

BYLAWS OF
SUN CITIES RV COMPOUND, INC

ARTICLE 1
GENERAL.

- 1.1. PRINCIPAL OFFICE. The corporation shall maintain a principal office in Maricopa County, Arizona.
- 1.2. FISCAL YEAR. The fiscal year of the corporation shall be fixed by, and may be changed By, the Board of Directors.
- 1.3. PURPOSES. The corporation is organized as an Arizona nonprofit corporation, for the purpose of;
 - To serve as a **“RECREATIONAL VEHICLE”** storage facility. As used herein, the term **“Recreational Vehicle”** is deemed to mean and shall include recreational vehicles, travel trailers, motorhomes, boats, boat trailers, campers, recreational or non-commercial utility trailers, and certain types of automobiles, trucks,(as defined by the Board of Directors), for the exclusive use of residents of Sun City, Sun City West , Sun City Grand, Sun City Festival and Corte Bella (**“Sun Cities Arizona”**),Arizona on a nonprofit basis.
 - To hold title to and to manage the land, buildings and equipment belonging to the corporation to further the other purposes stated in this article.

ARTICLE 2.
USE OF FACILITY.

- 2.1 BY RESIDENCE. The facilities of the Compound shall by restricted to residents and their house guests of Sun City, Sun City West, Sun City Grand, Sun City Festival and Corta Bella who own a valid paid membership in the Recreation Centers of Sun City, Inc., the Recreation Centers of Sun City West, Inc., The Sun City Grand Community Association, Inc., the Recreation Centers of Sun City Festival, and the Corta Bella Community Association, Inc., or their guests.
- 2.2 BY GUESTS. House guests of these residents may also use the facility at times and for periods prescribed by the Board of Directors.
- 2.3 USE FEES. Fees charged to members of the Compound shall be based on the lineal footage required to accept a vehicle within the regulatory requirements of the local fire marshal. The per foot fee may be revised from time to time by the Board of Directors as it deems necessary to maintain the Compound.
- 2.4 COMPOUND REGULATIONS. The Board of Directors shall promulgate regulations governing the use of the Compound and shall periodically review the regulations so that they shall serve the best interests and safety of the Members. These regulations shall be provided to every Member; changes to the regulations shall be posted on the Compound bulletin board and shall be available to Members upon request.
- 2.5 SUSPENSION OF USE. A Member's use privilege may be suspended by the Board of Directors if Compound regulations are violated or abused. Suspension or revocation of Compound use may be immediately applied by the Board of Directors or its authorized agent. The violator shall be afforded a chance to speak before the Board at its next regularly scheduled meeting, if he/she so requests in writing. Such violations shall be handled on a case-to-case basis and the decision of the Board in one case shall not serve as a precedent for the decision in another case.

- 2.6 NO COMMERCIAL USE: The use of the compound is intended for the personal and recreational use and storage of recreational vehicles owned by the members. Members shall not use the Compound for any business or commercial use of their recreational vehicle(s) such as, but not limited to, the renting, or leasing of the recreational vehicle(s) to third parties or the selling of recreational vehicle(s) by members other than the casual sale of their personal recreational vehicle(s).

ARTICLE 3 MEMBERS AND VOTING

- 3.1 DEFINITION OF MEMBER. A Member of the corporation is a Sun Cities Arizona "**RESIDENT**" (as defined in paragraph 2.1 above) holding a valid Recreation Center card or a **Community Center card**, who stores a recreational vehicle in the Compound and who is current on the payment of all required Compound fees applicable to him or her.
- 3.2 VOTING. **Only Member accounts** who have paid all Compound fees owed may vote on corporation matters presented to the Membership for decision. Members entitled to vote at a membership meeting shall be those Members who are listed as Members on the close of business on the business day before the day on which notice of the members meeting is given and who are shown on the corporation records as Members in good standing at the time of the meeting. Each Member account shall have only one vote regardless of the number of spaces leased by the account or those Members. If a Member account has more than one Member listed on it, then the Members listed on such account shall, cumulatively, have only one vote to cast at a membership meeting.

