

Bylaws

March 17, 2014

Sun City West (SCW)
Property Owners and Residents Association Inc. (PORA)
13815 Camino Del Sol
Sun City West, AZ 85375

A NON-PROFIT GOVERNMENTAL SERVICES ORGANIZATION
INCORPORATED UNDER THE LAWS
OF THE STATE OF ARIZONA

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1 **ARTICLE I – PURPOSES and ACTIVITIES**

2
3 **SECTION 1 – PURPOSE**

4
5 PORA shall:

- 6
- 7 A. Promote the continual well-being and attractiveness of Sun City West (SCW) as a retirement
- 8 community.
- 9
- 10 B. Encourage public service beneficial to the community and the general public, thereby lessening the
- 11 costs and administrative burdens of Maricopa County government.
- 12
- 13 C. Promote the health, well-being, and welfare of Sun City West residents and Business and Social
- 14 Service enterprises throughout the community.
- 15
- 16 D. Maintain a continuing interface with other organizational and governmental entities with emphasis
- 17 on the Maricopa County Board of Supervisors, Arizona Legislators and Governor, as well as
- 18 communities contiguous to SCW and entities representing the Northwest Valley.
- 19
- 20

21 **ARTICLE II – MEMBERSHIP**

22
23 **SECTION 1 – TYPES of MEMBERSHIP**

24
25 There shall be three categories of Membership in PORA

26
27 **RESIDENT MEMBER**

28
29 Any person who is a resident of Sun City West may become a Member of PORA.

30
31 **ASSOCIATE NON-RESIDENT MEMBER**

32
33 Any person not residing in Sun City West may become an Associate Member of PORA. Such Members
34 shall have the same benefits and privileges as Active Resident Members, but without voting rights.

35
36 **BUSINESS and PROFESSIONAL SUPPORTER**

37
38 Any business or professional organization representing a particular business or group may advertise with
39 PORA. Such Business and Professional Supporters may be eligible for additional services on a fee basis,
40 but without voting rights.

1 **SECTION 2 – MEMBERSHIP CARDS**

2
3 Membership cards or other suitable means of identifying current Membership in PORA shall be issued
4 annually to each qualifying Resident or Associate Non-resident Member, a PORA Business and
5 Professional Supporter card for each Business or Professional Supporter.
6

7 **SECTION 3 – ANNUAL DUES and FEES**

8
9 Annual dues for Membership in each of the three categories shall be established from time to time by the
10 Board of Directors. Fees for services provided by PORA shall also be determined by the Board of
11 Directors.
12

13 **SECTION 4 – LEGAL and FINANCIAL POWERS**

14
15 The extensive legal, financial, and other powers granted to PORA by the State of Arizona and by the
16 Articles of Incorporation of Sun City West shall be exercised solely by the majority vote of a quorum
17 of the Membership as defined and interpreted in ARTICLE VII, SECTION 4 of these Bylaws.
18

19 **ARTICLE III – DIRECTORS, NOMINATION and ELECTION**

20
21 **SECTION 1 – TERMS**

- 22
23 A. PORA shall be administered by a Board of nine to eleven Directors (as determined from time to time
24 by the sitting Board) elected by the Membership. In addition to the prescribed elected board
25 members, the directors may, from time to time, create an ex-officio board member position to
26 represent a subsidiary division of PORA’s activities. That person shall be entitled to attend all board
27 meetings but that person’s voting capacity shall be restricted to only those items which relate to the
28 entity which gave rise to their selection on the board.
29
- 30 B. The terms of newly elected Directors shall be for three years, and shall begin on July 1st. In order to
31 achieve an optimum overlap in director elections, it may occasionally be necessary to have one or
32 two year terms for a given election. The first three candidates with the highest number of votes will
33 receive the normal three year term. Based on the number of openings the next highest vote getter
34 will receive the two year term(s) and the lowest vote getter will be assigned the one year term(s).
35 The sitting board will decide whether they shall require one or two year terms for optimum overlap.
36 Existing officers as of March 31, 2010, shall have their term extended to June 30, 2010. Existing
37 Directors, as of March 31, 2010, shall have their term of office extended to June 30th in the year in
38 which their term of office expires.
39
- 40 C. Directors are elected each year in accordance with ARTICLE III, SECTION 5 of these Bylaws, to
41 replace the Directors whose terms are expiring.
42
- 43 D. All PORA Directors, Officers, and Committee Members are volunteers, and shall receive no
44 compensation for any service rendered. They may be reimbursed for out-of-pocket expenses
45 incurred for the benefit of the organization according to the current reimbursement policy.
46

