

BYLAWS

REVISED AND APPROVED APRIL 29, 2019

PROPERTY OWNERS AND RESIDENTS ASSOCIATION, INC (PORA)

13815 Camino Del Sol
Sun City West, AZ 85375

Table of Contents

Article I – Purpose.....	1
Article 2 – Membership.....	1
Article 3 – Directors.....	2
Article 4 – Duties & Responsibilities.....	3
Article 5 – Officers.....	5
Article 6 – Committees.....	7
Article 7 – Fiscal Year.....	7
Article 8 – Insurance.....	8
Article 9 – Parliament Process.....	8
Article 10 – Amendments & Referenda.....	8
Article 11 – Access to Corporation Records.....	9

ARTICLE I

PURPOSES and ACTIVITIES

SECTION 1.1 – PURPOSE

PORA shall:

- 1.1.1 Advocate for a strong, supportive community.
- 1.1.2 Provide an effective voice for Sun City West by maintaining a continuing interface with other organizational and governmental entities with emphasis on the Maricopa County Board of Supervisors, Arizona Legislators and Governor, as well as communities contiguous to Sun City West and entities representing the Northwest Valley.
- 1.1.3 Encourage public service beneficial to the community and the general public, thereby lessening burdens of Maricopa County government.
- 1.1.4 Promote the continual well-being and attractiveness of Sun City West as a retirement community.
- 1.1.5 Promote the health, well-being, and welfare of Sun City West residents and business and social service enterprises throughout the community.

ARTICLE 2

MEMBERSHIP

SECTION 2.1 – TYPES OF MEMBERSHIP

There shall be three categories of Membership in PORA:

2.1.1 **Member**

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

2.1.2 **Associate Member**

Any person not residing in Sun City West may become an Associate Member of PORA.

- 2.1.2.1 Associate Members shall have the same benefits and privileges as Members but without voting rights.

2.1.3 **Business and Professional Supporter**

Any business or professional organization representing a business or group may advertise with PORA.

- 2.1.3.1 Such Business and Professional Supporters may be eligible for additional services on a fee basis but without voting rights.

SECTION 2.2 - ANNUAL DUES and FEES

Annual dues for Membership in each of the three categories shall be established from time to time by the Board of Directors.

SECTION 2.3 – GENERAL MEMBERSHIP MEETINGS

General Membership Meetings shall be held as needed and as required by these Bylaws.

- 2.3.1 At least one General Membership Meeting shall be held quarterly.
- 2.3.2 Additional Membership Meetings may be called by the President, by a majority of the total number of currently serving Directors, or by written request to the President signed by at least one hundred (100) Members.

SECTION 2.4 – NOTICE OF MEMBERSHIP MEETINGS

Notice of the date, time, and place of each General Membership and Special Membership meeting shall be given at least one week prior to the date of the meeting, unless otherwise specified by law, through publication in area news media, posted on the PORA website and eNews.

SECTION 2.5 – MEMBERSHIP QUORUM

A quorum shall consist of the majority of Members present at any General Membership Meeting.

SECTION 2.6 - LEGAL and FINANCIAL POWERS

The extensive legal, financial, and other powers granted to PORA by the State of Arizona and by the Articles of Incorporation of Sun City West Property Owners and Resident Association (PORA) shall be exercised solely by the majority vote of the Membership.

ARTICLE 3

BOARD OF DIRECTORS

SECTION 3.1 – COMPOSITION

The Board shall be comprised of seven (7) directors who are elected at the annual meeting of PORA Members from a list of Member candidates submitted by the Nominating Committee and shall serve a term that runs from July1 through June 30.

- 3.1.1 A Director's term of office is three (3) years and none may serve more than two (2) consecutive terms. After a one-year absence from the Board, a Member may run for another term. Directors shall be elected in a three-year cycle.
- 3.1.2 When a vacancy occurs, the Board may appoint a successor to complete the term of the departing Director

SECTION 3.2 – NOMINATING COMMITTEE

The President shall appoint a Nominating Committee consisting of three Members in good standing.

- 3.2.1 The committee shall operate according to established policy and procedure.
- 3.2.2 The President shall prepare a slate of candidates obtained from applications received from Members and Directors who are eligible to serve additional terms and provide it to the Nominating Committee.
- 3.2.3 The Nominating Committee shall prepare a list of nominees from the slate of candidates to the Board and present it to the Membership at a Membership meeting the month prior to the election.

