

# RECREATION CENTERS OF SUN CITY, INC.

## CORPORATE BYLAWS

Amended December 14, 2023

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 shall adhere to the following Bylaws.

The following definitions shall apply:

- A. **“Business Affairs of the Corporation”** is defined as all matters conducted by the Corporation, excluding amendment of Bylaws, that are not in violation of its Corporate Documents or The Arizona Nonprofit Corporation Act in effect at the time the matter is conducted.
- B. **“Cardholder(s)”** is defined as a Member and/or Privilege Cardholder(s).
- C. **“Cardholder Privileges”** is defined as privileges granted Member or Privilege Cardholder(s).
- D. **“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 Board Policy Resolution No. 12 titled Chartered Clubs.
- E. **“Company”** is defined as a Corporation, LLC, 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.
- F. **“Corporate Documents”** are the Restated Articles of Incorporation, Corporate Bylaws, Board Policies and/or any rules and regulations of the Corporation.
- G. **“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.
- H. **“Member(s)”** or **“Membership”** is defined as Owner(s) who meet the Member qualifications. Once Member qualifications are verified by the Cardholder Services Office, Member status shall be established and a Member Card with Owner’s photo shall be issued by the Corporation. Members in good standing shall be considered as the Membership of the Corporation.
- I. **“Member Card”** is defined as a card with Owner’s photo that is issued by the Corporation once Member qualifications are verified by the Cardholder Services Office.
- J. **“Member(s) in good standing”** is 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 who’s Member Privileges are not suspended.
- K. **“Member Privileges”** are granted 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 free RCSC events and entertainment, and use all available RCSC Facilities subject to the Corporate Documents. Owners who cannot meet the Member documentation requirements shall not be issued a Member Card and shall not receive any Member Privileges.

- L. **“Senior Management”** is defined as the employees designated by title by the General Manager.
- M. **“Owner(s)”** or **“the Owner(s)”** is defined as any individual or entity holding or owning a current ownership interest in a Property.
1. If a trust holds or owns the ownership interest in the Property, then the Owner(s) shall be no more than two of the Grantors, or if deceased, no more than two remainder beneficiaries of the trust. Remainder, contingent or non-vested beneficiaries of a trust shall not be considered Owner(s).
  2. If a Company holds or owns the current ownership interest in the Property, then the Owner(s) shall 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) shall be the life estate interest(s).
- N. **“Privilege Card”** is defined as a card with Cardholder’s photo that is issued by the Corporation once qualifications for such are verified by the Cardholder Services Office.
- O. **“Privilege Cardholder Privileges”** are granted Privilege Cardholder(s) in good standing who may join and participate in Chartered Clubs, receive discounted rates for golf and bowling, attend free RCSC events and entertainment, and use all available RCSC Facilities subject to the Corporate Documents.
- P. **“Privilege Cardholder(s) in good standing”** is defined as a Privilege Cardholder whose privileges are not currently suspended and the assessments, fees and any and all other charges against the Property for which the Privilege Card is issued are current.
- Q. **“Property(ies)”** or **“the Property(ies)”** or **“a Property”** 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.
- R. **“RCSC Facilities”** is defined as any and all facilities in Sun City, Arizona owned and/or operated by the Recreation Centers of Sun City, Inc., which includes but is not limited to: Oakmont Recreation Center (10725 W Oakmont Dr), Fairway Recreation Center (10600 W Peoria Ave), Mountain View Recreation Center (9749 N 107<sup>th</sup> Ave), Lakeview Recreation Center (10626 W Thunderbird Blvd), Sundial Recreation Center (14801 N 103<sup>rd</sup> Ave), Bell Recreation Center (16820 N 99<sup>th</sup> Ave), Marinette Recreation Center (9860 W Union Hills Dr), Grand Recreation Center (10415 W Grand Ave), Lakeview Lanes Bowling Center (10502 W Thunderbird Blvd), Bell Lanes Bowling Center (16810 N 99<sup>th</sup> Ave), Duffeeland Dog Park (14610 N Del Webb Blvd), Sun Bowl Amphitheater and Softball Field (10220 N 107<sup>th</sup> Ave), North Golf Course, Pro Shop, Snack Shop and Maintenance Yard (12650 N 107<sup>th</sup> Ave), South Golf Course, Pro Shop and Snack Shop (11000 N 103<sup>rd</sup> Ave) and Maintenance Yard (10901 N 105<sup>th</sup> Ave), Quail Run Golf Course and Pro Shop (9774 W Alabama Ave) and Maintenance Yard (9703 N Sun Valley Dr), Lakes East/Lakes West Golf Courses, Pro Shop and Snack Shop (10433 W Talisman Rd) and Maintenance Yard (10406 W Cameo Dr), Riverview Golf Course, Pro Shop and Snack Shop (16401 N Del Webb Blvd) and Maintenance Yard (10500 W Brookside Dr), and Willowcreek/Willowbrook Golf Courses, Pro Shop and Snack Shop (10600 N Boswell Blvd) and Maintenance Yard (10501 W Union Hills Dr).

- S. “**RCSC Organization(s)**” is defined as an organization directly affiliated with RCSC, including but not limited to: Chartered Clubs, golf associations affiliated with RCSC golf courses, Sun City Foundation, Inc., Sun City Property Holdings, Inc., and Viewpoint Lake Management Board.

## **ARTICLE I – CORPORATE OFFICE, RECORDS AND PRIVACY POLICY**

The Recreation Centers of Sun City, Inc., a private non-profit corporation qualified under section 501(c)(4) of the Internal Revenue Code, is regulated by Arizona Revised Statute Title 10 for non-profit corporations. RCSC was created for the sole purpose of supporting recreational facilities and activities within the Sun City, Arizona community.

### **SECTION 1: CORPORATE OFFICE**

The principal Corporate Office for the transaction of business of the Recreation Centers of Sun City, Inc. is located in Sun City, Maricopa County, Arizona at the Lakeview Recreation Center at 10626 W Thunderbird Blvd, Sun City, Arizona 85351.

