

BYLAWS

Revised and Approved June 19, 2017

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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Article I – General

- A. Name: The name of this corporation shall be the Sun City West Property Owners and Residents Association (PORA).
- B. Mission & Scope: The mission of PORA shall be to:
Maintain a strong and independent Active Adult Community.
Actions PORA takes to implement its mission include:
- Liaison with local, county and state governments;
 - Advocate for issues facing Sun City West;
 - Retain and enhance property values; and
 - Support and promote community services.
- C. Status: PORA is a nonprofit and nonpartisan Arizona corporation that shall conduct its affairs in conformance with all local, state, and federal laws that apply to an organization in accordance with Section 501(c)(4) of the Internal Revenue Service Code and Arizona Revised Statutes Title 42, Chapter 15, and any related or successive statutes and codes. PORA shall use its funds and other assets only to satisfy the purpose of PORA, and no part of such shall inure or be distributed to officers, directors, or other persons within or outside of PORA.
- D. Offices: The principal offices of PORA shall be located in Sun City West, Arizona (SCW). Its Governance, hereinafter referred to as the Board of Directors (Board), may relocate its offices or establish additional offices.

Article II – Membership

- A. Categories: PORA shall offer three (3) categories of membership to individuals interested in promoting the purpose of PORA and able to satisfy the applicable membership requirements:
1. Regular: Individuals who are full- or part-time SCW residents and individuals who are SCW homeowners.
 2. Associate: Individuals interested in supporting the PORA mission but who are ineligible to be Regular members.
 3. Business: A resident or non-resident business, professional, or non-profit organization interested in supporting the PORA mission.

- B. Dues & Powers: A member in good standing shall pay the dues, fees, and other assessments in the amount, manner, and time period established for that membership category, is entitled to utilize and participate in PORA benefits, programs, and other activities. Only Regular members may vote as described elsewhere in these Bylaws. Membership is non-transferable.
- C. Termination & Expulsion: Membership shall be automatically terminated in any of these circumstances although such action shall not relieve the member from any financial and other obligations, unanswered charges, or responsibility for damages:
1. Resignation or death of the member.
 2. Sale of SCW residence by member or relocation by member to a residence outside of SCW.
 3. At least fifteen (15) days after the member receives notice of termination:
 - a. For failure to pay the applicable dues after they become due and payable.
 - b. For occurrence of any event that renders the member ineligible for continued membership or failure to satisfy membership requirements.
 - c. If the Board or its designated agent determines that the member has failed in a material and serious degree to observe the policies and procedures of PORA, engaged in conduct materially and seriously prejudicial to the purpose, interests, and image of PORA, or committed a felony or other serious crime.
- D. Meetings, Voting & Quorum: An annual meeting of members shall be called by the President with thirty (30) or more days' advance notice. Additional meetings may be called by three (3) or more directors or by a petition signed by 10% or more of Regular members in good standing. Those Regular members present shall constitute a quorum. Each Regular member is entitled to cast one (1) vote as appropriate.

Article III – Directors

- A. Powers. Subject to the provisions of the Arizona Corporation Commission, the Articles of Incorporation, and these bylaws, the affairs of PORA shall be governed and all corporate powers exercised by or under the direction of the Board. The Board may delegate all or a portion of the management of its business affairs and other activities provided that the Board retains its ultimate powers and responsibilities.

- B. Number. The Board shall be comprised of a minimum of five and not more than nine (9) directors who are elected at the annual meeting of PORA from a list of Regular member candidates submitted by the Nominating Committee and serve a term that runs from January 1 through December 31. The term of office of each director is 3 years and none may serve more than 2 consecutive terms. After a one year absence from the Board a member may run for another term.
1. Directors are elected in a three-year cycle.
 2. The Nominating Committee shall consist of three Regular members in good standing appointed by the President who will prepare a slate of candidates obtained from applications received from Regular members and Board members who are eligible to serve additional terms. The committee shall operate according to established policy and procedure. When a vacancy occurs, the Board may appoint a successor to complete the term of the departing director.
 3. The Board may employ an Executive Director as the Chief Administrative Officer (CAO). The Board shall fix the salary, duties, and other considerations for employment of the CAO. The CAO reports solely to the Board and is supervised only by the President.
- C. Other: Directors shall not be compensated for their service-or serve while any immediate family member (i.e. spouse/partner, cohabitant, parent or in-law, or children) is serving as an officer, director, employee, or service contractor for PORA. The Board may remove any incumbent director for good cause.
- D. Meetings: The Board shall regularly convene at least twice each year, once in conjunction with the PORA annual meeting. Special meetings may be called by the President with adequate advance notice to directors. Directors may participate in person, by means of telephone or other electronic means. The presence of a majority of directors shall constitute a quorum of the Board. Decisions by the Board shall require a majority vote of those participating unless noted otherwise in these Bylaws. Votes may be submitted in person, via telephone, email or using other electronic means.