1 **SECTION 2 – NOMINATING COMMITTEE**

- 2
- 3 A. The Nominating Committee will consist of a three member nominating committee from the
- 4 PORA membership appointed by the Executive Committee of the Board of Directors who will
- 5 prepare a slate of candidates obtained from applications received from the PORA members and
- 6 current PORA board members who are eligible to serve additional terms. The slate must be
- 7 received by the Nominating Committee no later than December 31st of the year prior to the
- 8 March election.
- 9

10 **SECTION 3 – NOMINATING PROCEDURES**

- 11
- 12 A. The Nominating Committee shall prepare a list of nominees for election to the Board and present it
- 13 to the Membership at a General Membership meeting two months prior to the election. This
- 14 Committee shall nominate, in accordance with SECTION 4 of this ARTICLE, a number of
- 15 candidates at least equal to the vacancies to be filled at the next election.
- 16
- 17 B. In addition to the candidates presented by the Nominating Committee, Members of PORA seeking
- 18 Director positions may also be nominated from the floor at the above mentioned General
- 19 Membership meeting. Members nominated under this provision shall be present at the meeting to
- 20 accept the nomination, or have previously provided a signed, written agreement for presentation at
- 21 the meeting. Within one week following this meeting, members so nominated must be certified by
- 22 the Nominating Committee as qualified under the provisions of these Bylaws. Without such
- 23 certification the nomination shall be voided.
- 24

25 **SECTION 4 – ELIGIBILITY**

- 26
- 27 A. Individuals who are current resident members of PORA will be eligible for election to the PORA
- 28 Board subject to the following exceptions:
- 29 1. A person who is serving in another publicly elective position, board, or office under a public
- 30 jurisdiction.
- 31 2. A person who is a candidate for any other publicly elected board at the time of the pending
- 32 PORA election.
- 33
- 34 B. The prospective appointee shall meet the identical perquisites established in ARTICLE III,
- 35 SECTION 4 - ELIGIBILITY, SECTION A, #1 & #2.
- 36
- 37 C. Director elected by the Membership shall be eligible for reelection to the Board for one additional
- 38 consecutive term. After serving two terms and after achieving at least a one-year time lapse, an
- 39 individual may be considered as a Board candidate. (Note: Election eligibility for Appointed
- 40 Directors is covered in ARTICLE IV, SECTION 6.)
- 41
- 42
- 43
- 44
- 45

1 **SECTION 5 – ELECTION of DIRECTORS**

- 2
- 3 A. Election of Directors by PORA Membership shall be held by secret ballot at designated polling
- 4 places and times, or by mail, as the Board may determine.
- 5
- 6 B. Those candidates, in number equal to the number of vacancies to be filled, and receiving the highest
- 7 number of votes, shall be elected in descending order of the number of votes received.
- 8

9 In the event of a tie for the last existing vacancy, after applying this rule to determine the order of winning
10 candidates, the winner of the final position, from among those candidates tied for the position, shall be by a
11 coin toss.

12 Results of the election shall be made public within 24 hours after the vote canvas.

- 13 C. Following the annual meeting during which the nominating committee made its report, and
- 14 subsequently there was an opportunity for nominations from the floor, and during the 30 day period
- 15 following the annual meeting no write-in vote candidate qualified for election, and wherein there is
- 16 only one candidate for each vacant position following the nomination process, the board may then
- 17 conclude that no election process is required and declare the proposed slate of candidates elected as
- 18 of the beginning of the following term for the position they sought.
- 19