## **ARTICLE II – MEMBERSHIP, CARDHOLDERS AND GUESTS**

### **SECTION 1: MEMBERS, MEMBERSHIP, MEMBER CARD/CARDHOLDER**

Members in good standing shall be considered as the Membership of the Corporation. Once Member qualifications are verified by the Cardholder Services Office, Member status shall be established and a Member Card with Owner’s photo shall be issued. Members in good standing 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 free RCSC events and entertainment, and use all available RCSC Facilities subject to the Corporate Documents.

Members shall be Owners who meet the following qualifications:

- A. A Member must be an Owner 55 years of age or older who occupies a Property as his/her primary Arizona residence unless his/her other residence is farther than seventy-five (75) miles from Sun City, Arizona in which case the Owner(s) must provide proof that he/she occupies the Property as well.
- B. If a spousal Owner is under 55 years of age, he/she may be a Member, provided:
  1. he/she is not under 19 years of age;
  2. he/she occupies the Property as his/her primary Arizona residence unless his/her other residence is farther than seventy-five (75) miles from Sun City, Arizona in which case the Owner(s) must provide proof that he/she occupies the Property as well; and
  3. that one spousal Owner is 55 years of age or older and occupies the Property at the same time.
  4. Continued Member status by an underage spousal Owner because of the death or long term medical relocation of the Owner meeting the age requirement, shall continue so long as the Owners and occupancy status of the Property does not change.
- C. If there are more than two Property Owners who meet the Member qualifications, such Owners must decide which two Owners will be classified as Members. Up to two Member Cards may be issued for each Property, provided there are two individuals who meet the Member qualifications. Additional Owners who qualify may purchase a Privilege Card.

- D. If the Owner is a trust, no more than two of the Grantors, or if deceased, no more than two remainder beneficiaries of the trust 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, unless the Grantors are deceased. Those granted lifetime 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.

Each individual qualified as a Member shall be issued no more than one Member Card, regardless of whether more than one Property is owned and assessments and fees are paid. A multiple Property Owner is not considered to occupy more than one Property at a time. Each individual qualified as a Member is entitled to only one vote on each matter voted on by the Members.

## **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 Guest Pass through the Cardholder Services Office. The Guest Pass gives the Unqualified Owner the privilege of using RCSC Facilities while temporarily (14 days or less per year) in Sun City, Arizona.
- 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, who is under 55 years of age:
  - 1. is not under 19 years of age;
  - 2. occupies the Property as his/her primary Arizona residence unless his/her other residence is farther than seventy-five (75) miles from Sun City, Arizona in which case the Underage Owner must provide proof that he/she occupies the Property as well; 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 defined as renters, tenants, lessees, occupants, those granted lifetime use of Property who are not Owners and reside in a Property and meet the following criteria may be entitled to purchase a Privilege Card:

- A. A Non-Owner may be issued a 30-day, 60-day, 90-day or annual Privilege Card for a fee, as determined by the Board, provided:
  - 1. at least one Owner or Non-Owner who occupies the Property is 55 years of age or older;
  - 2. the Non-Owner occupies the Property as his/her primary Arizona residence unless his/her other residence is farther than seventy-five (75) miles from Sun City, Arizona

- in which case the Non-Owner(s) must provide proof that he/she occupies the Property as well;
3. the Non-Owner is not under 19 years of age, and;
  4. the assessments, fees and any and all other charges against the Property where such Non-Owner resides, are current.

#### **SECTION 4: INCIDENT REPORTS**

[Incident Report Forms](#) are used to report any and all incidents out of the ordinary operation of RCSC within thirty (30) days of the incident. Anyone can report a person(s) failing to comply with the Corporate Documents by completing an [Incident Report Form](#). An [Incident Report Form](#) can be obtained at RCSC Facilities, on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) or at the Corporate Office. Completed Incident Reports remain confidential subject to the provisions and requirements of federal, state and local laws. The maker of the Incident Report may be asked to provide additional information. [Incident Report Forms](#) are sent or delivered to the Corporate Office, where they are reviewed for Cardholder notifications and processing.

The first and second Incident Reports submitted against a Cardholder within three (3) years will result in the Cardholder being notified of the reported incident via letter from Senior Management. The Cardholder will be asked to complete an [Incident Report Form](#) describing their version of the incident. If after investigation the Cardholder is found to be in violation, the Cardholder will be sent another letter from Senior Management and asked to cease and desist any actions that are contrary to the Corporate Documents.

If a third incident is reported against the Cardholder within three (3) years, the Cardholder is notified of the reported incident by the Board of Directors and will be asked to appear at a hearing

#### **SECTION 5: CARDHOLDER HEARING PROCEDURES AND SUSPENSIONS**

Cardholders who fail to comply with the Corporate Documents may be subject to suspension of Cardholder Privileges as determined by a Board Hearing Commission and may no longer be considered a Member or Privilege Cardholder in good standing. A Cardholder or group of Cardholders, whether or not sponsored by a Chartered Club, or any other person(s), must not behave in a manner which jeopardizes the rights or privileges of other Cardholders, their guests or any other person(s). A cease and desist order may be issued by the Board or Senior Management against Cardholders for such behavior and upon failure of Cardholders to comply, a Board Hearing shall be set.

A Board Hearing Commission, appointed by the President, is made up of no less than three (3) Board of Directors. 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 on or at RCSC Facilities, Senior Management has the authority to immediately and temporarily suspend their Cardholder Privileges for thirty (30) days. Such temporary suspension shall be reported to the Board and a Board Hearing shall be set. During a period of suspension or expulsion of any privileges or use of RCSC Facilities, Cardholders shall not be entitled to nor receive any reimbursement of any assessments or fees.

- A. [Notice of Board Hearing](#): Notice of a scheduled Board Hearing shall be provided in writing at least fourteen (14) days prior to the hearing. The notice will inform Cardholders why and where the hearing will be conducted and will include the following:
  1. reported violation(s);
  2. Board hearing procedure;
  3. date, time and place of hearing; and

4. notice that all witnesses have the right to attend the hearing. If witnesses are unable to attend, they may provide written comments that will be read at the hearing and submitted to the Board Hearing Commission.

