs.

ARTICLE III – ASSESSMENTS AND FEES

Each and every Property Owner must execute a Facilities Agreement in the form required by the Corporation. All Owners are obligated to pay assessments, fees and other charges when due whether or not Owners occupy the Property or use RCSC Facilities. Assessments, fees and other charges will be determined by the Board and will be payable by Owners pursuant to the Facilities Agreement and Corporate Documents.

SECTION 1: ANNUAL PROPERTY ASSESSMENTS

The Corporation may levy an Annual Property Assessment against each Property and its Owner(s). Each Owner of a Property, by accepting a deed or entering into a Facilities Agreement, is deemed to covenant and agree to pay these Annual Property Assessments. All Annual Property Assessments, together with interest due from the due date of such Annual Property Assessment, late charges, costs (including lien fees and administrative costs) and reasonable attorneys' fees, will be a charge and continuing lien upon each Property against which the Annual Property Assessment is levied until paid and will be the obligation of the Owner(s) of such Property at the time the Annual Property Assessment is imposed. Upon a transfer of title to a Property, the grantee(s) will be jointly and severally liable with the grantor(s) for any assessments, fees and other charges due at the time of conveyance. No first mortgagee or first deed of trust beneficiary who obtains title to a Property by exercising the remedies provided in its mortgage or deed of trust, as the case may be, will be liable for unpaid Annual Property Assessments which accrued prior to such acquisition of title. Annual Property Assessments will be paid for in such a manner and on such dates as the Board may establish. No Owner may exempt himself, herself or itself from liability for Annual Property Assessments, by non-use of RCSC Facilities, abandonment of his, her or its Property, or by any other means. The obligation to pay Annual Property Assessments is a separate and independent covenant on the part of each Owner. No diminution or abatement of Annual Property Assessments or setoff will be claimed or allowed for any alleged failure by the Corporation, Board, or the RCSC's personnel to take any action or perform such function required of it.

Annual Property Assessments are assessed on two methods, as follows:

- A. **Per Property Basis**: Each Property and its Owner(s) is assessed, regardless of the number of Owners, one annual assessment on a Per Property basis as determined by the Board. Any Property which has any change in its legal or beneficial ownership after February 1, 2003 will be assessed on a Per Property basis.
- B. **Per Person Basis**: Each Property and its Owner(s) is assessed for each and every Owner at the rate of one-half (1/2) of the annual Per Property basis assessment as determined by the Board. Property owned prior to February 1, 2003 will continue being assessed on a Per Person basis as long as:
 1. Owners consistently maintain the Property as their primary Arizona residence unless Owner's current residency requires long term medical relocation, and the occupancy status of the Property has not changed;
 2. Owners are in compliance with the Corporate Documents; AND

3. Original Owners as of February 1, 2003 remain as majority (50% or more) Owners or income beneficiaries of the Property.

If any purchase, acquisition, transfer, inheritance of a Property occurs after February 1, 2003, or if any Owner or beneficial interest is added to the deed after February 1, 2003, then the assessment basis will be changed to a Per Property basis, and a new Facilities Agreement will be executed by all Owners.

All refunds for Annual Property Assessments must be applied for in writing through the Cardholder Services Office. Eligible pro-rata refunds on estate properties are issued only upon the sale of the Property. To receive a refund for Annual Property Assessments, the Member Card should be returned if applicable. Pro-rata refunds for Annual Property Assessments may be available as follows provided all Annual Property Assessments, fees, and any and all other charges against the Property and Owners are paid in full:

- A. UPON THE SALE OF PROPERTY, the Owner may be entitled to receive a pro-rata refund, provided the Owner has met the obligations as described in the Facilities Agreement and Corporate Documents including the execution of a Facilities Agreement by the new Owners. To receive a refund an application must be filed with the Cardholder Services Office within three (3) years from the close of escrow. Closing documents showing the sale of the Property may be required at the time the application for a refund is submitted. Refunds will be prorated from the date of the sale to the next annual assessment due date.
- B. IN THE EVENT OF DEATH, the estate may be entitled to receive a pro-rata refund provided the deceased Owner has met the obligations as described in the Facilities Agreement and Corporate Documents and the estate Property has been sold. To receive a refund an application must be filed with the Cardholder Services Office within three (3) years from the date of death. A death certificate must be presented at the time the application for a refund is submitted. Refunds will be prorated from the date of death to the next annual assessment due date.
- C. Excluding the aforementioned, no other refunds will be issued for any reason for Annual Property Assessments.

SECTION 2: PRESERVATION AND IMPROVEMENT FEE (PIF)

The PIF as determined by the Board, must be imposed on the purchase, acquisition, transfer, inheritance, gift or any change in ownership of legal or beneficial interest in the title to a Property:

- A. Pursuant to any deed, contract for sale, will or other instrument or document transferring an interest in such Property, so long as the original payor of the PIF no longer retains a majority (50% or more) ownership interest in the Property; OR
- B. Following the death of the last payor of said PIF for the Property resulting in Owners who have not paid said PIF for the Property owning a majority (50% or more) ownership interest; OR
- C. Following the death of the last original Grantor under a trust which holds title to the Property; OR
- D. Following the death of the last holder of a life estate.

SECTION 3: CAPITAL IMPROVEMENT FEE (CIF)

The CIF as determined by the Board, must be imposed on the purchase, acquisition, transfer, inheritance, gift or any change in ownership of legal or beneficial interest in the title to a Property:

- A. Pursuant to any deed, contract for sale, will or other instrument or document transferring an interest in such Property, so long as the original payor of the CIF no longer retains a majority (50% or more) ownership interest in the Property; OR
- B. Following the death of the last payor of said CIF for the Property resulting in Owners who have not paid said CIF for the Property owning a majority (50% or more) ownership interest; OR
- C. Following the death of the last original Grantor under a trust which holds title to the Property; OR
- D. Following the death of the last holder of a life estate.

ARTICLE IV – MEMBERSHIP MEETINGS

SECTION 1: ANNUAL MEMBERSHIP MEETING

An annual meeting of the Members will be held each year and will be conducted by the Board President and/or other appropriate member of the Board. The meeting will be held in March unless circumstances prevent.

- A. Initial notice of the annual meeting shall be published at least sixty (60) days prior to the meeting. To publish the notice, the Board President will direct the General Manager to:
 - 1. Post the Membership meeting notice and agenda at all RCSC Facilities; and
 - 2. Post the Membership meeting notice and agenda via the RCSC's website and other written or electronic communication.
- B. The following areas will be covered at the annual meeting regardless of a quorum:
 - 1. Previous year accomplishments and challenges;
 - 2. Prior year Financial Report;
 - 3. Goals to accomplish in the current year;
 - 4. Results of Member or Board proposed motions; and
 - 5. Other areas of interest.