20 **ARTICLE IV- DUTIES and RESPONSIBILITIES of the BOARD of DIRECTORS**

21

22 **SECTION 1 – DUTIES and RESPONSIBILITIES**

23

24 The Board shall exercise these managerial responsibilities:

- 25
- 26 A. Execute the policies established by PORA.
- 27
- 28 B. Establish such committees, technical assistants, and staff positions as necessary to accomplish its
- 29 purposes.
- 30
- 31 C. Manage the affairs and accounts of PORA.
- 32
- 33 D. Report its annual budget to the Membership via e-mail, newspaper, or other appropriate method
- 34 during the first month of the new fiscal year.
- 35
- 36 E. Have the PORA accounts audited or reviewed at the end of each fiscal year.
- 37
- 38 F. Elect PORA’s officers as prescribed in these Bylaws.
- 39
- 40 G. Develop and maintain a set of Standing Procedures governing PORA’s operations. Note:
- 41 Emergency action and appropriate procedures are covered in ARTICLE VI.
- 42
- 43 H. Approve or reject all proposed responsibility or charter statements of all Committees.
- 44

- I. Take any action deemed necessary to protect the interests of the PORA Membership.
- J. Approve the appointment of a Parliamentarian by the President for General Membership and Board Meetings when appropriate.
- K. Approve all financial and legal matters necessary to carry out the functions of PORA.

SECTION 2 – POWERS and AUTHORITY

- A. All powers not expressly granted to the Board in these Bylaws shall reside with the Membership.
- B. Members of the Board shall not make any public declaration of official policy which has not been formally adopted by the Board.

SECTION 3 – REGULAR MEETINGS

The Board shall meet at least once monthly except during July and August. The time and dates of Board Meetings shall be posted in the PORA office and appropriate media.

SECTION 4 – SPECIAL MEETINGS

- A. Special meetings of the Board may be called by the President or by at least 40% of the Directors. Notice stating the purpose of the meeting shall be given to all Directors not less than 24 hours before the meeting time, and shall be posted in the PORA office.
- B. Emergency Board Meetings may be called by the President.
- C. By a vote of the majority of Directors present at a Board Meeting, a Director may participate in the meeting electronically.

SECTION 5 – QUORUM

- A. A quorum for all regular Board Meetings shall be a majority of the total number of currently serving Directors.
- B. No business may be acted upon unless a quorum of Directors is in attendance in person or via electronic communications.

SECTION 6 – VACANCIES

- A. Vacancies occurring on the Board of Directors shall be filled in a timely manner by the affirmative vote of a majority of the remaining Directors of the Board. This action need not be exercised if the period of time remaining in the vacated term is less than three months, unless the number of remaining Directors would be less than 51% of the authorized Board complement.
- B. Appointed Directors shall hold office for the balance of the term remaining. In the year of the expiration of the appointment time, the appointed Director(s) may run for any regular open Director position for two (2) terms.

1 **SECTION 7 – DIRECTOR REMOVAL**

2 A. Any director may be removed from his or her position by a vote of two thirds of the total Board
3 membership. Such a vote shall be by secret ballot.
4

5 **ARTICLE V – OFFICERS**

6
7 **SECTION 1 – NOMINATION and ELECTION of OFFICERS**

8
9 Following the Director election during the third week in the month of May the expiring term President shall
10 call a Special Meeting consisting of the newly elected Directors and the Directors with continuing terms.
11 The outgoing President shall act as Chairman for this Special Meeting. Should the outgoing President be
12 unavailable to perform this function, the required duties will be performed by the outgoing Vice President,
13 Secretary, or Treasurer in the order of their availability.
14

15 This body, so gathered, will form the new Board of Directors during this third week in May following the
16 election. In this Special Meeting they shall, from their midst, sequentially nominate and elect individuals to
17 fill the position of President, followed by Vice President, Secretary, and Treasurer.
18

19 Following adjournment of this Special Meeting, the new Board and its Officers will next meet in regular
20 session in accordance with the existing PORA Bylaws.
21

22 **SECTION 2 – TERMS**

23
24 An Officer shall serve for a term of one year, within his or her officially elected term, beginning the first day
25 of July following his or her election by the Board. The individual may be reelected to that office.
26

27 **SECTION 3 – REMOVAL of OFFICERS**

28
29 Any Officer may be removed from his or her position, by a vote of two-thirds of the total Membership of the
30 Board. Such vote shall be by secret ballot.
31

32 **SECTION 4 – VACANCY**

33
34 In the event of a vacancy in any Office, such vacancy shall be filled on a timely basis, from their midst, by
35 the Board of Directors.
36
37
38
39
40
41
42

1 **SECTION 5 – DUTIES and RESPONSIBILITIES**

2
3 A. The President shall:

- 4
5 1. Be the Chief Administrative Officer.
- 6
7 2. Preside at all meetings.
- 8
9 3. Enforce the Bylaws, policies, rules and regulations relating to the administration of PORA.
- 10
11 4. Implement appropriately developed directives of the Board.
- 12
13 5. Assign comprehensive and appropriate responsibilities to all Directors as reflected by the
14 committee assignments as well as providing the Board members with an organizational chart
15 displaying the overall interaction of the committee system. This responsibility shall be
16 completed by August 31st in each fiscal year and whenever subsequent changes are made in the
17 committee system.