Article IV - Officers

- A. The officers of PORA and its Board shall be the President, Vice President, Secretary, Treasurer, and Executive Director (CAO). The offices of Secretary and Treasurer may be combined by the Board.
- B. The officers, except the CAO, are Regular members and shall be nominated from and elected by the Board each year for one-year terms of office. No person may hold more than one office simultaneously except Secretary and Treasurer when have been combined.
 - 1. The President shall preside at all meetings of the Board and PORA, and enjoy those general powers normally vested in such office or as prescribed by the Board.
 - 2. The Vice President shall execute the powers and responsibilities of the President in the absence or incapacity of the President, and perform those duties assigned to the President.
 - 3. The Secretary shall monitor and assure the Board that all vital documents and appropriate proceedings of PORA are accurately recorded and maintained by the CAO.
 - 4. The Treasurer shall monitor and assure the Board that corporate finances are lawfully, ethically, and transparently managed and reported on a monthly and annual basis.
 - 5. The CAO shall execute policies approved by the Board, administratively support the programs approved by the Board, and manage the personnel and general business affairs of PORA.
- C. Executive Committee: The officers, including the CAO, shall comprise the Executive Committee which renders advice to the Board and, in urgent situations, acts on behalf of the Board until the Board convenes and reaffirms or revokes such actions.
- D. Other: Officers shall not be compensated for their service as officers. When a vacancy occurs among officers the Board may elect a successor to complete the term of the departing officer. The Board may remove any incumbent officer for good cause.

Article V – Committees

- A. Committees & Task Forces: The President may appoint committees and task forces.
- B. The President and CAO shall be ex-officio members with voice but without vote of all committees and task forces. Committee and task force members shall not be compensated for their service.

Article VI - Miscellaneous

- A. A two-thirds vote of the Board shall be required to amend or repeal these bylaws provided that the proposed amendment(s) is submitted to directors for advance review and consideration. Amendments may be proposed by any director or Regular member in good standing.
- B. The fiscal year of PORA shall be July 1st through June 30th. The Board shall ensure that corporate financial records are annually audited by a qualified independent accountant or reviewed by a committee comprised of five or more non-director Regular members in good standing and that such report is presented within 90 days of the conclusion of the fiscal year by the Treasurer.
- C. All officers, employees, and other persons who are authorized to sign checks or otherwise handle funds shall be bonded. The CAO shall also ensure the indemnification of any or all officers, directors, members, employees, and, if applicable, volunteers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of having been officers, directors, or employees of PORA, except for matters in which such persons shall be adjudged to have been responsible for misconduct resulting in harm or damages.
- D. Unless stipulated elsewhere in these Bylaws, all meetings of and within PORA shall be conducted in accordance with the Policy Manual approved by the Board and, as applicable or unless formally suspended, the latest edition of Robert's Rules of Order or other recognized regulations. The CAO shall design and enforce an Employees Policy Manual within parameters approved by the Board.
- E. Regular members shall, in accordance with policies approved by the Board, have the right to inspect, whether in person or represented by an agent, all books, records, documents, and facilities of PORA.
- F. A two-thirds majority vote shall be required by the Board to dissolve PORA. Upon dissolution, the Board shall distribute any remaining funds and assets to one or more legally organized nonprofit corporations qualified in accordance with Section 501(c)(4) of the Internal Revenue Service Code. No corporate assets shall inure to the benefit of any director, employee or contractor, or member.