SECTION 2: MEMBERSHIP MEETING RULES AND REGULATIONS

- A. A Parliamentarian may be present at the discretion of the President.
- B. The Bylaws may be amended, modified, revised or revoked by the Directors or by the Members, as permitted by these Bylaws, the Articles of Incorporation, and the ANCA.

In the event of a conflict concerning the Bylaws between the Members and the Board, the decision of the Members will prevail only to the extent the conflict concerns a Proper Member Subject.

 - 1. "Proper Member Subjects" include only those provisions that directly govern:
 - a. Member rights, privileges, qualifications;
 - b. Member participation in corporate governance;
 - c. Member governance and procedures; and
 - d. Any matter that must be approved by the Members under these Bylaws, the Articles of Incorporation, and the ANCA.

2. The following proposed Bylaws changes shall be treated as nonbinding recommendations to the Board. Proposed changes that:
 - a. Are not within the Proper Member Subjects; OR
 - b. Conflict with the Articles of Incorporation or the ANCA; OR
 - c. Intrude on powers reserved to the Board including, but not limited to, management of the Corporation's Business Affairs and operational governance.
 3. Nonbinding recommendations to the Board shall not be submitted to a Member vote.
 4. The Board shall research to see if the recommendations are or are not in the best interest of the Corporation and shall calendar such recommendations for consideration at a duly noticed Board meeting.
- D. Amendments to the restated Bylaws or Articles of Incorporation may be proposed by the Board of Directors or, in the case of a Special Membership Meeting, by petition signed by at least ten percent (10%) of the total Membership of the Corporation as of the 1st day of the preceding July, or pursuant to Section 3 of this Article IV. The proposed amendment to the Bylaws shall be treated according to the procedures set forth in these Bylaws, the Articles, and the ANCA. The proposed amendment to the Articles shall be submitted to a vote of the Members.

SECTION 3: PROPOSED AMENDMENTS & PETITIONS

Each year, the Board may, by resolution, set the specific calendar dates for this Section and publish the calendar on the RCSC's website. If no resolution is adopted, the default dates in this Section 3 shall apply.

Member proposed amendments to the Articles of Incorporation and Bylaws, intended to be considered at the next Annual Membership Meeting, may be submitted to the corporate office on the first day after the annual meeting has been adjourned.

- A. Proposed amendments must be submitted to the corporate office by the last business day of September.
- B. All proposed amendments will be referred to legal counsel to determine if the amendment is proper or improper.
- C. All proposed amendments, whether proper or improper, will continue through the amendment process.
- D. The Board of Directors may assemble an Ad Hoc Bylaws working group composed of Directors and Members to evaluate the proposed amendments and make recommendations to the amendment sponsors.
- E. RCSC shall post the proposed amendments on the RCSC website.
 1. Members may make suggestions to the amendment sponsor(s) via online or town hall meeting.
 2. Amendment sponsor(s) may accept or reject these suggestions.
 3. Amendment sponsor(s) may make changes to the proposed amendments until the last business day in November.
- F. After the last business day in November, all proposed amendments will be referred to legal counsel to determine if the amendment continues to be proper or improper. Improper amendments are nonbinding recommendations to the Board and will not be voted on.

- G. RCSC shall publish the final proposed amendments in written communication by the last business day in December.
- H. Members will be able to vote for all proposed amendments starting the middle of January through the last business day in February.
- I. All votes cast for amendments will be tabulated prior to the annual meeting.
- J. For a Member proposed amendment to pass, it must be approved by a two-thirds (2/3) vote of the total votes cast or a majority of the total Members In Good Standing, whichever is less.
- K. For Initiative or Referendum Petitions, refer to the Board Policy.

SECTION 4: SPECIAL MEMBERSHIP MEETINGS

- A. Special meetings of the Members may be called either by:
 - 1. Vote of a majority of the Board of Directors; or
 - 2. Petition of at least one-tenth (1/10) of all RCSC Members in good standing as of the close of business on the thirtieth (30th) day before delivery of the demand for a special meeting.
 - a. The Petition must include one or more written demands for the meeting describing the purpose or purposes for which it is to be held.
 - b. Validation of petition signatures shall be completed within sixty (60) days of receipt.
 - c. The Board President or, if not available, the next highest-ranking Board Officer must schedule a special meeting of the Members.
- B. The purpose of the special meeting shall be stated in the notice with no other business to be conducted at the meeting.
- C. Notice of the special meeting shall be published no more than ten (10) business days after validation of signatures. The Board President will direct the RCSC General Manager to:
 - 1. Post the notice at all RCSC Facilities;
 - 2. Electronically post the notice on the RCSC's website; and
 - 3. Publish the notice in written communication.
- D. The special meeting must be held within sixty (60) days after the meeting notice is published.
- E. Once a quorum has been established for the Special Membership Meeting, the quorum must be maintained to conduct business. If, however, such quorum will not be present or represented at the meeting, the Members entitled to vote at the meeting will have the power to adjourn the meeting without notice other than announcement at the meeting.

SECTION 5: MEMBERSHIP MEETING QUORUMS

- A. The quorum for an Annual Membership Meeting shall consist of not less than five hundred (500) Members in good standing. The quorum is established by the total number of Members voting on motions prior to the meeting.
- B. The quorum for a Special Membership Meeting shall consist of not less than five hundred (500) Members in good standing present at the meeting or represented by proxy.
- C. Proxies
 - 1. The maximum number of proxies for any one Member is ten (10).
 - 2. Each proxy must be executed on the RCSC's official proxy appointment form, signed by the Member or the Member's duly authorized attorney in fact, and delivered to the

- RCSC's Secretary (or such officer or agent as the Board designates to tabulate votes) before or at the meeting at which the motion is presented for a vote. A separate proxy form is required for each motion.
3. Proxy appointment forms may be delivered by hand, mail, or electronic transmission, provided the transmission contains sufficient information to show that the Member authorized the proxy.
 4. Each proxy shall be valid for the single motion identified on the appointment form and shall automatically expire at the conclusion of the vote on the specified motion. The proxy shall not extend to any other matters.
 5. For the election of Directors, a proxy vote may be exercised by electronic voting, polling place voting, or absentee vote, provided that proxy voting does not conflict with the Articles of Incorporation.
 6. A Member may withdraw their proxy for any and all motions by (i) attending the meeting and voting on the motion in person, or (ii) providing the RCSC's Secretary (or such officer or agent as the Board designates to tabulate votes) written notice of their decision or a subsequent appointment form.
- D. Once a quorum has been established for any meeting, unless otherwise stated in the Bylaws or Articles of Incorporation, appropriate business may be conducted and decided by a majority vote of Members present unless otherwise required by the laws of the State of Arizona or the Articles of Incorporation.