The 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. The failure by a Cardholder to appear at the time and place of the hearing shall result in waiver of the Cardholder's right to a hearing. Refusal or failure by the Cardholder to attend the hearing will require the Board Hearing Commission to use the information available to arrive at a decision. In the event the Cardholder is an employee of RCSC, the employee shall be provided leave without pay to attend the Board Hearing.

**B. Board Hearing Procedure:**

1. The Board Hearing Commission shall preside and conduct the hearing. An opening statement from the Board Hearing Commission detailing the reported violation(s) by the Cardholder(s), outlining the Board Hearing procedure to be followed and providing information as to when the Cardholder can expect a decision.
2. The Cardholder will not speak or provide comment until such time they are recognized by the Board Hearing Commission. The 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.
3. The responsibility to secure witnesses solely rests with the Cardholder. The Board Hearing Commission does not subpoena witnesses or compel testimony from witnesses.
4. Witnesses may be presented by both the Board Hearing Commission and the Cardholder. Witnesses will remain outside the hearing room and will be called in one at a time to give testimony.
5. Information provided by all witnesses, whether in person or in writing, shall be reviewed and heard by the Board Hearing Commission. If a witness is reluctant to make their comments in the presence of the Cardholder, they will be allowed to do so in front of the Board Hearing Commission only. If the incident involves RCSC personnel, then any federal, state and local laws and regulations applicable to employees shall apply and the Director of Finance or their appointee may attend the hearing.
6. The Cardholder may address the Board Hearing Commission and may call and question their witnesses. The Board Hearing Commission may ask questions and/or address the Cardholder and all witnesses.
7. Neither the Board Hearing Commission nor the Cardholder is bound by technical rules of evidence and/or court procedure in conducting the hearing.
8. All discussions and testimony shall be conducted in a polite and respectful manner without harassment or intimidation.

**C. Board Hearing Decision:** The Board Hearing Commission will notify the Cardholder in writing of the results of the hearing. Although the Board Hearing Commission has full authority to suspend Cardholders for any length of time, including permanently and on any basis, the following are minimum suspensions for the following offenses:

1. Owners who misrepresent their or other's occupancy of a Property– 6 months

2. Owners or Cardholders who falsify documents – 12 months
  3. Cardholders who misrepresent the age or residency of a guest – 6 months
  4. Cardholders or their guests who fail to comply with the Corporate Documents – 3 months
- D. Board Hearing Appeal: A 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 within ten (10) business days after the date of the Board Hearing Commission's decision. The Board may deny the appeal request and will notify the Cardholder in writing accordingly. If the appeal request is accepted, the Cardholder may not introduce new witnesses or evidence. The entire Board will review all evidence submitted and watch the recorded hearing conducted by the Board Hearing Commission, if available. The Board of Directors will notify the Cardholder in writing of its final decision.

### **ARTICLE III – ASSESSMENTS, FEES AND COLLECTIONS**

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 shall be determined by the Board and shall 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, shall be a charge and continuing lien upon each Property against which the annual property assessment is levied until paid and shall 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) shall 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, shall be liable for unpaid annual property assessments which accrued prior to such acquisition of title. Annual property assessments shall be paid 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's 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 shall be claimed or allowed for any alleged failure by the Corporation, Board or RCSC 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 shall be changed to a Per Property basis and a new Facilities Agreement shall 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.  
Excluding the aforementioned, no other refunds will be issued for any reason for annual property assessments.

## **SECTION 2: PRESERVATION AND IMPROVEMENT FUND AND ASSESSMENTS**

A Preservation and Improvement Fund assessment (hereinafter referred to as "PIF assessment" or "a PIF assessment" or "the PIF assessment"), as determined by the Board, shall 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 (i) 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 assessment no longer retains a majority (50% or more) ownership interest in the Property; or (ii) following the death of the last payor of said PIF assessment for the Property resulting in Owners who have not paid said PIF assessment for the Property owning a majority (50% or more) ownership interest; or (iii)



following the death of the last original Grantor under a trust which holds title to the Property; or (iv) following the death of the last holder of a life estate.

### **SECTION 3: CAPITAL IMPROVEMENT FEE**

A Capital Improvement Fee assessment (hereinafter referred to as “CIF assessment” or “a CIF assessment” or “the CIF assessment”), as determined by the Board, shall 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 (i) 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 assessment no longer retains a majority (50% or more) ownership interest in the Property; or (ii) following the death of the last payor of said CIF assessment for the Property resulting in Owners who have not paid said CIF assessment for the Property owning a majority (50% or more) ownership interest; or (iii) following the death of the last original Grantor under a trust which holds title to the Property; or (iv) 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 shall be held each year.

Written notice stating the place, day and hour of the annual meeting of the Members shall be posted in RCSC Facilities and/or published in the RCSC newsletter (*SunViews*) and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)), not less than ten (10) days, nor more than sixty (60) days before the date of the meeting.

With respect to amendments to the Bylaws, notice of any proposed amendment shall be posted in RCSC Facilities and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) at least ten (10) days prior to a Membership meeting at which these changes shall be considered.

With respect to amendments to the Articles, notice of any proposed amendment shall be posted in RCSC Facilities and/or published in the RCSC (*SunViews*) newsletter and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) at least thirty (30) days prior to a Membership meeting at which these changes shall be considered. Such notice shall include the proposed changes to the Articles.

### **SECTION 2: SPECIAL MEMBERSHIP MEETINGS**

Special meetings of the Members may be called by the Board of Directors, President of the Corporation or by petition of the Members having at least one-tenth (1/10) of the votes entitled to be cast according to the Corporation's records as of the preceding July 1. The reason for the meeting shall be stated in such call and petition. After receiving the petition and validating the signatures thereon, the President shall set a date for such meeting, which shall be held within sixty (60) days after validation of the signatures is completed.

With respect to a special meeting called by petition of the Members for the purpose of amending the Articles or Bylaws, the Board, after validation of the petition, shall set a special meeting. A written notice shall be posted in RCSC Facilities and/or published in the RCSC newsletter (*SunViews*) and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) not less than ten (10) days, nor more than sixty (60) days before the date of the meeting.

