20th Amended Bylaws

of

Sun City Oro Valley

Community Association, Inc.

Adopted by the Voting Membership of the Association on March 26, 2019

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20th AMENDED BYLAWS
OF
SUN CITY ORO VALLEY COMMUNITY ASSOCIATION, INC.,
an Arizona non-profit corporation

ARTICLE 1
PURPOSE AND OFFICE

Section 1.1 Purpose. SUN CITY ORO VALLEY COMMUNITY ASSOCIATION, INC., an Arizona non-profit corporation (hereinafter referred to as the "Association"), has been formed under the laws of the State of Arizona for the purpose of owning, operating, maintaining and preserving facilities which enhance the recreational, social and leisure interests of its Members, as well as for the purpose of exercising all of the rights, privileges and responsibilities as set forth in the Master Declaration.

Section 1.2 Office and Principal Place of Business. The principal place of business of the Association shall be located at 1565 E. Rancho Vistoso Blvd., Oro Valley, Arizona, 85755.

ARTICLE 2
MEMBERS

Section 2.1 Membership. Members of the Association shall be as set forth in the Master Declaration.

Section 2.2 Voting Rights. Each Member shall have one (1) vote for each Lot owned; provided, however, that there shall be no more than one (1) vote for each Lot. When more than one (1) person holds an interest in any one (1) Lot, the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot or residential unit. In the event such Members are unable to agree among themselves as to how their vote shall be cast, they shall lose their right to vote on the matter in question. When any Owner casts a vote, it will thereafter be conclusively presumed for all purposes that said Member was acting with the authority and consent of all other Owners of the same Lot unless objection thereto is made at the time the vote is cast. In the event that more than one (1) vote is cast for a particular Lot, the ballot first validated by the Election Committee shall be deemed to be the valid ballot and ballots subsequently received shall be deemed void.

Section 2.3 Membership Privileges. Subject to the provisions of Section 2.4 of these Bylaws, the privileges and rights of Members shall be to vote, to hold office, to use all available facilities subject to the Rules of the Association as well as rules and regulations approved by the Association for the chartered clubs, to become members of clubs of the Association as provided in Article 10 and to participate in all activities of said clubs. Members shall have certain privileges for their guests as provided in the Rules.

Section 2.4 Suspension of Rights and Privileges

a) For any period during which any Assessment against a Member's Lot remains delinquent, the rights and privileges of such Member set forth in Section 2.3 of these Bylaws shall be automatically suspended.
b) The Association may suspend the rights and privileges of a Member set forth in Section 2.3 of these Bylaws for a period not to exceed one (1) year for any conduct by the Member or

the Member's tenants or guests on the Property which, in the sole discretion of the Board, poses a risk to the health, safety, or welfare of other residents of the Property or Association employees. The Board may also suspend the rights and privileges of a Member set forth in Section 2.3 of these Bylaws for a period not to exceed one (1) year for actions that constitute a violation of any municipal, state or federal law. The Board may, without advance notice to the Member, impose a suspension that is effective immediately; provided, however, that any Member subject to such a suspension shall be provided with written notice of the offending conduct (by any method reasonably calculated to provide actual notice) within five (5) days of the date the suspension became effective and be given an opportunity to be heard before the Board at a date and time which shall be no less than fifteen (15) days nor more than thirty (30) days from the date of the notice.

c) The Association may suspend the rights and privileges of a Member set forth in Section 2.3 of these Bylaws for any infraction of the Master Declaration, Development Standards or the Rules after providing such Member with written notice of the infraction (by any method reasonably calculated to provide actual notice) and the date and time of a hearing before the Board that is no less than fifteen (15) days nor more than thirty (30) days from the date of the notice. A suspension imposed pursuant to this subsection (c) may not exceed sixty (60) days; provided, however, that successive sixty (60) day periods of suspension may be imposed if the infraction is not corrected during any prior sixty (60) day suspension period.

d) Application for reinstatement of a Member's rights and privileges may be filed with the Board after such suspension or revocation has been effective for thirty (30) days. The Board must act upon an application within thirty (30) days after its receipt by the Board, by either approving or rejecting the application by a majority decision. The Board may make reinstatement conditional upon the Member's performance of such obligations, responsibilities or duties as may be prescribed by the Board. If an application for reinstatement is rejected, the decision of the Board shall be final.

ARTICLE 3
MEMBERSHIP MEETINGS

Section 3.1 Annual and Informational Meetings. The Association shall hold an annual meeting of the Members each fiscal year. The Board may hold such informational meetings of the Members as the Board, in its discretion, deems necessary; provided, however, that such meetings shall be purely informal and informational in nature and not for the purposes of electing directors or conducting other official business of the Association.