SECTION 6: VOTING PROCEDURES FOR MEMBERSHIP MEETINGS

- A. Members in good standing will vote for Annual Membership Meeting motions prior to the meeting. All ballots, whether electronic, paper, in person, or absentee, shall be:
1. Properly authenticated (the identity of the voter must be confirmed);
 2. Retained as part of the official record; and
 3. Only counted for agenda items listed on the ballot.
- B. Members in good standing will vote for Special Membership Meeting motions at the meeting.
1. The initial vote of Members present at the meeting, including proxies, may be a floor vote indicated by raising of hands or standing.
 2. The following procedures will apply for ballot voting, if necessary:
 - a. Voting will proceed under supervision of the Election Committee.
 - b. At least two (2) members of the Election Committee will be in attendance at all times during voting and they, along with their assigns, will issue all official ballots, and witness the casting of the ballots.
 - c. Ballot boxes will remain sealed until all votes are cast. Votes will be tabulated in the presence of at least three (3) members of the Election Committee. Any Member may be present as an observer at the tabulation of the votes. Upon completion of the tabulation of ballots, the results will be certified by the Election Committee Chair to the Board and posted and published in the RCSC's printed and electronic communication.

SECTION 7: LIMITATION PERIOD

- A. No Membership election or vote, initiated by petition of the Members, will be held on an issue which is the same as, or substantially similar to, any issue which has been voted upon by the Membership within the current calendar year or any of the past three (3) calendar years (collectively known as the "Limitation Period").
- B. The Board will determine, in its sole discretion, whether the issue proposed to be voted upon by the Membership is the same as, or substantially similar to, an issue previously voted upon by the Membership during the Limitation Period.
- C. In the event a Membership election or vote is not required to be held due to the provisions of this section, then the Board will not set, call, notice or post the proposed Membership election or vote or any Membership meeting in connection therewith, or take any other action normally associated with a Membership election or vote or a Membership meeting.
- D. This section will not apply to the election or removal of any Director.

SECTION 8: MEETING MINUTES

The meeting minutes of the Annual Membership or a Special Membership meeting will be approved by three (3) current Officers of the Board within two weeks after the adjournment of such meeting and posted on the RCSC's website (www.suncityaz.org)

ARTICLE V - BOARD OF DIRECTORS

SECTION 1: COMPENSATION OF BOARD OF DIRECTORS

Directors will receive no compensation of any kind for their service as a Director.

SECTION 2: CONFLICT OF INTEREST

Directors must disclose in writing to the Corporation's President or Vice-President any material interest or relationship on their part which is or may be considered a conflict of interest.

- A. Violation of this policy could provide grounds for removal as a Director.
- B. A conflict of interest is a situation in which someone in a position of trust has competing professional or personal interests. Such competing interests can make it difficult to fulfill his/her duties impartially. A conflict of interest can exist even if no unethical or improper act results from it.

SECTION 3: INSTALLATION OF DIRECTORS

At the first Board Meeting after the Director(s) has/have been newly elected or newly appointed, the President of the Corporation will formally install the new Director(s) and specify when their term of office commences.

SECTION 4: LENGTH OF TERMS AND VACANCIES

There will be nine (9) elected or appointed members of the Board as Directors.

- A. The term of office for an elected Director will be up to a three (3), two (2) or one (1) year term.

- B. All terms count toward the six (6) year limit set forth in the Articles of Incorporation.
- C. At the annual election, three (3) Directors will be elected for three (3) year terms unless a candidate has only one (1) or two (2) years remaining on the maximum available years elected per the Articles of Incorporation.
- D. A candidate must receive at least one hundred (100) votes to be eligible to fill a vacancy.
- E. If there are not sufficient candidates to fill vacancies, the succeeding Board will appoint them after January 1.
 - 1. A majority vote of the Board five (5) is required for said appointment. An appointment ends on December 31 of the year appointed.
 - 2. An appointed term does not enter into the six (6) year limit set forth in the Articles.
- F. Director positions will be filled as follows:
 - 1. Candidates will fill available positions based on the highest to lowest vote count.
 - 2. The candidate receiving the highest number of votes will fill the three (3) three-year terms.
 - 3. Candidates receiving the highest number of votes but with less than three (3) years remaining will take the shorter term of one (1) or two (2) years remaining based on the maximum six (6) years available to serve.
 - 4. The candidates receiving the next highest number of votes will fill the remaining two (2) and one (1) year terms.
- G. If a candidate is elected to the Board and declines or is unable to assume the office, then the term of the declining candidate will be filled with the unsuccessful candidate receiving the next highest number of votes, based on the vote totals of the candidates in the last annual Board election.
- H. The Election Committee will determine the order of placement in the event of a tie vote. The candidate elected will be determined based on the majority vote of the Election Committee. If the committee's vote is tied, the Chair of the Election Committee can vote to break the tie.
- I. Vacancies occurring on the Board during the year (January 1 through December 31) may be filled by appointment by the Board.
 - 1. A majority vote of the Board (five (5) Directors) is required for said appointment.
 - 2. An appointment ends on December 31 of the year appointed.
 - 3. An appointed term does not enter into the six (6) year limit set forth in the Articles.

SECTION 5: MEETINGS OF THE BOARD

- A. All meetings of the Board and the Exchanges will be open, and video recorded, excluding:
 - 1. Executive Sessions
 - 2. Informational Meetings
 - 3. Gatherings involving any number of Directors for solely social, informational, or educational purposes that:
 - a. Clearly do not have a formal meeting format: AND
 - b. Do not allow for any form of decision making, action, or business transaction to take place.