With respect to a special meeting of the Members called by the Board of Directors or the President of the Corporation, a written notice shall be posted in RCSC facilities and/or published in the RCSC newsletter (*SunViews*) and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) not less than ten (10) days, nor

more than sixty (60) days before the date of the meeting. Notice shall include information concerning the purpose for the special meeting.

### **SECTION 3: MEMBERSHIP QUORUM**

A quorum for any Membership meeting shall consist of not less than five hundred (500) Members in good standing represented at the meeting in person or by proxy. Once a quorum has been established for any meeting, the quorum must be maintained to conduct business. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote at such meeting shall have the power to adjourn the meeting without notice other than announcement at the meeting.

Once a quorum has been established for any meeting, 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 Articles.

### **SECTION 4: MEMBERSHIP MEETING RULES AND REGULATIONS**

Robert's Rules of Order shall govern procedure at all meetings of the Corporation provided they are consistent with the laws of the State of Arizona and the Corporate Documents. A Parliamentarian may be present at the discretion of the President.

The bylaws may be amended, modified, revised or revoked by the directors or by the members. In the event of conflict concerning the bylaws as amended, modified, revised or revoked by the directors, the action of the Members shall prevail. Proposals or matters relating to the conduct of the business affairs of the Corporation, if brought before a Membership meeting, shall be referred to the Board for study. Such matters, being solely within the powers delegated to the Board in accordance with the laws of the State of Arizona and Corporate Documents, will be considered only as a recommendation to the Board.

If the disposition of these proposals or matters is determined by the Board not to be in the best interest of the Corporation, the Board shall announce its decision and such proposal or matter shall not be considered further. The Members may, by petition signed by at least ten percent (10%) of the total Membership of the Corporation as of the first day of the preceding July, bring the proposal or matter before the Membership for a majority vote of the Members present at a duly called and noticed Annual or Special Membership meeting.

### **SECTION 5: VOTING PROCEDURES AT MEMBERSHIP MEETINGS**

- A. Voting shall be by Members in good standing present at any meeting of the Members. The following procedures shall apply for ballot voting:
1. Voting shall proceed under supervision of the Election Committee.
  2. At least two (2) members of the Election Committee shall be in attendance at all times during voting and they, along with their assigns, shall issue all official ballots, and witness the casting of the ballots.
  3. Ballot boxes shall remain sealed until all votes are cast. Votes shall 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 shall be certified by the Election Committee Chair to the Board and posted on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) and/or in RCSC Facilities.

### **SECTION 6: LIMITATION PERIOD**

No Membership election or vote, initiated by petition of the Members, shall 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"). The Board shall 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. In the event a Membership election or vote is not required to be held due to the provisions of this section, then the Board shall 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. This section shall not apply to the election or removal of any Board of Director.

### **SECTION 7: MEETING MINUTES**

The meeting minutes of the Annual Membership or any Special Membership meeting shall be approved by three (3) current Officers of the Board within two weeks after the adjournment of such meeting and posted on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org))

## **ARTICLE V - BOARD OF DIRECTORS**

### **SECTION 1: COMPENSATION OF BOARD OF DIRECTORS**

The Board shall receive no compensation of any kind for his/her service as a Board of Director.

### **SECTION 2: CONFLICT OF INTEREST**

The Board shall 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 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 a Board of Director has been newly elected or newly-appointed, the President of the Corporation shall formally install the new Board of Director(s) specifying when their term of office commences.

### **SECTION 4: LENGTH OF TERMS AND VACANCIES**

The term of office for an elected Board of Director shall be three (3) years. At the annual election, three (3) Board of Directors shall be elected for three (3) year terms. One, two or three-year elected terms enter into the six (6) year limit set forth in the Articles. In the event more than three (3) vacancies exist as of the deadline for turning in the petitions, those vacancies shall also be filled at the annual election as follows:

- A. A candidate receiving less than one hundred (100) votes shall not be eligible to fill any vacancies.
- B. The candidate receiving the highest number of votes, after the three (3) three-year terms are filled, shall fill the next longest vacant term.
- C. If a candidate is elected to the Board and prior to the beginning date of the term for which he/she has been elected, declines or is unable to assume the office, then the term of the

declining candidate shall 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.

- D. The Election Committee (also known as the Balloting Committee) will determine the order of placement in the event of a tie vote. The method shall be a simple drawing of the names of the candidates involved in the tie vote.
- E. Vacancies occurring on the Board during the year (January 1 through December 31) may be filled by appointment by the Board. A majority vote of the Board (5) is required for said appointment. An appointment ends on December 31 of the year appointed. An appointed term does not enter in the six (6) year limit set forth in the Articles.

## **SECTION 5: MEETINGS OF THE BOARD**

Meetings of the Board shall be held on the days and times as designated by the Board. The oath of office shall be administered to newly elected or appointed Directors at the first Board Meeting following election or appointment. The President, Vice-President or his/her appointee shall preside at all meetings. Six (6) Board of Directors shall constitute a quorum. Robert's Rules of Order shall govern procedure at all meetings of the Corporation provided they are consistent with the laws of the State of Arizona and the Corporate Documents. A Parliamentarian may be present at Board meetings at the discretion of the President.

All meetings of the Board and the Exchanges, excluding Executive Sessions and Informational Meetings, shall be open and video recorded. Member comments at Board Meetings will be limited to posted motions.

Directors can attend all duly called regular Governing Board Meetings, Informational Meetings and Special Sessions of the Board either in person, by telephone conference call, video conferencing or other communication methods by which all participants can hear and talk to each other.

At least seven (7) days prior to all Board meetings, excluding Executive Sessions, Special Sessions, Informational Meetings and the Exchanges, an agenda, subject to amendment, shall be posted in RCSC Facilities and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)). Motions made in Board meetings, excluding Executive Sessions, Special Sessions and the Exchanges, shall be read and passed a minimum of two times before finalized and acted upon unless readings are waived by two-thirds (2/3) majority of the Board (6). As soon as practicable, a brief summary of the preceding Board meeting shall be posted on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)). After approved by the Board, minutes of Board meetings, excluding Executive Sessions and the Exchanges will be available on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) or to Members in good standing at no cost upon request at the Corporate Office.