ARTICLE 4. MEETINGS OF THE MEMBERS.

- 4.1 ANNUAL MEETING. An annual meeting of the members shall be held during the first calendar quarter of each year at a time, date and place determined by the Directors. The meeting shall be held to elect Directors and to conduct such other business as shall properly come before the meeting. The President or a Vice-President shall preside at and conduct the meeting. The Directors to be voted on at the meeting shall be nominated by the Board of Directors.
- 4.2 SPECIAL MEETINGS. A special meeting of the Members may be called by the President, by at least three directors, or by at least 10% of the Members by delivering proper notice to the Secretary.
- 4.3 NOTICE. Written or oral notice of every meeting of the Members, specifying date, time, and purpose of the meeting, shall be given by the Secretary to each Member at least 10 days but no more than 50 days prior to the meeting date. Notice shall be deemed given upon mailing, confirmed fax transmission, in person delivery, or telephone notice. Written notice shall be delivered to the last known address of the Member, by first class mail, by confirmed fax transmission, or by confirmed e-mail transmission. If a meeting is adjourned to another time or place, additional notice is unnecessary so long as the time and place of the continuation of the meeting is announced before adjourning.
- 4.4 QUORUM. 2% of the Members represented in person shall constitute a quorum. If a quorum is absent, the President or the Vice President shall adjourn the meeting.
- 4.5 PROXIES. Member proxies are not allowed and shall not be recognized by the Corporation.
- 4.6 VOTING PROCEDURE. Decisions about matters submitted to the Members, **at an approved meeting**, including the election of directors, shall be determined by a majority of the votes cast in person. Voting shall be by voice unless the officer conducting the meeting deems it prudent to vote by secret written ballot, in which case the Secretary shall distribute ballots clearly setting forth the matter(s) to be determined and the manner in which the ballot is to be marked. **Each Member account shall have only one vote regardless of the number of spaces leased by the account or**

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ARTICLE 5.

BOARD OF DIRECTORS.

- 5.1 **DUTIES.** The affairs of the corporation shall be conducted by the Board of Directors that shall have sole authority to set policy, contract for services, employ and dismiss employees, and otherwise conduct the business of the corporation. The Board may assign the day-to-day duties and authority to its General Manager, subject to limitations imposed by the Board. General corporate policy and decision making shall always be retained by the Board of Directors.
- 5.2 **NUMBER AND TERM.** The Board of Directors shall be composed of not less than 9 nor more than 15 Members, the actual number of which shall be determined by the Board of Directors from time to time. Directors shall be elected to staggered 3-year terms at the annual meeting of the Members and shall be Members of the corporation as defined by Section 3.1. A director shall serve no more than two consecutive terms. Directors shall serve their term until their successors are elected and qualified.
- 5.3 **REGULAR OR SPECIAL MEETINGS.** Regular meetings of the Board shall be held monthly except for the months of June; July August and September. Notice of regular meetings shall be made at least 10 days before the meeting. Special meetings of the directors may be called by the President, by the Secretary, or by a majority of the directors upon at least 24 hours' notice. Attendance at a meeting shall constitute a waiver of the notice requirement unless a director attends the meeting only to object to the meeting because it is not lawfully convened. Regular or special meetings may be held by telephone so long as proper notice is given and so long as all directors are able to hear each other during the telephone meeting.
- 5.4 **ACTION WITHOUT A MEETING.** The directors may take action without a meeting so long as all directors sign a consent form describing the action taken. Action taken by this method shall be effective when the last director signs the consent. unless the consent sets forth a different effective date.
- 5.5 **QUORUM.** A quorum of the Board of Directors consists of a majority of the number of directors then serving. If a quorum is present, the vote of a majority of those directors present shall constitute the action of the Board of Directors. If a quorum is not present, a majority of the directors then present may adjourn the meeting until a quorum can be assembled.
- 5.6 **COMMITTEES.** The directors may create and may dissolve committees of the Board and may appoint members of the Board to those committees. A committee of the Board may exercise the authority given it by the Board.
- 5.7 **VACANCIES.** A vacancy on the Board of Directors may be filled by a majority vote of the directors after nominations are collected by the Elections Committee. If the directors remaining in office constitute fewer than a quorum, they may fill the vacancy by a majority vote of the remaining directors. The appointed director shall serve the remaining term of the director he/she replaced. For the purpose of determining whether a director has served two consecutive terms, this remainder shall be counted as a full term if it exceeds six months and shall not be counted at all if it is less than six months.
- 5.8 **MINUTES.** Minutes of each Board meeting shall be kept by the Secretary and filed in the corporate records. Copies of the minutes of any Board meeting readily available shall be provided to any person so requesting Minutes of the most recent Board meeting shall be distributed to each director; a copy shall also be posted on the Compound bulletin board.