- B. Member comments at Board Meetings will be limited to posted motions, the Treasurer's Report, and the Management Report within the established time limit. If answers to questions pertaining to the Treasurer's and Management Report are not readily available during the Board Meeting, they may be answered at the next Exchange.
- C. Unless otherwise restricted by the ANCA, Articles of Incorporation, or these Bylaws, motions at Board meetings must be passed by a majority of the Directors at the meeting.
- D. The Board of Directors may adopt amendments to these Bylaws that are not submitted to the Members as permissible by the Corporate Documents and ANCA. The Board's procedures for adopting such amendments include:
 - 1. Board proposed amendments to the Bylaws may be submitted at monthly Board meetings.
 - 2. To change the Bylaws, the amendment needs to pass at two (2) Board Meetings.
 - 3. A two-thirds (2/3) vote of the total votes cast will be required at each meeting to pass the amendment, unless a greater vote, or Member vote, is required by the Corporate Documents or ANCA.
 - 4. Second readings of Board proposed amendments to the Bylaws cannot be waived.
- E. Directors can attend all duly called regular Governing Board Meetings, Executive Sessions, Informational Meetings, Planning Sessions, and Special Sessions of the Board either in person, by telephone conference call, video conferencing or other communication methods by which all participants can simultaneously hear and talk to each other.
- F. At least seven (7) days prior to all Board Meetings, Special Sessions, Planning Sessions, and the Exchanges:
 - 1. An agenda, subject to amendment, will be posted in RCSC Facilities and/or on the RCSC's website (www.suncityaz.org).
 - 2. Motions made in Board Meetings will be read and passed a minimum of two times before they can be acted upon unless readings are waived by two-thirds (2/3) vote of the Board (six (6) Directors).
 - a. This rule, however, does not preclude the consideration of privileged motions, or of any subsidiary, incidental, or other motions that may arise in connection with the transaction of such business or the conduct of the meeting.
 - b. For purposes of clarity, no motions will be made at Informational Meetings or Planning Sessions.
- G. After approval by the Board, minutes of Board Meetings:
 - 1. Will be available on the RCSC's website (www.suncityaz.org) within seven (7) business days: AND
 - 2. Printed copies may be supplied at no cost to Members in good standing at the Corporate Office, subject to the requirements of the ANCA.
- H. The Exchange is an opportunity for Members to speak on items of concern. No formal business is conducted at The Exchange and no minutes will be published.
- I. Informal Informational Meetings of the Board (closed meetings) are held after the Exchange:
 - 1. To identify and resolve issues brought forth at the Exchange by the Membership or as needed to discuss complex issues and/or review educational materials.

2. Only Directors and RCSC Management may attend except when additional information is needed from other individuals.
3. No minutes will be published from Informational Meetings.
- J. The RCSC Board of Directors may hold Planning Sessions quarterly or as needed to discuss issues or to garner information from the General Manager. These sessions will be:
 1. Open to attendance by Members who will not be allowed to comment;
 2. Video recorded, and the agenda posted on the RCSC's website prior to the meeting.
- K. The Board may meet in an Executive Session (closed meeting) to discuss confidential matters such as litigation, matters relating to the formation of contracts with third parties, Cardholder discipline, and personnel matters.
 1. A quorum of the Board (five (5) Directors) is required to enter into Executive Session.
 2. All matters discussed in an Executive Session will remain confidential indefinitely.
 3. Executive Sessions may be called separately or during any meeting of the Board or Membership.
 4. The Board has the authority to take final action in Executive Sessions and is not required to reveal those decisions or approve the action two (2) times.
 5. Minutes of Executive Sessions are retained as a part of the confidential records of the Corporation, subject to the requirements of the ANCA.
- L. Special Sessions are business meetings of the Board called by the President or upon the written request of three (3) or more Directors.
 1. The purpose of the meeting must be stated in the call and posted on the RCSC's website www.suncityaz.org.
 2. Discussions during Special Sessions will be limited to the purpose for the session.
 3. Except in cases of emergency, at least seventy-two (72) hours' notice must be given.

SECTION 6: BOARD AUTHORITY/DUTIES, COMMISSIONS AND SENIOR MANAGEMENT

A. Board Authority/Duties:

1. The Board will have the authority and responsibility to:
 - a. Employ the General Manager;
 - b. Hold and administer assets; and
 - c. Direct, control, manage, and supervise the business and financial affairs of the Corporation without limitation except as set forth in the Corporate Documents and the ANCA.
2. The General Manager will report to the Board.
 - a. After consultation with the other Board Officers, the President, or a designated representative in his/her absence, will provide direction and guidance to the General Manager.
 - b. A job performance review will be conducted by the Officers with input from the Board.
 - c. Any successful candidate for General Manager must be approved by two-thirds (2/3) of the current Board (six (6) Directors).
 - d. The General Manager can only be terminated with a two-thirds (2/3) approval of the current Board (six (6) Directors).

- B. The Board Coordinator will report to the President. Duties include administrative support for Board Meetings, Corporate Document maintenance and all other Board functions as assigned.
- C. The Board has the authority to establish, amend, and/or delete any and/or all individual parts of these Bylaws, Board Policies, committees and any rules and regulations of the Corporation as deemed necessary and within the authority of the ANCA and the Corporate Documents.
- D. The Board's fiduciary duty requires the Board to act in the best interests and for the benefit of the Corporation. This duty requires the Board to:
 - 1. Avoid conflicts of interest and acting out of self-interest; AND
 - 2. To act as reasonable people in conducting the affairs of the Corporation.
- E. The Board's duty and responsibility is to establish policy and to ensure the implementation of that policy by Senior Management.
 - 1. It is the role of the Board to establish objectives and approve budgets for the Corporation.
 - 2. The Board can delegate the implementation of Board decisions to the General Manager.
 - a. The Board only has direct supervisory authority over the General Manager and Board Coordinator. The Board has no direct supervisory authority over any other RCSC personnel. However, the Board can make requests for reports, information, repairs, maintenance or any other requests to Senior Management only.
 - b. Any Director will have the right to attend, as a guest, all meetings of Committees or RCSC team meetings. Directors attending such meetings may not participate during the meeting unless invited to do so by the Committee Chair, Committee Vice Chair or Senior Management.
- F. Commissions may be established by the Board and are made up of Directors only.
 - 1. The purpose of a Commission is to carry out specific business of the Corporation, with written guidelines (i.e. Bid Commission, Investment Commission) as assigned to that Commission by the Board.
 - 2. The Board may empower Commissions to act on behalf of the Corporation to fulfill such duties.

ARTICLE VI – OFFICERS

SECTION 1: OFFICERS OF THE CORPORATION

The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer.

SECTION 2: ELECTION OF OFFICERS

The Board shall meet in a closed Executive Session prior to the January Exchange Meeting to elect the Board Officers and Sun City Foundation Directors.

- A. Officers shall be elected from among the current Directors by a simple majority vote of the Board.
 - 1. Each Officer shall serve a one (1) year term that concludes at the next annual election of Officers.
 - 2. Directors may be re-elected to an Officer position.