The Exchange will generally be held on the second Monday of the month at 9am in the Sundial Auditorium. Board meetings will generally be held on the last Thursday of the month at 9am in the Sundial Auditorium, except the months of July and August when no Board meetings or the Exchanges are held.

Board meetings and the Exchanges may occur earlier in the month during November and December due to the holidays. Board meeting and the Exchange schedules will be posted in RCSC Facilities and/or published in the newsletter (*SunViews*) and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org))

Informal Informational Meetings of the Board are held after the Exchange to identify and resolve issues brought forth at the Exchange by the Membership. Only Directors and RCSC Management will attend except when additional information is needed from other individuals.

The RCSC Board of Directors may hold a planning session quarterly or as needed to discuss issues or to garner information from the General Manager. These sessions will be open for attendance by Members who will not be allowed to comment. These sessions will be video recorded, and the agenda posted on the RCSC website prior to the meeting.

Special Sessions of the Board may be called by the President or upon the written request of three (3) or more Board of Directors. The purpose of the meeting shall be stated in the call and posted on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)). Except in cases of emergency, at least seventy-two (72) hours' notice shall be given.

The Board may meet in an Executive Session (closed meeting) to discuss confidential matters such as; litigation, matters relating to formation of contracts with third parties, Cardholder discipline and personnel matters. All matters discussed in an Executive Session shall remain confidential indefinitely. Executive Sessions may be called separately or during any meeting of the Board or Membership. The Board has the authority to take final action in Executive Sessions and is not required to reveal those decisions. Minutes of Executive Sessions are retained as a part of the confidential records of the Corporation.

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

### **A. Board Authority/Duties:**

1. The Board shall have the authority and responsibility to employ the General Manager; to hold and administer assets, and direct, control, manage, and supervise the business and financial affairs of the Corporation without limitation except as set forth in the Corporate Documents.
2. The General Manager shall report to the Board. The President shall provide direction and guidance to the General Manager. A job performance review will be conducted annually by the President, with input from the Board. Any successful candidate for General Manager must be approved by a majority of the Board (5). The General Manager cannot be terminated without a majority approval of the Board (5).
3. The Board shall have authority to establish, change, and/or delete Board Policies and any rules and regulations of the Corporation as deemed necessary and within the authority as outlined in the Corporate Documents.
4. The Board's fiduciary duty requires Board of Directors to act in the best interests and for the benefit of the Corporation. This duty requires Board of Directors to avoid conflicts of interest and acting out of self-interest; and to act as reasonable people in conducting the affairs of the Corporation.
5. Except for Board of Directors who are also Officers and who are required by the Corporate Documents to perform certain operational functions in their official capacities, the Board's duty and responsibility is to establish policy and to ensure the implementation of that policy by Senior Management.
6. It is the role of the Board to establish objectives and approve budgets for the Corporation. The Board can delegate the implementation of Board decisions to the

General Manager. The Board can direct and empower the General Manager to take action on behalf of the Corporation.

7. The Board has no direct supervisory authority over RCSC personnel, excluding the General Manager. The Board shall make any requests for reports, information, repairs, maintenance or any other requests to Senior Management only.
8. Any Board of Director shall have the right to attend, as a guest, all meetings of Committees or RCSC team meetings. Board of Directors attending such meetings may not participate during the meeting unless invited to do so by the Committee Chair, Committee Co-Chair or Senior Management. In no instance shall a guest Board of Director have the right to vote on any issue before the Committee.

**B. Commissions:**

1. Commissions may be established by the Board and are made up of Board of Directors only. 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. The Board may empower Commissions to take action 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 President, Vice-President, Secretary and Treasurer.

### **SECTION 2: ELECTION OF OFFICERS**

The Board shall meet in a closed Executive session on the first business day after January 1 for election of Officers. The Board shall select from their own number, by majority ballot vote of the Board (5), the Officers who shall serve for the term of one year to end at the election of Officers in the following year. A Board of Director may be re-elected to consecutive terms as an Officer if he/she receives the majority vote of the Board (5).

### **SECTION 3: PRESIDENT**

The President shall preside at and conduct all meetings of the Corporation by a formal order of business. The President shall have general supervision and direction of the affairs of the Corporation in accordance with the Corporate Documents. The President shall have authority to administer all matters not otherwise expressly delegated and may call special meetings of the Membership and/or Board.

After approval by the Board, the President may execute bonds, investments, debts, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof may be expressly delegated by the Board to some other Officer or Agent of the Corporation.

### **SECTION 4: VICE-PRESIDENT**

The Vice-President shall perform such duties as assigned by the President and in the absence or incapacity of the President; shall perform the duties of the President.

### **SECTION 5: SECRETARY**

The Secretary shall adhere to the duties of the Secretary as outlined in Robert's Rules of Order and shall assure that the records of the Corporation are maintained and in order.

### **SECTION 6: TREASURER**

The Treasurer shall ensure that financial records and cash/investment handling procedures are audited after the close of each fiscal year by a Certified Public Accountant, as selected by the Board. The Treasurer shall make certain that annual income tax returns and other required filings have been filed as required. The Treasurer shall require safeguards to protect assets. Any indebtedness issued in the name of the Corporation shall be signed by the Treasurer or other Board Officer after such indebtedness is approved by a majority vote of the Board (5).

### **SECTION 7: THEFT, DISHONESTY AND LIABILITY INSURANCE**

The Officers shall ensure that an Employee Dishonesty Insurance Policy, as determined by the Board, is in place to insure the Corporation against losses relating to theft or mishandling of assets by Employees, Directors or Agents of the Corporation. The Corporation shall provide Board of Directors and Officers liability insurance for all Board of Directors, Officers and their spouses.

### **SECTION 8: REMOVAL OF BOARD OFFICERS**

An Officer who is unwilling or incapable of satisfactorily performing the responsibilities of his/her office, may be removed from his/her office by a ballot vote of a majority of the Board (5). An Officer so removed shall be eligible to continue as a Board of Director. The Articles address removal of any elected or appointed Board of Director from the Board.

A new election of an Officer by the Board of Directors for the vacated position shall be held within fifteen (15) days after removal. In the case of a vacancy in the President's office, the Vice President will perform the duties of the President until a new President is elected.