SECTION 3.3 – ELECTION OF DIRECTORS

- 3.3.1 Election of Directors by the PORA Membership shall be held by secret ballot at designated polling places and times or by mail, as the Board may determine.
- 3.3.2 Those candidates, in number equal to the number of vacancies to be filled and receiving the highest number of votes, shall be elected in descending order of the number of votes received.
- 3.3.3 Following the meeting during which the nominating committee made its report and wherein there is only one candidate for each vacant position following the nomination process, the board may then conclude that no election process is required and declare the proposed slate of candidates elected as of the beginning of the following term for the position sought.
- 3.3.4 In the event of a tie for the last existing vacancy, after applying the above rule to determine the order of winning candidates, the winner of the final position, from among those candidates tied for the position, shall be by a coin toss. Results of the election shall be made public within 24 hours after the vote canvass.

ARTICLE 4

DUTIES and RESPONSIBILITIES of the BOARD of DIRECTORS and OFFICE MANAGER

SECTION 4.1 – GENERAL RESPONSIBILITIES

The Board shall, in addition to any other provisions in these bylaws, exercise the following managerial responsibilities:

- 4.1.1 Elect Board of Directors' Officers as prescribed in these Bylaws.
- 4.1.2 Develop a set of Standing Procedures governing PORA's operations.
- 4.1.3 Approve or reject all proposed responsibility or charter statements of all Committees.
- 4.1.4 Take any action deemed necessary to protect the interests of the PORA Membership.
- 4.1.5 Approve the appointment of a Parliamentarian by the President for Membership and Board Meetings when needed.
- 4.1.6 Review and approve annually all financial and legal matters necessary to carry out the functions of PORA.
- 4.1.7 Approve the engagement of a CPA firm to audit or review the financial statements of the corporation.
 - 4.1.7.1 A copy of the findings of the audit or review shall be accessible to the Members of PORA.

SECTION 4.2 – OFFICE MANAGER

The Board of Directors shall hire and retain an Office Manager who shall exercise the following managerial responsibilities:

- 4.2.1 Execute the policies established by the Board of Directors.
- 4.2.2 Establish such committees, technical assistants, and staff positions as necessary to accomplish PORA's purposes.

- 4.2.3 Manage the business affairs, financial accounts, and maintain the Standing Procedures governing PORA's operations.
- 4.2.4 Report its annual budget to the Membership via e-mail, newspaper, or other appropriate method during the first month of the new fiscal year.
- 4.2.5 Serve as the liaison on behalf of the Treasurer to provide all documents required by the CPA firm during its engagement.
- 4.2.6 Provide the Treasurer with interim reports of discussions or concerns of the CPA firm during its engagement.

SECTION 4.3 - BOARD MEETINGS

Meetings of the Board of Directors shall be held regularly and, except for Executive meetings, shall be open to the Membership.

- 4.3.1 Minutes shall be promptly generated, copies distributed to all Directors and submitted for approval at the next meeting of the Board. Any matters requiring a vote shall be by voice vote, a requested roll call vote, or secret ballot.

SECTION 4.4 - REGULAR MEETINGS

The Board shall meet at least once quarterly except during July and August. The time and dates of Board Meetings shall be posted in the usual manner of PORA public notice.

SECTION 4.5 - SPECIAL MEETINGS

Special meetings of the Board may be called by the President or by at least 40% of the Directors.

- 4.5.1 Unless in cases of emergency, notice stating the purpose of the meeting shall be provided to all Directors not less than 24 hours before the meeting time.
 - 4.5.1.1 Special Board Meetings for an emergency may be called by the President or whomever may be presiding at the time.
- 4.5.2 Directors may participate in meetings in person, telephonically, or electronically.

SECTION 4.6 - EXECUTIVE MEETINGS

Executive meetings, which are for the sole consideration of personnel, legal, or financial matters, may be held when necessary.

SECTION 4.7 - QUORUM

A quorum for all regular Board Meetings shall be a majority of the total number of currently serving Directors.

- 4.7.1 No business may be acted upon unless a quorum of Directors is in attendance in person, or telephonically, or electronically.

SECTION 4.8 - NOTICE of BOARD of DIRECTORS MEETINGS

Notice of the date, time, and place of each meeting shall be given at least one week prior to the date of the meeting through publication in area news media, posted on the PORA website and eNews.