- B. The Board shall also appoint Sun City Foundation Board Directors.
 - 1. These appointments shall be for one (1) year terms.
 - 2. The appointment of Sun City Foundation Directors will comply with the Sun City Foundation Corporate Documents

SECTION 3: PRESIDENT

The President shall:

- A. Call to order, preside over, and conduct all meetings of the Corporation following a formal order of business.
- B. Have general oversight and direction of the Corporation's affairs, in accordance with the Corporate Documents.
- C. May call special meetings of the Board and shall administer all matters not otherwise expressly delegated.
- D. Conduct and execute all other duties and responsibilities as outlined in Board Policies.
- E. With Board approval, execute bonds, investments, debts, and other contracts under the Corporation's seal except where law or Board delegation requires otherwise.

SECTION 4: VICE PRESIDENT

The Vice President shall:

- A. Perform duties as assigned by the President.
- B. Assume the duties of the President in his/her absence or incapacity.
- C. Conduct and execute all other duties and responsibilities as outlined in Board Policies.

SECTION 5: SECRETARY

The Secretary shall:

- A. Conduct and execute all duties and responsibilities as outlined in Board Policies and the Corporate Documents.
- B. Ensure the proper maintenance and organization of the Corporation's records.

SECTION 6: TREASURER

The Treasurer shall:

- A. Ensure that the Corporation's financial records and cash/investment handling procedures are audited annually, following the close of the fiscal year, by a Certified Public Accountant selected by the Board.
- B. Confirm that all required filings including annual income tax returns are completed as required.
- C. Implement safeguards to protect corporate assets.
- D. Ensure that any indebtedness issued in the name of the Corporation is signed by the Treasurer or another Board Officer, following a two-thirds (2/3) approval vote of the Board (six (6) votes).
- E. Be the Chair or Vice Chair of the Finance, Budget and Audit Committee.
- F. Conduct and execute all other duties and responsibilities as outlined in Board Policies.

SECTION 7: THEFT, DISHONESTY AND LIABILITY INSURANCE

- A. The Board Officers shall ensure that the Corporation maintains an Employee Dishonesty Insurance Policy, as determined by the Board, to protect against losses arising from theft or mishandling of assets by Employees, Directors, or Agents.
- B. The Corporation shall also provide Directors and Officers Liability Insurance for all Directors, Officers, and their spouses.

SECTION 8: RESIGNATION OF OFFICER POSITIONS

- A. An Officer desiring to resign from their Officer position but remain on the Board as a Director must notify both the President and Vice President.
- B. A new Officer to replace the resigning Officer shall be elected by the Board within fifteen (15) days of resignation.
- C. In the event of a vacancy in the office of President, the Vice President shall assume the duties of President until a new President is elected.

ARTICLE VII - NOMINATION AND APPOINTMENT PROCEDURES

SECTION 1: PETITION AND APPLICATION OF CANDIDATES

- A. Board Candidate Packets shall be made available on or before the first Monday in June.
- B. Any member of the Election Committee who wishes to become a candidate for the Board must resign from the Committee prior to declaring their candidacy.
- C. To qualify as a candidate for election to the Board, a Member must submit the following documents to the Corporate Office by the date specified in the Candidate Packet:
 - 1. A completed official petition form containing at least one hundred (100) valid signatures from Members in good standing.
 - 2. A completed application on the required official form that must include a résumé and a list of candidate goals.
- D. Candidates must be available for a photograph to be taken by RCSC staff for official use.
- E. The Candidate packets will be reviewed and certified by the Board Coordinator in preparation for the presentation of the candidates to the Board.
- F. The RCSC Board shall present a list of candidates for open Board positions at a Board meeting held no later than October 31 of each year.
- G. These candidates will be included in the ballot for the upcoming annual election.

SECTION 2: CANDIDATE REQUIREMENTS

To be a candidate for election or appointment to the Board, a candidate must meet all of the following criteria:

- A. Be at least fifty-five (55) years of age;
- B. Be a Member in good standing;
- C. Must not reside with or be related by marriage or birth to any other Director, Board candidate, or member of Senior Management who will also be in office during the elected or appointed term;
- D. Reside in Sun City, Arizona and be physically in residence at least ten (10) months of the year;

- E. Be willing and available to serve a full three (3) year term; AND
- F. Attend in person or electronically the required Board Candidate Orientation session(s) (not required for appointment to the Board).

ARTICLE VIII - ELECTION OF DIRECTORS

SECTION 1: POLLING PLACES, TIMES AND DATES

- A. Election of the Board will be held on the second Tuesday in December each year.
- B. The Election Committee may schedule earlier voting dates.
- C. The Election Committee may select the number of polling places, their locations and times of operation for voting within Sun City, Maricopa County, Arizona.
- D. The Election Committee will select the number of days for online voting through the Web Portal.

SECTION 2: VOTES

The Board candidate or candidates receiving the highest number of votes will be elected to the vacancy or vacancies for which the election is held.

SECTION 3: RECALL ELECTION

- A. In a recall election, a Director will be deemed recalled if a majority of the votes cast by Membership ballots are for his/her/their removal.
- B. Subsequent to a successful recall vote of a Director, an election will be held to elect a replacement Board member.
 - 1. The person receiving the highest number of votes cast by Membership ballots to replace the recalled Director will be deemed elected to fill the unexpired term of said Director.
 - 2. The Director recalled is not eligible to run in the subsequent recall election.
- C. The Board, or its designated representative, may use the services of a neutral entity and adopt their procedures, as desired, to ensure a fair election process.
- D. The Board, or its designated representative, may exercise the flexibility to negotiate technical and routine matters with the neutral entity conducting the election at the Board's request and to make any necessary arrangements or revisions as the need arises.

ARTICLE IX - COMMITTEES

SECTION 1: COMMITTEES

A committee is a small group of Members, subordinate to the Board, which is organized to assist the Board in specific areas.

- A. Committees have no decision-making authority and are limited to presenting ideas and recommendations to the Board unless otherwise authorized.
- B. At least seven (7) days prior to all committee meetings, an agenda, subject to amendment, will be posted on the RCSC's website (www.suncityaz.org).