18
19 B. The Vice President shall:

- 20
21 1. Perform duties as assigned by the President.

22
23 C. The Secretary shall:

- 24
25 1. Keep all records of Board and Membership Meetings, maintain the PORA Policy and Standing
26 Procedures Manuals, and be responsible for the preparation and recording of all resolutions and
27 proceedings of the Board of Directors and the Membership.
- 28
29 2. Permit any Member in good standing to examine the records of PORA as required by law, during
30 normal business hours.
- 31
32 3. Arrange, if appropriate, for the services of a Recording Secretary who is not a member of the
33 Board whose duty may be to take official minutes of meetings and transcribe same. The
34 Secretary shall approve and sign such minutes prior to their entry into PORA official records.

35
36 D. The Treasurer shall:

- 37
38 1. Assure the preparation of the annual budget for presentation to the Board of Directors for their
39 review and adoption at their June Board meeting. SUCH PRESENTATION SHALL INCLUDE
40 FISCAL DATA ON TWO YEARS PRIOR, ONE YEAR PRIOR, CURRENT YEAR'S
41 ASSUMED FINAL, AND THE PROPOSED BUDGET. This budget will be reported to the
42 Membership in accordance with ARTICLE IV, SECTION 1,D.
- 43
44 2. Assure the receipt and disbursement of PORA funds approved in the budget by the Board of
45 Directors.
- 46

3. Assure the deposit, or, with the approval of the Executive Committee, investment of all PORA funds in banks or savings institutions insured by an agency of the U.S. Government.
4. Report PORA's financial standing at each Regular Board Meeting and each General Membership Meeting.
5. Supervise the preparation of an Annual Report of the financial standing of PORA as of June 30th each year for presentation to the Board of Directors at their June Meeting. At the discretion of the Board, this report may be published publicly through PORA's normal communication channels.
6. Assure that PORA and its Officers, Directors and their spouses, employees, buildings and equipment are adequately protected against losses; recommend acquisition of insurance covering such events, and arrange for purchase and maintenance of such coverage as approved.
7. Shall ensure that an annual audit or review by a CPA firm is secured and subsequently presented to the board within 90 days.

ARTICLE VI – EXECUTIVE COMMITTEE

SECTION 1 – COMPOSITION

This Committee shall consist of the President as Chairman, Vice President, Secretary, and Treasurer, and the presence of at least three of these members shall constitute a quorum.

SECTION 2 – FUNCTIONS

The Executive Committee shall implement the Directives of the Board and manage PORA between official meetings of the Board. No action may be taken unless a quorum is present, and such action is approved by a majority.

SECTION 3 – SPECIFIC DUTIES

- A. Meet monthly, or at such other time(s) as may be necessary to accomplish its stated functions.
- B. Provide advice and counsel to the President.
- C. Act on behalf of the Board between Board meetings, except that this Committee or any of its Members shall not have the power to take any significant action or make any representation which has not been adopted previously and duly recorded in the minutes of the Board, unless an emergency occurs and the time element precludes calling a meeting of the Board, in which case the Committee is authorized to take whatever action it deems necessary to correct this emergency.