- 4.8.1 A schedule of Regular Meetings of the Board shall be prepared annually and made available to any Member upon request.

SECTION 4.9 - DECLARATIONS OF POLICY

Members of the Board shall not make any public declaration of official policy which has not been formally adopted by the Board.

SECTION 4.10 - VACANCIES

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.

- 4.10.1 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.
- 4.10.2 The appointed Director(s) shall hold office for the balance of the term remaining.
- 4.10.3 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) consecutive terms.

SECTION 4.11 - DIRECTOR REMOVAL

Any director may be removed from his or her position by a vote of two thirds of the total Board Membership.

- 4.11.1 Such a vote shall be by secret ballot.

ARTICLE 5

OFFICERS

SECTION 5.1- NOMINATION and ELECTION of OFFICERS

Following the election of the Directors, the outgoing President shall call a Special Board Meeting consisting of the newly elected Directors and the Directors with continuing terms.

- 5.1.1 The outgoing President shall act as Chair for this Special Meeting. Should the outgoing President be unavailable to perform this function, the required duties will be performed by the outgoing Vice President, Secretary, or Treasurer in the order of their availability.
- 5.1.2 This body, so gathered, shall constitute the new Board of Directors following the election. In this Special Board Meeting they shall, from their midst, sequentially nominate and elect individuals to fill the position of President, followed by Vice President, Secretary, and Treasurer.
- 5.1.3 Following adjournment of this Special Board Meeting, the new Board and its Officers may next meet in regular session in accordance with the existing PORA Bylaws.

SECTION 5.2 – OFFICER TERMS

An Officer shall serve for a term of one year beginning the first day of July following election by the Board. The individual may be reelected to that office.

SECTION 5.3- REMOVAL of OFFICERS

Any Officer may be removed from his or her position by a vote of two-thirds of the total

membership of the Board. Such vote shall be by secret ballot.

SECTION 5.4 - VACANCY

In the event of a vacancy in any Office, such vacancy shall be filled by a timely vote of the Board of Directors.

SECTION 5.5 - PRESIDENT

The President shall reside at and conduct all meetings of the Board.

- 5.5.1 The President shall communicate Board instructions, decisions, and wishes to the Office Manager and report back to the Board comments, actions, issues, and problems from the Office Manager.
- 5.5.2 The President shall enforce the Bylaws, Policies, and Rules and Regulations relating to the administration of PORA.
- 5.5.3 The President shall implement developed directives of the Board.
- 5.5.4 The President shall assign responsibilities to all Directors as reflected by the committee assignments as well as providing the Board members with an organizational chart displaying the overall interaction of the committee system.
- 5.5.5 The President shall supervise and confer with the Office Manager in the fulfillment of his/her responsibilities.

SECTION 5.6 – THE VICE PRESIDENT

The Vice President shall perform duties as assigned by the President or act in his or her absence.

SECTION 5.7 – THE SECRETARY

The Secretary shall be responsible for ensuring a permanent record of all Board and Membership Meetings, maintain the PORA Policy and Standing Procedures Manuals, and be responsible for the preparation and recording of all resolutions and proceedings of the Board of Directors and the Membership.

- 5.7.1 The Secretary shall permit any Member in good standing to examine the records of PORA during normal business hours and as required by law.
- 5.7.2 The Secretary shall arrange, if necessary, for the services of a Recording Secretary who is not a member of the Board whose duty may be to take official minutes of meetings and transcribe same.
- 5.7.3 The Secretary shall approve and sign such minutes prior to their entry into PORA official records.

SECTION 5.8 – THE TREASURER

The Treasurer shall have responsibility for overseeing all financial records and transactions of the organization.

- 5.8.1 The Treasurer shall ensure the preparation of the annual budget for presentation to the Board of Directors for their review and adoption at the fiscal year end Board meeting.
 - 5.8.1.1 Such presentation shall include fiscal data on two years prior, one year prior, the current year, projected final figures, and the proposed new budget.
 - 5.8.1.2 This budget will be reported to the Membership in accordance with Article 4, Section 4.2.4.
- 5.8.2 The Treasurer shall ensure the receipt and disbursement of PORA funds approved in the budget by the Board of Directors.