- C. Special committee meetings may be called by the committee Chair or Vice Chair. A majority of committee members may request a special meeting by submitting a written request to the Chair or Vice Chair. Except in cases of emergency, special committee meetings require at least three (3) business days prior notice to all RCSC Members. Only a committee Chair or Vice Chair may call a special committee meeting for emergency purposes.
- D. All committee meetings require a summary that should be submitted to the Board Coordinator within three (3) business days. Meeting summaries will be published on the RCSC's website.
- E. The Committee Chair or designated representative can only vote to break a tie. Otherwise, the Chair and Vice Chair cannot vote at committee meetings.
- F. Committees will establish a meeting schedule to discharge their responsibilities or by the direction of the Board.
 - 1. Committee members are expected to attend all committee meetings. Members must notify the Chair or Vice Chair if unable to attend any meeting.
 - 2. Committees may meet in the months of July and August.
 - 3. RCSC Members in good standing may attend committee meetings, except during Executive Sessions.
 - a. Committees may meet in Executive Session (closed meeting) to discuss confidential matters such as Cardholder discipline, contracts, and personnel matters. All matters discussed in an Executive Session will remain confidential indefinitely. Executive Sessions may be called separately or during any committee meeting.
 - b. Minutes of Executive Sessions are retained as a part of the confidential records of the Corporation, subject to the requirements of the ANCA.
 - 4. RCSC Members that are guests at committee meetings may not speak without approval from the Chair or other person in charge of the meeting.
- G. Committees shall select a Secretary annually.
 - 1. The Secretary will prepare a meeting summary and submit it to the Corporate Office within three (3) business days after the committee meeting.
 - 2. If the Secretary is not present, the Chair or Vice Chair will appoint a Secretary for the meeting.
- H. Special (Ad Hoc) committees or working groups shall be established by the Board for a specific task or objective.
 - 1. The Board will establish a method to appoint members.
 - 2. Special committees and working groups will dissolve after the completion of the task or objective.
 - 3. Special committees are open to Members in good standing. Working groups may be closed to outside attendance.

SECTION 2: COMMITTEE CHAIR AND VICE CHAIR

All committees will have a RCSC Director as Chair.

- A. After election of Officers, the Board President shall propose Chairs for each committee which shall be approved by a simple majority vote of the Board (five (5) Directors). The Board President and the committee Chair shall decide whether the Vice Chair will be a Director or committee member and will provide the name to the Board for majority approval.

- B. The Committee Chair and Vice Chair will conduct committee meetings unless unavailable, then another Director may do so.
- C. The Committee Chair or Vice Chair will be responsible for presenting committee recommendations to the Board.
- D. If a Chair or Vice Chair is unwilling or incapable of satisfactorily performing the responsibilities, he/she may be removed from his/her position as Chair or Vice Chair by a ballot vote of a majority vote of the Board (five (5) Directors).

SECTION 3: MEMBERS OF COMMITTEES

All committees must attempt to have no less than five (5) members in addition to the Chair and Vice Chair. Members of committees will be selected from the Membership at large.

- A. Committees may establish a process to nominate new members for appointment.
- B. The Committee Chair is the final deciding authority to approve all new members to a committee.
- C. Committee members must meet the following requirements:
 - 1. Must be a Member in good standing; AND
 - 2. Must agree to adhere to the Corporate Documents.
- D. Committee members may be required to sign a confidentiality agreement.
- E. The Board President, Committee Chair or Vice Chair will establish a process to appoint members to newly established committees.
- F. Members of the committees may attend meetings either in person, by telephone conference call, video conferencing or other communication methods by which all participants can simultaneously hear and talk to each other.

SECTION 4: COMMITTEES

The standing RCSC committees are:

Bowling	Lawn Bowling
Club Organization	Long-Range Planning
Election	Outreach & Communications
Finance, Budget & Audit	Properties
Golf Advisory	Technology
Insurance	

- A. Committee Duties:
 - 1. The Bowling Committee shall:
 - a. Assist in the promotion and interest in the game of bowling;
 - b. Encourage fellowship amongst bowlers;
 - c. Gather input from Cardholders; and
 - d. Recommend changes to the Board in bowling policies, fees, operations and facilities.
 - 2. The Club Organization Committee (also known as the COC) shall:
 - a. Support Chartered Clubs as needed;
 - b. Make recommendations for Chartered Club policy changes to the Board; and
 - c. Promote and encourage participation in Chartered Clubs.
 - 3. The Election Committee shall:
 - a. Review, recommend, and develop election procedures and guidelines;

- b. Recruit a sufficient number of Board candidates for directorship;
 - c. Conduct the candidate forums.
 - d. Ensure the integrity and veracity of the voting process for Directors and at Membership meetings.
4. The Finance, Budget and Audit Committee shall:
- a. Recommend an annual financial budget and Capital Project List intended to apply to the upcoming year to the Board for approval by the Boards October Board meeting;
 - b. Review monthly, quarterly and year-to-date financial statements to:
 - 1) Determine the Corporation's financial performance compared to the Board approved annual budget; and
 - 2) Determine the Corporation's financial performance compared to the previous years;
 - 3) Advise the Board of any concerns regarding the RCSC's financial operations;
 - 4) Review Management's proposed five (5) year operating plan.
 - 5) Recommend auditors for the Chartered Clubs to the Board.
5. The Golf Advisory Committee shall:
- a. Assist in the promotion and interest in the game of golf.
 - b. Recommend changes to the Board in golf policies, fees, operations, courses, and facilities.
 - c. Receive recommendations from each golf course's Greens Committee.
 - d. Receive input on golf issues from Members.
6. The Insurance Committee shall review and recommend changes or additions to the Board for:
- a. Insurance requirements and adequate coverage;
 - b. Selection of insurance brokers/agents/carriers; and
 - c. Conduct reviews based upon premium renewals, service, and quotes.
7. The Lawn Bowling Advisory Committee shall:
- a. Assist in the promotion and interest in lawn bowling;
 - b. Gather input from Cardholders; and
 - c. Recommend changes to the Board in lawn bowling policies, fees, operations and facilities.
8. The Long Range Planning Committee shall:
- a. Provide the Board with reports, recommendations, and suggestions regarding the needs of Members at least five (5) years in the future and beyond except as necessary to adjust the PIF Forecast;
 - b. Annually recommend a ten (10) year PIF Forecast to the Board for approval; and
 - c. Recommend where new requests for PIF projects fit in the ten (10) year PIF Forecast.
9. The Outreach & Communications Committee shall:
- a. Communicate with RCSC members to:
 - 1) Increase community visibility;
 - 2) Identify key messages;
 - 3) Connect with Members, Board of Directors and the RCSC Staff.
 - b. Collaborate with other community organizations;
 - c. Recommend avenues for an exchange of information; and
 - d. Encourage active participation of Members in RCSC and Sun City activities.
10. The Properties Committee shall:

- a. Conduct at least three (3) inspections annually of RCSC buildings, equipment, and grounds;
 - b. Meet with Senior Management to report facility status; and
 - c. Make recommendations to the Board and/or Senior Management for facility preservation and care.
11. The Technology Committee shall:
- a. Research, identify and determine the impact of current and future technology requirements;
 - b. Support RCSC Board, Management and Members to enhance current and future facilities;
 - c. Consider technologies that best support the mission of the RCSC to provide accurate and accessible data and programs to meet the day-to-day needs of the Members; and
 - d. Research and analyze cutting edge technologies, future trends, and innovations that will place the RCSC in the best competitive position to attract future Members.