## **ARTICLE VII - NOMINATION AND APPOINTMENT PROCEDURES**

### **SECTION 1: PRESENTATION OF CANDIDATES**

The Chair of the Election Committee shall present at a Board meeting no later than October 31 of each year a list of candidates for Board positions to be filled at the coming annual election.

### **SECTION 2: RECRUITMENT OF CANDIDATES**

On or before the first Monday in June, Members shall be invited to become candidates. In the event additional candidates are needed, the Election Committee shall begin recruiting to provide the required number.

If a member of the Election Committee desires to become a Board candidate, he/she must resign from the Committee prior to doing so.

### **SECTION 3: PETITION AND APPLICATION OF CANDIDATES**

A Member who is eligible to become a candidate for election to the Board shall provide to the Chair of the Election Committee on the first Friday in October the following:

- A. On the official petition form required at least one hundred (100) valid signatures of Members in good standing;
- B. An application on the official form required, to include a resume and list of goals; and,
- C. Nominee shall make himself/herself available to RCSC for a photograph.

### **SECTION 4: CANDIDATE REQUIREMENTS**

An eligible candidate for election to the Board shall satisfy all the following requirements and a candidate for appointment to the Board shall satisfy all except Section G. below:

- A. Must be at least fifty-five (55) years of age;
- B. Must be Member in good standing;
- C. Must not reside with or be related by marriage or birth to any other Board of Director, Board candidate, or Senior Management;
- D. Must reside in Sun City, Arizona and be available at least ten (10) months of the year;
- E. Must meet the requirement to hold an Arizona liquor license;
- F. Must be eligible and available to serve a three (3) year term; and
- G. Must attend Board Candidate Orientation(s).

A Board Candidate that withdraws from his/her candidacy for any or no reason may not elect to reestablish candidacy in the same election year.

## **ARTICLE VIII - ELECTION OF BOARD OF DIRECTORS**

### **SECTION 1: POLLING PLACES, TIMES AND DATES**

- A. Election of the Board shall be held on the second Tuesday in December each year.
- B. The Board may schedule earlier voting dates.
- C. The Board shall select the number of polling places, their locations and times of operation for voting within Sun City, Maricopa County, Arizona.
- D. The Board shall 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 shall be elected to the vacancy or vacancies for which the election is held.

### **SECTION 3: RECALL ELECTION**

- A. In a recall election, a Board of Director shall be deemed recalled if a majority of the votes cast by Membership ballots are for his/her removal, provided further that the total number of votes received for the recall is not less than one hundred (100).
- B. The person receiving the highest number of votes cast by Membership ballots to replace the recalled Board of Director shall be deemed elected to fill the unexpired term of said Board of Director.
- 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 – INITIATIVE, REFERENDUM AND RECALL PETITIONS**

Per the Articles, any initiative, referendum, or recall petition must have a total number of signers not less than ten percent (10%) of the voting Members of the Corporation as of the preceding July 1. All signers must have signed in person, and they must provide their Property address, Member Card number and the expiration date thereof. The completed petition will be filed with the Secretary of the Corporation.



A recall petition will set forth the name of the Board of Director whose removal is desired and the reasons for the recall.

A referendum petition must set forth the existing policy or regulation that is being challenged in clear and precise language that will allow the challenge to be determined by a "YES" OR "NO" vote. Any proposition will be subject to the requirements and limitations of the Corporate Documents.

Before an initiative petition is filed, the party or parties intending to circulate and file such a petition will submit to the Board the proposal in the exact language that the initiative will contain. The Board will have sixty (60) days from the date of submission to accept or reject the proposal. If the proposal is accepted, the petition will be assigned a petition control number by the Secretary of the Corporation.

If issues can be resolved without the petition process, the Board and the Members will achieve savings in terms of cost and time while avoiding disharmony and divisiveness in Sun City, Arizona.

### **SECTION 1: STEPS TO TAKE BEFORE CIRCULATING A PETITION**

- A. Consider alternatives before beginning the petition process:
  1. Bring the issue to the attention of the Board at Board meetings or in other direct communication with the Board.
  2. The Board will consider the issue and provide in writing their consensus regarding such. If the Board approves, action will be taken accordingly. If the Board disapproves, proponents may initiate the petition process.
- B. File request to circulate your petition with the Secretary of the Corporation.
  1. Submit:
    - a. The names, addresses, and telephone numbers of the petition organizers.
    - b. The organization, if any, supporting the petition.
    - c. The text of the proposed petition on the official petition form as required.
  2. The Secretary of the Corporation shall provide:
    - a. Written notice of receipt of petition as submitted shall be within fifteen (15) business days.
    - b. Official petition with control number for use by all Circulators within fifteen (15) business days.
    - c. Petition regulations.
    - d. Petition start and completion dates.
- C. Copy official, numbered petitions.
  1. Copy as many copies of the official, numbered petition, as needed to circulate your petition. No other petition form is acceptable. Number each page. Each page should have:
    - a. The exact wording of the petition as approved by the Board.
    - b. The control number as assigned by the Corporation.
    - c. The Certification on the back of each page.
- D. Select and orient Circulators to the regulations and procedures to follow in circulating petitions.

## **SECTION 2: ACCEPTABLE PRACTICES DURING THE PETITION'S CIRCULATION**

- A. All Circulators:
1. Must be Members in good standing.
  2. May not use intimidation, misleading statements or payments in securing signatures.
  3. Obtain signatures of current Members only. Privilege Cardholders are not eligible to vote or sign a petition.
  4. Must certify, as their legal obligation requires, that he/she witnessed the signatures of each individual signing.
- B. Petitions regarding RCSC matters may be circulated within or at all RCSC facilities/properties while not disrupting or interfering with RCSC Member activities or blocking ingress or egress at any facility.
- C. Signers of the petition, in addition to being current Members, must:
1. Be the actual person, a wife may not sign for husband or vice versa.
  2. Legibly sign in ink. A printed "signature" is not acceptable, unless that is the usual way the person signs.
  3. Indicate date on which they signed; otherwise signature is voided.
  4. Write legibly their Property address, Member Card number and expiration date thereof.
  5. Legibly print their name below their signature.
- D. Signers of the petition may withdraw their signatures at any time during the validation process.