- 1 D. Such an emergency is defined as “an unforeseen combination of circumstances or the resulting state
2 that calls for immediate action”. Such action shall be reported and recorded as a part of the minutes
3 of the next Board meeting.
- 4
- 5 E. Identify and evaluate trends, opportunities, and problem areas pertaining to PORA objectives.
6
- 7 F. As appropriate, one or more guests may be invited to attend any Executive Committee meeting to
8 provide information and comment appropriate to the Committee’s discussions.
9

10 **ARTICLE VII – BOARD COMMITTEES**

11 **SECTION 1-BOARD COMMITTEES**

- 12
- 13 A. APPOINTMENTS: Following the election of the new President for the new fiscal year, that person
14 so chosen shall appoint new committee chairs from among those Board members who will be
15 serving during the commencing of the new fiscal year. The committee structure shall be consistent
16 with tradition as well as responding to present needs and circumstances.
17
- 18 B. CONFIRMATION: At the first official Board meeting held in the new fiscal year, the new
19 President shall submit to the Board of Directors the nominees for each committee position, along
20 with a description of the committee duties, to be approved by the Board of Directors.
21
- 22 C. TERM: The appointment shall be for the time served by the appointing President within the fiscal
23 year in which they are appointed.
24
- 25 D. DUTIES & RESPONSIBILITIES OF CHAIRS & THERE RESPECTIVE COMMITTEE
26 MEMBERS:
27 Where appropriate, the Chairperson may appoint committee members, whose term shall run
28 concurrent with the new fiscal year. From the descriptive duties for the committee, an effort shall be
29 made at the first meeting to fashion a plan of action for the year. From time to time, the President or
30 the Board may call upon the committee to engage in special assignments. The committee shall then
31 devise a special plan of action to meet a certain set of circumstances and submit such a proposal to
32 the PORA Board of Directors for their collective approval. In the final analysis, the Board may
33 respond to a committee proposal by approving in full, approving in part, approving with
34 amendments, or rejection in total.
35
- 36 E. PUBLIC POLICY STATEMENTS CONTRARY TO OR ABSENT FROM EXISTING POLICY
37 SHALL FIRST REQUIRE OFFICIAL APPROVAL:
38 Any formal statement to the public or media, or submission to the PORA email bulletin, or any kind
39 of document which portends to be an official position of a PORA Committee, the PORA Board of
40 Directors, or the PORA Organization which is contrary to or absent from existing policy, shall first
41 have received approval by their respective committee and subsequently by the Board of Directors.
42 This policy is not intended to stifle freedom of expression, but rather to proclaim that individuals
43 who express their personal point of view as being personal and not an official position taken by
44 PORA. It is to affirm that committees are subordinate to the Board of Directors and their action,
45 until approved by the PORA Board, are ONLY advisory and should not have public distribution.

1 F. PORA EMBLEM USAGE RESTRICTED: In all instances, the usage of the PORA emblem shall
2 first have obtained permission from the Board of Directors for this utilization.

3
4 G. DISTRIBUTION OF ARTICLE VII IN ITS ENTIRETY TO ALL COMMITTEE MEMBERS:
5 The committee chair of any committee that appoint members shall ensure that all appointees to
6 Committees have received and read ARTICLE VII of the PORA BYLAWS.
7

8 **ARTICLE VIII - MEETINGS**

9 **SECTION 1 - BOARD MEETINGS**

- 10
11 A. A workshop meeting will be held monthly, limited to the Board of Directors and the Executive
12 Director (and any invited guest), to discuss current issues of PORA and assist with planning the
13 agenda for the monthly Board of Directors meeting.
14
15 B. Meetings of the Board of Directors shall be open to the Membership except for meetings for the
16 consideration solely of personnel or legal matters. Minutes shall be promptly generated, copies
17 distributed to all Directors, and submitted for approval at the next meeting of the Board. Any
18 matters requiring a vote shall be by viva voce or a requested roll call vote. At the conclusion and
19 adjournment of the Board Meeting, an invitation for comment will be issued to the PORA members
20 present. Vital and appropriate issues offered by the Membership may be included in future Board
21 agendas as appropriate.
22

23 **SECTION 2 - SCHEDULED MEETINGS**

- 24
25 A. General Membership Meetings shall be held as appropriate and as required by these Bylaws when
26 called by the Board and publicly announced. At least one General Membership Meeting shall be
27 held two months before the election of PORA Directors, in accordance with ARTICLE III,
28 SECTION 3 of these Bylaws.
29
30 B. Additional Membership Meetings may be called by the President, by a majority of Directors, or by
31 written request to the President signed by at least 100 Members.
32

33 **SECTION 3 - NOTICE of BOARD of DIRECTORS MEETINGS**

34
35 Notice of the date, time, and place of each meeting shall be given at least one week prior to the date of the
36 meeting through publication in area news media and posted on the PORA website. A schedule of regular
37 meetings of the Board shall be prepared annually and made available to any Member upon request.
38