- 5.8.3 The Treasurer shall ensure the deposits or investments of all PORA funds in banks, savings institutions, or investment firms are insured by an agency of the U.S. Government.
- 5.8.4 The Treasurer shall report PORA's financial standing at each Regular Board Meeting and each General Membership Meeting.
- 5.8.5 The Treasurer shall supervise the preparation of an Annual Report of the financial standing of PORA at the end of each fiscal year for presentation to the Board of Directors at the Annual Membership Meeting. At the discretion of the Board, this report may be published publicly through PORA's normal communication channels.
- 5.8.6 The Treasurer shall ensure 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.
- 5.8.7 The Treasurer shall ensure that an annual audit or review by a CPA is conducted and subsequently presented to the board within 90 days of the end of the fiscal year.
- 5.8.8 The Treasurer shall provide the Board with interim reports of discussions or concerns of the CPA firm during its engagement.

ARTICLE 6

BOARD COMMITTEES

SECTION 6.1 - BOARD COMMITTEES

Following the election of the President, that person so chosen shall appoint committee Chairs from among those Board members who will be serving during the new term.

- 6.1.1 Members of PORA may be selected to serve on committees.
- 6.1.2 A committee may be chaired by a Member but must have a Director as a member of that committee.
- 6.1.3 The committee structure shall be consistent with tradition as well as respond to present needs and circumstances.
- 6.1.4 The appointment term shall be for the time served by the appointing President within the fiscal year for which they are appointed.

SECTION 6.2 - DUTIES & RESPONSIBILITIES OF CHAIRS & COMMITTEE MEMBERS:

The Chair may appoint committee members whose term shall run concurrent with the new fiscal year.

ARTICLE 7

FISCAL YEAR

PORA's fiscal year shall be July 1 through June 30.

ARTICLE 8

INSURANCE

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

ARTICLE 9

PARLIAMENTARY PROCESS

Robert's Rules of Order, latest revision, shall govern in all cases to which they are applicable and not otherwise covered by these Bylaws. Such rules may be suspended at any meeting by the affirmative vote of the majority of Board members present.

ARTICLE 10

AMENDMENTS and REFERENDA

SECTION 10.1 - BY BOARD of DIRECTORS

The bylaws of the Association may be amended as follows:

- 10.1.1 By a two-thirds (2/3) vote of the Directors at any regular, or special meeting, provided that prior notice was given to the Board members and Membership.
- 10.1.2 Notice of adopted amendments to PORA Bylaws shall be published in the news media, PORA eNews, and PORA website.
- 10.1.3 Copies of the approved amendments or the complete Bylaws shall also be available for review at PORA offices and on the PORA website.

SECTION 10.2 - BY REFERENDA

Suggested Bylaw changes may be initiated by the general Membership via a petition signed by a minimum of 100 current Members setting forth the suggested change(s) and sent to the association headquarters via U.S. certified mail, return receipt requested.

- 10.2.1 The President shall notify the Membership of its receipt within 30 days thereafter by mail or usual notice procedure.
- 10.2.2 If the proposed revision is not adopted by the Board, the Members shall be given the opportunity to vote on the proposal at the next regularly scheduled Membership meeting or at a Special Membership Meeting called for that purpose.
- 10.2.3 Notice of any referendum shall be given at least fifteen (15) days in advance.
- 10.2.4 A copy of the proposed revision shall be available at the PORA office.
- 10.2.5 Voting shall be by secret ballot of PORA Members in attendance at the Membership Meeting.

ARTICLE 11

ACCESS TO CORPORATION RECORDS

SECTION 11.1 - PROPERTY OF PORA

Unless otherwise stated in these Bylaws, 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.

SECTION 11.2 – INSPECTION

Items may be made available for inspection and/or copying upon request during regular business hours for a minimal fee.

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

11.2.1.1 Addresses, social security numbers, medical records, phone numbers, email addresses, personnel records or personal legal matters of the Officers and Directors of PORA, or any employee, agent, or Member.

11.2.1.2 Information protected by Attorney-Client or Attorney Work-Product privilege, or any other statutory or common law privilege.

11.2.1.3 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.

BYLAWS ORIGINALLY ADOPTED: October, 1986

REVISED:

May, 1988

April, 1990

May, 1995

March, 1996

December, 1999

December, 2002

December, 2003

August, 2004

November, 2005

February, 2009

December, 2010

January, 2010

October, 2011

March, 2012

December, 2012

September, 2013

March, 2014

June, 2017

July, 2018

March, 2019

April, 2019

SECTION:

Section 4.2