SECTION 5: MEMBERS OF COMMITTEES SUSPENDED OR EXPELLED

Committee members may be suspended or removed by the unanimous vote of the Board President, Committee Chair and Vice Chair, or by two-thirds (2/3) committee member vote for the following reasons:

- A. Failure to adhere to the Corporate Documents; OR
- B. For being unwilling or incapable of satisfactorily performing the responsibilities of a member of a committee; OR
- C. Failure to attend three (3) committee meetings in a row without reasonable circumstances for absence.

ARTICLE X DISCIPLINE PROCEEDINGS

SECTION 1: BOARD OF DIRECTORS

Directors may be removed from the Board or as an Officer of the Board by the Board or by the Members as specified in the Articles of Incorporation. Directors may also be removed for violating the Corporate Documents.

- A. An Officer who is unwilling or incapable of satisfactorily performing the responsibilities of his/her office may be removed from his/her office or membership on the Board by a ballot vote of two-thirds (2/3) cast by the Directors following the report of the findings and recommendations of an appointed Board Hearing Commission.
- B. The Director may be given the opportunity to resign or waive their right to a hearing when it's in the best interest of all parties concerned.
- C. Hearings for Directors will be conducted in Executive Session.

SECTION 2: MEMBERS AND PRIVILEGE CARDHOLDERS

Members and Privilege Cardholders who fail to comply with the Corporate Documents, are the subject of more than one (1) incident report, or that are accused of egregious behavior may be requested to appear before a Board Hearing Commission. Cardholders may be subject to suspension of privileges as determined by a Board Hearing Commission and may no longer be considered a Member or Privilege Cardholder in good standing.

- A. The President and/or General Manager has the authority to immediately and temporarily suspend Cardholder Privileges for thirty (30) days in the case of imminent danger to any

person(s) or property and/or assault charges filed as a result of an alleged act committed at RCSC Facilities.

1. A temporary suspension must be reported to the Board and a Board Hearing must be set.
2. During a period of expulsion or suspension of any privileges or use of RCSC Facilities, Cardholders will not be entitled to/nor receive:
 - a. Any reimbursement of any assessments or fees, or
 - b. Member or Privilege Cardholder privileges.
- B. A Member, Privilege Cardholder, or any other person(s), must not behave in a manner which jeopardizes the rights or privileges of RCSC Employees, other Members, Privilege Cardholders, their guests, or any other person(s).
 1. A cease-and-desist order may be issued by the Board or Senior Management against Members and/or Privilege Cardholders for such behavior as outlined in Board Policies.
 2. A Board Hearing will be set if Members or Privilege Cardholders fail to comply as outlined in Board Policies.
- C. In the event the Member/Privilege Cardholder is an employee of RCSC, the employee will be provided leave with-pay to attend the Board Hearing.
- D. The Member/Privilege Cardholder may submit a written request to the Corporate Office to waive the hearing at least twenty-four (24) hours prior to commencement of the hearing.
- E. The Member/Privilege Cardholder is not required to appear at the time and place of the hearing. However, failure to appear at the hearing will result in a waiver of the Member/Privilege Cardholder's right to a hearing.
 1. Refusal or failure by the Member/Privilege Cardholder to attend the hearing will require the Board Hearing Commission to use the information available to arrive at a decision.
 2. The Board Hearing Commission may grant a continuance in the event of illness or extenuating circumstances.

SECTION 3: HEARING PROCEDURES, SUSPENSION OR REMOVAL OF MEMBERS, PRIVILEGE CARDHOLDERS AND DIRECTORS

The RCSC Board President will appoint a Board Hearing Commission made up of no fewer than three (3) Directors to review evidence, determine if it has merit, and rule whether discipline is appropriate.

A. Hearing Procedure:

1. The Board Coordinator will provide notice to both parties of a scheduled commission hearing in writing at least fifteen (15) days prior to the hearing. If the hearing notice is mailed, RCSC will send the notice to person's last address available in RCSC records. The notice will inform Director/Member/Privilege Cardholder why and where the hearing will be conducted and will include the following:
 - a. Reported violation(s);
 - b. Board hearing procedure;
 - c. Date, time and place of hearing;
 - d. Notice that the involved parties may have an assistant present;
 - e. Notice that all witnesses have the right to speak to the Board Hearing Commission;
 - f. If witnesses are unable to attend in person they may attend virtually; and
 - g. A redacted copy of all reports related to the reason for the hearing. The redacted copy will remove or obscure all identifiable information of the person that submitted the report.

2. Incident reports are confidential, internal documents. They can be provided to the subject of the report to prepare for the hearing but must be redacted to protect the identity of the report issuer.
 3. The Chair of the Board Hearing Commission will preside over and conduct the hearing.
 4. The Chair will make an opening statement detailing the reported violation(s) and outlining the Board Hearing procedure to be followed and providing information as to when a decision can be expected.
 5. Neither the Board Hearing Commission nor the Director/Member/Privilege Cardholder is bound by technical rules of evidence and/or court procedure in conducting the hearing.
 6. All discussions and testimony must be conducted in a polite and respectful manner without harassment or intimidation.
 7. The Director/Member/Privilege or Cardholder will not speak or provide comment until such time as they are recognized by the Chair. The Director /Member/Privilege Cardholder will be given ample opportunity to respond and present his/her case and make comments which specifically relate to the violation(s) under review.
 8. The Board Hearing Commission does not subpoena witnesses or compel testimony from either party or their witnesses.
 - a. Both parties involved in the dispute may separately address the Board Hearing Commission and may call witnesses.
 - b. The responsibility to secure witnesses rests solely with the parties involved in the dispute.
 - c. If both parties wish to appear at the hearing, the Board Hearing Commission will schedule separate hearing times/dates for each party.
 - d. Witnesses will remain outside the hearing room and will be called in one at a time to give testimony.
 - e. Information provided by all witnesses, whether in person or in writing, will be reviewed and heard by the Board Hearing Commission.
 - f. If a witness is reluctant to make their comments in the presence of either party, they will be allowed to do so in front of the Board Hearing Commission only.
 9. If RCSC personnel submit the report, the General Manager or an appointee may attend the hearing and provide evidence at the discretion of the Board Hearing Commission.
 10. If the Incident Report is filed against RCSC personnel, it will be referred to Human Resources.
 11. All federal, state and local laws and regulations applicable to employees will apply to any incident involving RCSC personnel. RCSC personnel are not required to appear at the hearing.
 12. The Board Hearing Commission may ask questions and/or address both parties and all witnesses without either party being present.
 13. When testimony, questions, and answers are complete, both parties will be asked to leave.
- B. Board Hearing Decision:
1. The Board Hearing Commission will notify both parties in writing of the results of the hearing. To the best of its ability, the decision of the Board Hearing Commission will be fair and reasonable in light of all relevant facts and circumstances.
 - a. The party that filed the report will be informed if their complaint was upheld or not.