## **SECTION 3: POST-PETITION CIRCULATION PROCEDURES**

When petition circulation is complete:

- A. File completed petitions with the Secretary of the Corporation in book form, including:
1. A cover page specifying the quantity of individual official petition forms filed, the total number of signatures claimed, and the date submitted.
  2. Number each signed official petition submitted.
  3. A cover page to verify each group of petitions submitted and certified by each Circulator.
- B. The Corporation will:
1. Provide a dated receipt for submitted petitions.
  2. Initiate the petition verification process.
- C. The petition verification process will include, but is not limited to, the following:
1. Investigation of Circulators:
    - a. Circulator must be a current Member in good standing.
    - b. Circulator must witness every signature.
    - c. Circulator must sign the affidavit of Circulator on the reverse side of the last official petition form submitted in a group.
    - d. Irregularities, including false or misleading statements by the Circulator, in obtaining, verifying and certifying signatures will result in rejection of all petitions of the Circulator.
  2. Inspection of signatures for:

- a. Legibility.
  - b. Printing instead of signing.
  - c. Absence of dated signature, Property address, and Member Card number.
  - d. Duplication.
- D. Time required for petition verification:
1. Once the completed petition is filed with the Corporation, the Corporation will have thirty (30) days from the filing to determine and announce whether or not the required number of signers has been obtained.
- E. Upon completion of the verification process:
1. If the number of verified signers is insufficient, the petition is declared invalid.
  2. If the number of verified signers is sufficient, the Board will set the date to present the petition to the Members for their vote which will be conducted by the Election Committee within sixty (60) days of the validation announcement.

## **ARTICLE X – INDEMNIFICATION AND RISK MANAGEMENT**

Recreation Centers of Sun City, Inc., its successors and assigns, hereby agree to protect, defend, indemnify and hold harmless its Board of Directors and their spouses, Officers, Senior Management and Employees 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 shall exclude any such liability caused by gross negligence or willful misconduct.

## **ARTICLE XI – FINANCIAL MANAGEMENT**

### **SECTION 1: FISCAL YEAR**

For all purposes, financial and otherwise, the calendar year January 1 through December 31, shall be synonymous with the term “fiscal year” of the Recreation Centers of Sun City, Inc.

## **ARTICLE XII – INVESTMENTS**

The Corporation has an unrestricted cash reserve and additional unrestricted operations funds, a restricted Preservation and Improvement Fund and a restricted Capital Reserve Fund which shall be invested as follows:

### **SECTION 1: GENERAL OBJECTIVES**

The primary objectives, in priority order, of investment activities shall be safety, liquidity, and yield:

- A. Safety: Safety of principal is the foremost objective of the investment program. Investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall investment portfolio. The objective will be to mitigate credit risk and interest rate risk.
  1. Credit Risk: RCSC will minimize credit risk, which is the risk of loss due to the failure of the security issuer or backer, by:
    - a. Limiting investments to the types of securities per the Corporate Documents; and
    - b. Diversifying the investment portfolio so that the impact of potential losses from any one type of security or from any one individual issuer will be minimized.

2. Interest Rate Risk: RCSC will minimize interest rate risk, which is the risk that the market value of securities in the investment portfolio will fall due to changes in market interest rates, by:
  - a. Structuring the investment portfolio so that securities mature or are available to meet cash requirements for ongoing operations, thereby avoiding the need to sell securities on the open market prior to the target duration strategy; and
  - b. Investing operating funds primarily in shorter-term securities, money market mutual funds, or similar investment pools and limiting the average maturity of the investment portfolio in accordance with the Corporate Documents.
- B. Liquidity: The investment portfolio shall remain sufficiently liquid to meet all operating requirements that may be reasonably anticipated. This is accomplished by structuring the investment portfolio so that securities mature concurrent with cash needs to meet anticipated demands (static liquidity). Furthermore, since all possible cash demands cannot be anticipated, the investment portfolio should consist largely of securities with active secondary or resale markets (dynamic liquidity). Alternatively, a portion of the investment portfolio may be placed in money market mutual funds or local government investment pools which offer same day liquidity for short-term funds.
- C. Yield: The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints and liquidity needs. Return on investment is of secondary importance compared to the safety and liquidity objectives described above. The core of investments is limited to relatively low risk securities in anticipation of earning a fair return relative to the risk being assumed. Securities shall generally be held until maturity with the following exceptions:
  1. A security with declining credit may be sold early to minimize loss of principal.
  2. Liquidity needs of the investment portfolio require that the security be sold.

## **SECTION 2: STANDARDS OF CARE**

Authority to manage the investment portfolio is granted to RCSC's Investment Commission made up of approved Board of Directors of the Corporation. The President of the Corporation shall serve as Chair of the Investment Commission each year. The President, in January of each year, shall recommend to the Board three (3) fellow Board of Directors to serve with him/her on said Commission for that calendar year. The Board shall approve the Board of Directors who will serve with the President on the Investment Commission by majority vote of the Board (5).

Responsibility for the operation of the investment portfolio is hereby delegated to the Director of Finance, who shall act in accordance with established written procedures and internal controls for the operation of the investment program consistent with the Corporate Documents. The Director of Finance shall be responsible for all transactions undertaken and shall establish a system of controls to regulate the activities of subordinate officials.

- A. Prudence: The standard of prudence to be used by the Investment Commission shall be the "prudent person" standard and the standard of care set forth in Arizona Revised Statutes for directors and officers which shall be applied in the context of managing the overall investment portfolio. The Investment Commission, acting in accordance with Arizona Revised Statutes, written procedures, the Corporate Documents and exercising due diligence, shall be relieved of personal responsibility for an individual security's credit risk or market price changes,

provided deviations from expectations are reported in a timely fashion and the liquidity and the sale of securities are carried out in accordance with the terms of the Corporate Documents.