Section 3.2 Place. Unless otherwise designated in the written notice required under Section 3.4 of these Bylaws, all meetings of the Membership of the Association shall be held at such location within the Property as the Board shall determine.

Section 3.3 Special Meetings. Special meetings of the Members may be called by the President, a majority of the directors or by a petition signed by Members who hold at least ten percent (10%) of the eligible Membership of record (one signature per Lot owned) as of the preceding July 1. Within the (10) days after receiving such a petition for a special meeting, the Board shall give notice of same as set forth in Section 3.4 of these Bylaws.

Section 3.4 Notice of Meetings. Notice of a meeting of the Members stating the place, date, time, and in the case of a special meeting, the purpose of the meeting, shall be given to Members not less than ten (10) days prior nor more than thirty (30) days prior to the meeting. The Board secretary or persons calling the meeting shall cause notice to be delivered by regular or

express mail, private carrier, personal delivery, email or electronic posting or any other manner deemed reasonable by the Board of Directors.

ARTICLE 4
MEMBER VOTING

Section 4.1 Majority Rule. Except as may be otherwise specifically provided in the Articles of Incorporation, the Master Declaration, these Bylaws or by statute, in any vote on a matter requiring a vote of the Membership other than the election of directors, the vote of a majority of the eligible votes cast on such matter, provided there is a quorum, shall be the act of the Membership.

Section 4.2 Votes on Issues and Voting Procedure. Matters requiring a vote of the Membership may be called by either the Board or by petition on a form approved by the Association containing the signatures of Members representing at least ten percent (10%) of the Lots and stating the reason for the vote, and delivered to the corporate office. For a vote on any matter submitted by petition (except for the removal of directors which shall be governed by A.R.S. §33-1813), the vote shall be conducted at the next election of directors or prior thereto as determined by the Board. Voting shall be conducted by secret written ballot pursuant to A.R.S. §10-3708. The secret written ballot does not need the name, address and signature of the member on the ballot itself. Written ballots shall set forth each proposed action and provide an opportunity to vote for or against each such action (other than in an election of directors). The ballot materials shall state the number of responses needed to meet the quorum requirement, the percentage of approvals necessary to approve each action, and the time by which the ballot must be delivered to the Association in order to be counted. Voting materials shall be provided to the Members no less than thirty (30) days nor more than sixty (60) days prior to the ballot count.

Section 4.3 Quorum. Unless otherwise specifically provided in these Bylaws, the Master Declaration, or by statute, six hundred (600) votes cast by eligible Members shall constitute a quorum for a vote on any matter by the Members other than in an election of directors. In an election of directors, votes cast by Members representing ten percent (10%) of the Lots shall constitute a quorum.

Section 4.4 Record Date for Voting. The record date for any vote of the Members shall be the date the voting materials are provided to the Membership. Only those Members who are eligible to vote as of the record date, as reflected in the Association's records, shall have the right to vote and shall have their ballot validated by the Election Committee.

Section 4.5 Votes and Retention of Ballots.

a) The Election Committee shall determine eligibility of all voters and review the online voting process.
b) Following the tabulation of votes, the Election Committee shall certify the presence or absence of a quorum, and the results of the vote. The vote results shall be posted promptly on Association bulletin boards.
c) Following tabulation, all ballots shall be preserved in conformance with Arizona law.

ARTICLE 5
BOARD OF DIRECTORS

Section 5.1 Nominations of Directors.

a) From October 1 to December 1 of each year, any Member of the Association interested in standing for election to the Board may submit to the Nominating Committee, at the general office of the Association, a statement of interest and relevant experience completed by the Member on a form provided by the Association or by electronic means. The Board shall publish a reminder to Members of the dates for submitting names of candidates for election to the Board in the official community communication in October of each year.

b) The Nominating Committee shall review the eligibility of the prospective candidates. The Nominating Committee shall use its best efforts to identify prospective Board members willing to stand for election, with the goal of presenting a slate of not less than two (2) candidates for each position to be filled. A slate of nominees shall be presented and announced prior to December 22 and shall be posted on the Association bulletin boards and website. The Nominating Committee shall obtain certification as to the eligibility of each nominee from the General Manager.

c) Any Member in good standing may become a nominee by filing with the chairperson of the Nominating Committee prior to January 1:
   i) A petition on a form provided by the Association signed by at least twenty-five (25) Members in good standing (one signature per lot owned);
   ii) A written certification of eligibility from the General Manager of the Association.

d) Upon the Member filing the foregoing petition and certification, the chairperson of the Nominating Committee shall cause the Member's name to be added to the slate of nominees and posted prior to January 8.

Section 5.2 Number of Directors. The Board shall consist of seven (7) directors, all of whom shall be Members in good standing at the time of their election.