- b. The party that the report was filed against will be informed of the hearing decision and disciplinary action, if applicable.
2. For hearings concerning Directors, the Board Hearing Commission will report findings and recommendations to the entire Board of Directors for review and possible disciplinary action.
3. The Board Hearing Commission has full authority to suspend the Owner/Member/Privilege Cardholder if the commission finds the complaint is upheld.
 - a. The suspension can be for any length of time up to and including permanently. The minimum suspensions for the following offenses are:
 - 1) Owners who misrepresent their or other's occupancy of a Property—six (6) months.
 - 2) Owners, Members or Privilege Cardholders who falsify documents—six(6) months.
 - 3) Members or Privilege Cardholders who misrepresent the age or residency of a Guest—six (6) months.
 - 4) Members or Privilege Cardholders or their guests who fail to comply with the Corporate Documents three (3)months.
 - b. Should none of the above four options be pertinent to the offense, the Board Hearing Commission may determine the discipline as they deem appropriate.
 - c. Any decision resulting in a termination or suspension of privileges will become effective no earlier than five (5) days after the hearing date.
4. If the Board Hearing Commission finds there is no violation pertaining to the most current incident report, all records related to that incident will be removed from RCSC files and destroyed.

C. Board Hearing Appeal:

1. Any Director, Owner, Member or Privilege Cardholder may appeal the action taken by the Board Hearing Commission by submitting a written appeal request with the basis for the appeal to the Corporate Office.
2. Any appeal challenging an expulsion, suspension, or termination of privileges must begin within six (6) months after the effective date of removal. Directors must file an appeal within ten (10) business days of removal from the Board or office.
3. The Director, Owner, Member, or Privilege cardholder may provide new witnesses or evidence as part of the appeal.
4. The Board President may deny or accept the appeal request and will notify the Director, Owner, Member or Privilege Cardholder in writing accordingly.
 - a. If the appeal is denied, the President will provide the reasons for denial.
 - b. If the appeal request is accepted:
 - 1) The Director, Owner, Member or Privilege Cardholder may introduce new witnesses or evidence.
 - 2) The entire Board will review all evidence submitted and watch the recorded hearing conducted by the Board Hearing Commission, if available.
 - 3) The Board may sustain, modify, or overturn the findings of the Board Hearing Commission.
 - 4) The Board of Directors will notify the Director, Owner, Member, or Privilege Cardholder in writing of its final decision.

ARTICLE XI – INDEMNIFICATION AND RISK MANAGEMENT

Recreation Centers of Sun City, Inc., its successors and assigns, hereby agree to protect, defend, indemnify and hold harmless its Directors and their spouses, Officers, Senior Management, Employees and Committee Members from and against any and all claims, demands, actions, damages, loss, and judgments arising out of or occurring in connection with any act or omission of such, including reasonable attorney fees and court costs. Such indemnification will exclude any such liability caused by gross negligence or willful misconduct.

ARTICLE XII – INVESTMENTS

The Corporation has four (4) types of funds that will be invested as detailed in a Board Policy.

- A. Unrestricted Operating Funds – A fund designated for use by management for the day-to-day operations of the Corporation. Unrestricted Operating Funds include the Balance Sheet Accounts of Petty Cash, Cash in Bank, and Cash – Money Market. All money for the RCSC annual budget comes from these funds.
- B. Restricted Operating Reserve Funds – A fund designated for emergency use that requires Board approval to release funds. Restricted Operating Reserve Funds refers to the Balance Sheet account entitled Operating Reserve.
- C. Restricted PIF Funds – A fund used for PIF projects that requires Board approval to release funds. Restricted PIF Funds refers to the Balance Sheet account entitled Preservation / Improvement Fund.
- D. Restricted Capital Improvement Funds – A fund used for projects on the capital project list that requires Board approval to release funds. Restricted Capital Improvement Funds refers to the Balance Sheet account entitled Capital Reserve.

SECTION 1: INVESTMENT COMMISSION

The responsibility of the Investment Commission is to monitor the investment portfolio following guidance detailed in Board Policy.

- A. RCSC Board Officers serve on the Commission for that calendar year.
- B. The Investment Commission will ascertain whether investment activities during the reporting period have conformed to the Corporate Documents.
- C. The Investment Commission will review investment performance on a periodic basis but no less than two (2) times each year.

SECTION 2: PORTFOLIO MANAGEMENT

- A. The Director of Finance will:
 - 1. Be responsible for the operation of the investment portfolio.
 - 2. Act in accordance with guidance detailed in Board Policy, established written procedures, and internal controls for the operation of the investment program consistent with the Corporate Documents.
 - 3. Be responsible for all transactions undertaken.
 - 4. Establish a system of controls to regulate the activities of subordinate officials.
- B. The Director of Finance and/or assigned employee will:

1. At least quarterly, provide the Investment Commission with an investment report that includes an analysis of the status of the current investment portfolio and individual transactions executed over the last quarter. The report will also include:
 - a. Listing of individual securities held at the end of the reporting period.
 - b. Average weighted yield to maturity of portfolio on investments as compared to applicable benchmarks.
 - c. Listing of investment by maturity date.
 - d. Percentage of the total portfolio which each type of investment represents.
 2. At all Board meetings, provide the RCSC Membership with a summary investment report to be included in the Treasurer's report.
- C. Board Policy will define investment standards of care, authorized financial institutions, and all other investment related guidance.

ARTICLE XIII – SEVERABILITY

If any provision of these Bylaws is held by a court of competent jurisdiction to be contrary to law, the provision will be deemed null and void, and the remaining provisions of these Bylaws will remain in effect.

BE IT FURTHER RESOLVED that a copy of these Corporate Bylaws must be posted on the RCSC's website (www.suncityaz.org) and must be made available to Members upon request at no cost.

Adopted this 10th day of November, 2025 at a duly called Board meeting by a two-thirds (2/3) vote (six (6) Directors) of the Recreation Centers of Sun City, Inc. Board of Directors.

ATTEST:

Tom Foster, President

Preston D. Kise, Secretary