1. The "prudent person" standard states: "Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived."
  2. Arizona Revised Statutes states: "A director's duties, including duties as a member of a committee, shall be discharged: (i) in good faith, (ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the director reasonably believes to be in the best interest of the corporation."
- B. Ethics and Conflicts of Interest: Officers and employees involved in the investment portfolio shall refrain from personal business activity that could conflict with the proper execution and management of the investment portfolio, or that could impair their ability to make impartial decisions. Officers and employees shall disclose any material interests in financial institutions with which they conduct business. They shall further disclose any personal financial/investment positions that could be related to the performance of the investment portfolio. Officers and employees shall refrain from undertaking personal investment transactions with the same individual with whom business is conducted on behalf of RCSC.

### **SECTION 3: AUTHORIZED FINANCIAL INSTITUTIONS, DEPOSITORIES, AND BROKER/DEALERS**

- A. Authorized Financial Institutions, Depositories, and Broker/Dealers: A list will be maintained of financial institutions and depositories authorized to provide investment services. In addition, a list will be maintained of approved security broker/dealers selected by creditworthiness (e.g., a minimum capital requirement of \$10,000,000 and at least five years of operation). These may include "primary" dealers or regional dealers that qualify under Securities and Exchange Commission (SEC) Rule 15C3-1 (uniform net capital rule).
1. All financial institutions and broker/dealers who desire to become qualified for investment transactions must supply the following as appropriate:
    - a. Audited financial statements demonstrating compliance with state and federal capital adequacy guidelines;
    - b. Proof of National Association of Securities Dealers (NASD) certification (not applicable to Certificate of Deposit counterparties);
    - c. Proof of state registration; and
    - d. Certification of having read and understood and agreeing to comply with RCSC's Corporate Documents.

### **SECTION 4: SAFEKEEPING AND CUSTODY**

- A. Internal Controls: The Director of Finance shall establish a system of internal controls, which shall be documented in writing. The internal controls shall be reviewed by the Investment Commission and with an independent auditor. The controls shall be designed to prevent the loss of funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by Officers and employees of RCSC.

## **SECTION 5: SUITABLE AND AUTHORIZED INVESTMENTS**

### **A. Investment Types:**

1. U.S. Treasury obligations which carry the full faith and credit guarantee of the United States government and are considered to be the most secure instruments available.
2. U.S. government agency and instrumentality obligations that have a liquid market with a readily determinable market value.
3. Certificates of deposit and other evidences of deposit at financial institutions.
4. Bonds, debentures and notes that are issued by corporations organized and doing business in the United States and that are rated "A" or better by Moody's Investor Service, Standard and Poor's and/or Fitch rating service or their successors. All bonds must have at least two of these ratings.
5. Commercial paper of prime quality that is rated "A1" and/or better by Standard and Poor's, and/or F1 by Fitch rating service or their successors. All commercial paper must have at least two of these ratings. All commercial paper must be issued by corporations organized and doing business in the United States.
6. Investment-grade obligations of state, provincial and local governments and public authorities.
7. Money market mutual funds regulated by the Securities and Exchange Commission and whose portfolios consist only of dollar-denominated securities.

## **SECTION 6: INVESTMENT PARAMETERS**

- A. **Diversification:** It is the policy of RCSC to diversify its investment portfolio. To eliminate risk of loss resulting from the over-concentration of assets in a specific maturity, issuer, or class of securities, all cash and cash equivalent assets in all RCSC funds shall be diversified by maturity, issuer, and class of security. Diversification strategies shall be determined and revised periodically by the Investment Commission for all funds.
1. In establishing specific diversification strategies, the following general policies and constraints shall apply:
    - a. Portfolio maturities shall be staggered to avoid undue concentration of assets in a specific maturity sector.
    - b. Maturities selected shall provide for stability of income and reasonable liquidity.
  2. For cash management funds:
    - a. Positions in securities having potential default risk (e.g., commercial paper) shall be limited in size so that in case of default, the portfolio's annual investment income will exceed a loss on a single issuer's securities.
    - b. Risks of market price volatility shall be controlled through maturity diversification such that aggregate price losses on instruments with maturities exceeding one year shall not be greater than coupon interest and investment income received from the balance of the portfolio.
  3. The following diversification limitations shall be imposed on the portfolio:

- a. Maturity: No more than 50% percent of the portfolio may be invested beyond 12 months, and the weighted average maturity of the portfolio shall never exceed 2.5 years.
  - b. Default risk: No more than 5 percent of the overall portfolio may be invested in the securities of a single issuer, except for securities of the U.S. Treasury.
  - c. Liquidity risk: At least 25 percent of the portfolio shall be invested in overnight instruments or in marketable securities which can be sold to raise cash in one day's notice.
- B. Maximum Maturities: To the extent possible, RCSC shall attempt to match its investments with anticipated cash flow requirements. Unless matched to a specific cash flow, RCSC will not directly invest in securities maturing more than five (5) years from the date of purchase. RCSC shall adopt weighted average maturity limitations (which often range from 90 days to 3 years), consistent with the investment objectives.

Reserve funds and other funds with longer-term investment horizons may be invested in securities exceeding five (5) years if the maturities of such investments are made to coincide as nearly as practicable with the expected use of funds. The intent to invest in securities with longer maturities shall be disclosed in writing to the entire Board of Directors.

Because of inherent difficulties in accurately forecasting cash flow requirements, a portion of the portfolio should be continuously invested in readily available funds such as money market funds and appropriate liquidity is maintained to meet ongoing obligations.

## **SECTION 7: REPORTING**

- A. Investment Commission: The Director of Finance and/or assigned shall prepare an investment report at least quarterly that provides an analysis of the status of the current investment portfolio and the individual transactions executed over the last quarter. This report will be prepared in a manner which will allow RCSC's Investment Commission to ascertain whether investment activities during the reporting period have conformed to the Corporate Documents.
1. The report will include the following:
    - 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.
- B. RCSC Membership: A summary report shall be updated quarterly and shall be reported as a part of the Treasurer's report in a Board meeting excluding the months of July and August.

BE IT FURTHER RESOLVED that a copy of these Corporate Bylaws shall be posted on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) and shall be made available to Members upon request at no cost.

Adopted and signed this 14<sup>th</sup> day of December, 2023 at a duly called Board meeting by a majority (5) of the Recreation Centers of Sun City, Inc. Board of Directors.

ATTEST:

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Kat Fimmel, President

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Jean Totten, Secretary