ARTICLE 6
OFFICERS

- 6.1 TITLES. The officers of the corporation shall be a President, a Vice President, a Treasurer, a Secretary and such other officers as the Board of Directors may from time to time determine. One person may hold the offices and perform the duties of any two of said officers, except those of President and Secretary.
- 6.2 APPOINTMENT AND REMOVAL. The President, Vice President, Treasurer and Secretary shall be elected by the Board of Directors at an annual organizational meeting of the Board of Directors. Officers shall hold their respective offices at the pleasure of the Board and may be removed from office by the Board with or without cause. An officer may resign at any time by giving written notice, and such resignation shall be effective upon delivery if no time is specified in the notice. Officers shall be elected from the Board of Directors only.
- 6.3 PRESIDENT. The President shall be the chief executive officer of the corporation. He or she shall preside at meetings of the Board and of the Members and shall be empowered to act on behalf of the corporation at any meeting of other corporations in which the corporation holds an interest, unless otherwise directed by the Board of Directors. The President shall also perform such other duties as the Board of Directors may from time-to-time assign.
- 6.4 VICE PRESIDENT. **In the absence of the President**, the Vice President shall be the chief executive officer of the corporation in the absence of the President. **He/She** shall preside at all directors' and Members' meetings in the absence of the President. The Vice President shall also perform such other duties as the President may from time-to-time assign.
- 6.5 SECRETARY. The Secretary shall attend all meetings of the directors, Board committees, and Members, and shall record the proceedings and all votes conducted therein. The Secretary shall give notice of all meetings of the directors, and the Members. The Secretary shall attest the signature of another authorized officer or agent of the corporation, as required. The Secretary shall also perform such other duties as the Board of Directors, or the President may from time to time assign. The President may appoint a temporary Secretary in the absence of the appointed Secretary until his or her return.
- 6.6 TREASURER. The Treasurer shall serve as the Board's liaison to the Compound's business office, where the corporate funds and other financial instruments shall be kept. The Treasurer shall report regularly to the Board about the income, expenses and general financial condition of the corporation.

ARTICLE 7.
COMMITTEES.

- 7.1 AUTHORITY TO CREATE. The Board may create and may dissolve committees of the Board and may appoint members of the Board to those committees. A committee of the Board may exercise only the authority given it by the Board as provided in this Article 7. No committee may exercise the Board's authority regarding:
- Any matter that requires action by the Members.
 - Filling vacancies on the Board or any of its committees.
 - Adopting, amending or repealing bylaws.
 - Authorizing expenditure or funds.