39 **SECTION 4 - QUORUM**

40
41 A minimum of 100 Resident Members shall constitute a quorum at any General Membership Meeting. In
42 the absence of a quorum, matters proposed for action may be discussed by the Active Resident Members
43 present, but in lieu of Membership action, will be referred to the Board of Directors for their sole
44 determination and resolution at a subsequent publicized open meeting of the Board.
45

1 **ARTICLE IX – FISCAL YEAR**

2
3 PORA’s fiscal year shall be commencing after June 30th, 2011, from July 1st to June 30th the following
4 year.

5
6 **ARTICLE X – INSURANCE**

7
8 PORA shall carry legal liability insurance as required by the statutes of the State of Arizona, and such other
9 insurance (e.g., property, fire, casualty) as determined by the Board of Directors.
10

11 **ARTICLE XI – PARLIAMENTARY PROCESS**

12
13 Robert’s Rules of Order, latest revision, shall govern in all cases to which they are applicable and not
14 otherwise covered by these Bylaws. Such Rules may be suspended at any meeting by the affirmative vote of
15 the majority of Board Members present.
16

17 **ARTICLE XII – AMENDMENTS and REFERENDA**

18
19 **SECTION 1 – BY BOARD of DIRECTORS**

- 20
21 A. The association Bylaws may be amended by a two-thirds (2/3) vote of the Directors at any regular or
22 special meeting, provided that notice was given to the Board Members at the previous regular
23 meeting.
24
25 B. Notice of adopted amendments to PORA Bylaws may be submitted/published in local news media.
26 Copies of the approved amendments or the complete Bylaws shall be available for review at PORA
27 offices and on the PORA website.
28

29 **SECTION 2 – BY REFERENDA**

- 30
31 A. Suggested Bylaw changes may be initiated by the general membership via a petition signed by a
32 minimum of 100 current members setting forth the suggested change(s) and sent to the association
33 headquarters via U.S. certified mail, return receipt requested.
34
35 B. The President shall notify the Membership of its receipt within 30 days thereafter by mail or news
36 release. If the proposal to revise is not adopted by the Board, the Members shall vote on the
37 proposal at the next Membership Meeting.
38
39 C. Notice of any referendum shall be given through the local news media at least 15 days in advance
40 of the Special Meeting date set by the Board. A copy shall be available at the PORA office and on
41 the PORA website.
42
43

- D. Voting shall be by secret ballot of PORA Members constituting a quorum (no less than 100 Members) in attendance at the Special Meeting.
- E. A referendum required in accordance with this ARTICLE may be scheduled by the PORA Board in June, September, or December of any year.

ACCESS TO CORPORATION RECORDS

Unless otherwise stated in these Bylaws, the following PORA corporate documents in the custody, control, or possession of the Officers, Directors, or Employees of PORA, or prepared or kept by any agent of PORA, shall be considered the property of PORA.

Items that may be made available for inspection and/or copying upon request, at reasonable times and cost are:

- 1. Articles of Incorporation
- 2. Portions of Covenants, Conditions and Restrictions (CC&Rs) pertinent to a specific issue(s) being reviewed
- 3. Bylaws
- 4. Budget
- 5. Minutes of public Board of Directors meetings

Items that may not be made available for inspection or copying are:

- 1. Addresses, social security numbers, medical records, personnel records or personal legal matters of the Officers and Directors of PORA, or any employee, agent, or Member.
- 2. Information protected by Attorney-Client or Attorney Work-Product privilege, or any other statutory or common law privilege.
- 3. Trade secrets or confidential business information, as those terms are defined by the federal Freedom of Information Act (FOIA), 5 USC, sections 552 et. seq.

NOTICE: PORA is a Title 10 company.

1 BYLAWS ORIGINALLY ADOPTED: October, 1986
2
3 REVISED: May, 1988
4 April, 1990
5 May, 1995
6 March, 1996
7 December, 1999
8 December, 2002
9 December, 2003
10 August, 2004
11 November, 2005
12 February, 2009
13 December, 2010
14 January, 2010
15 October, 2011
16 March, 2012
17 December, 2012
18 September, 2013
19 March, 2014