- 7.2 EXECUTIVE COMMITTEE. There shall be an Executive Committee composed of the officers of the corporation and additional members as the Board may from time to time appoint. The Executive Committee shall act on matters as authorized on a case-to-case basis by the full Board of Directors or at those times when an emergency affecting the best interests of the corporation is imminent and a quorum of the full Board cannot be assembled. A quorum of the Executive Committee consists of three of its members. **Any action taken by the Executive Committee shall be reported to the Board of Directors at the next Board meeting and the action taken by the Executive Committee shall be entered into the minutes of the Board meeting.**
- 7.3 ELECTIONS COMMITTEE. There shall be an Elections Committee composed of Board members appointed by the Board of Directors. The Elections Committee shall solicit nominations for vacant position(s) on the Board. The Committee shall also establish rules and deadlines for nomination, subject to the approval of the Board. All voting shall be conducted and monitored by the Elections Committee. The Elections Committee shall present one or more persons for each director position to be elected to the Board of Directors for their review and decision.

ARTICLE 8 CONTRACTS AND INDEBTEDNESS

- 8.1 CONTRACTS. No contractual obligation shall be undertaken by the corporation without the documented authorization of the Board of Directors. '
- 8.2 INDEBTEDNESS. The highest accumulated indebtedness or liability, contingent or direct, to which the Corporation may subject itself, is \$1,000,000.00. This ceiling may be increased or decreased only by a unanimous vote of the Board of Directors.
- 8.3 REAL PROPERTY. The corporation shall not sell, acquire or exchange any real property without the documented authorization of the Board of Directors.
- 8.4 LOANS. No loan or installment purchase shall be undertaken without the documented authorization of the Board of Directors.

ARTICLE 9 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

- 9.1 INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Corporation shall indemnify its existing and former directors and officers to the fullest extent permitted by Arizona law for all costs resulting from damage or injury to others so long as he or she was acting in good faith within the scope of his or her official capacity or employment at the time of the damage or injury.
- 9.2 INDEMNIFICATION OF GENERAL MANAGER. The Corporation shall indemnify its existing and former General Managers or other chief operating officer to the fullest extent permitted by Arizona law for all costs resulting from damage or injury to others as long as he or she was acting in good faith within the scope of his or her official capacity or employment at the time of the damage or injury.

9.3 INDEMNIFICATION OF OTHERS. The Corporation may, upon the consent of a majority of the Board of Directors and as subject to Arizona law governing nonprofit corporations, indemnify other parties and employees for costs resulting from damage or injury to others so long as that party was acting in good faith within the scope of his or her official capacity or employment for the Corporation at the time of the damage or injury.

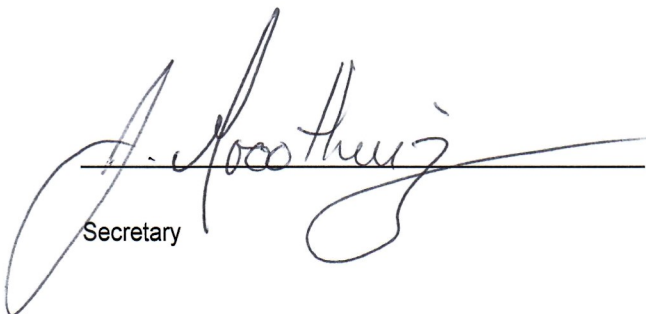
ARTICLE 10
AMENDMENTS

NOTE: CHANGES TO THE BYLAWS. At the annual meeting held on January 30, 2012, the members voted to allow the Board of Directors to change the Bylaws of the Corporation with a vote of no less than a $\frac{3}{4}$ majority of the whole Board. A quorum is a majority, which is 5 members, so a quorum is not sufficient for a vote to change the bylaws.

10.1 BYLAWS. The Board of Directors may amend these bylaws at a properly noticed meeting of the Board, where a minimum of $\frac{3}{4}$ of the Board members are present in person or by proxy, by an affirmative vote of no fewer than $\frac{3}{4}$ of the Board members.

10.2 ARTICLES OF INCORPORATION: amendments / changes to the Articles of Incorporation must be voted on by the majority of Member accounts, at a designated meeting of the Members, called by the Board of Directors or Member accounts of the corporation., as defined in Article 4.2.

I certify that these bylaws were adopted by the Board of Directors during the Board of Directors meeting held on the 15th day of March, 2024.


Secretary

Dated this 10th day of July, 2024.