Section 5.3 Election and Term of Office. The election of directors shall be on the fourth (4th) Tuesday of March of each year and each director shall serve for a term of three (3) years, commencing May 1 following the director's election. Terms of office for directors shall be staggered so that three (3) directors shall be elected every third year and two (2) directors shall be elected in each intervening year. No Member shall be eligible for reelection or appointment to the Board if such Member has already served as a Director for two years or more unless said Member has had a two (2) year absence from the Board.

Section 5.4 Regular Meetings. Regular meetings of the Board shall be held at such dates and times as the Board shall by resolution determine. Notice of the agenda, time and place of a regular meeting of the Board shall be given to Members at least seven (7) days prior to the meeting by electronic communication, posting on the Association's web site or any other reasonable means as determined by the Board.

Section 5.5 Special Meetings. Special meetings of the Board shall be held whenever called by the President of the Association or by any two (2) directors other than the President. Notice of a special meeting, stating the time, place and purpose of the meeting, shall be given to Members at least three (3) days prior to the meeting by electronic mail, posting on the Association's web site or any other reasonable means as determined by the Board unless emergency circumstances require action by the Board before such notice can be given.

Section 5.6 Place of Meetings. The Board shall hold its meetings at the general office of the Association or at such other place or places within the Property as the Board may from time to time determine or as shall be designated in any notices thereof.

Section 5.7 Open Meetings. Except as to those matters that the Board may discuss in executive session pursuant to A.R.S. §33-1804, regular and special meetings of the Board shall be open to all Members or any person designated by a Member in writing as the Member's representative. Members or their designated representatives shall have the opportunity to speak before the Board takes action on any matter. The Board may establish reasonable rules for such Member participation including, but not limited to, limitations on the number of persons speaking on any issue and the amount of time allocated for that purpose.

Section 5.8 Quorum and Manner of Acting. The presence, in person, by speakerphone or by video conference, of a majority of the actual number of directors shall constitute a quorum for the transaction of business at a meeting and except as otherwise specified in these Bylaws, the vote of a majority of the directors present at any such meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum at any such meeting, a majority of the directors present may adjourn such meeting to a later date, until a quorum shall be present, provided that at least three (3) days' notice of the date and time of the reconvened meeting is made to Members by electronic mail, posting on the Association's web site or any other reasonable means as determined by the Board.

Section 5.9 Conduct of Meetings. At each meeting of the Board, the President, or if he/she is absent, the Vice President, or if he/she is absent, a director chosen by a majority of the directors present, shall act as chairperson and preside over such meeting. The Secretary shall execute his/her duties as outlined in Section 7.4.

Section 5.10 Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting by unanimous written consent of the directors if emergency circumstances require action by the Board before a meeting can be called and noticed. Written consents to any action taken without a meeting shall be filed with the minutes of the next regularly scheduled Board meeting and posted within three (3) days upon Association bulletin boards.

Section 5.11 Resignations and Removal. Any director may resign at any time by giving written notice of his/her resignation to the Board. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the President or the Secretary; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A call to remove a director may be made by a petition signed by Members representing at least ten percent (10%) of the eligible votes in the Association as set forth in A.R.S. §33-1813.

Section 5.12 Vacancies on Board.

a) Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum or by a sole remaining director, and any director so chosen shall hold office for the remaining term of his/her predecessor. If by reason of death, resignation or otherwise, the Association has no directors in office, any Member may call a special meeting of the Membership to authorize the Nominating Committee to solicit candidates and conduct an election.
b) Should an elected director fail to assume office by reason of death, disability or declination prior to the commencement of the term to which elected, then the unsuccessful candidate in such election receiving the next highest number of votes shall be deemed elected.

ARTICLE 6
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 6.1 Powers. The Board is authorized and shall exercise for the Association all powers and authority vested in or delegated to this Association and not reserved to the Membership by the Governing Documents including, but not limited to, the following:

a) Hold and administer the assets of the Association; direct, control, and manage all policies, business, and affairs of the Association;
b) Enforce all applicable provisions of the Governing Documents, as well as any other instruments for the ownership, management and control of the Association.
c) Make and publish Development Standards and Rules as deemed expedient and within the authority as outlined in the Master Declaration, and to establish penalties (including, but not necessarily limited to, fines and/or suspension of Membership privileges for infractions).
d) Declare the office of a member of the Board to be vacant in the event such member shall be absent without good cause from three (3) consecutive regular meetings of the Board;
e) Employ or terminate the services of a General Manager, an independent contractor, or such other personnel and employees as the Board deems necessary, and to prescribe their duties.
f) Perfect and foreclose a lien against any Lot for which an Assessment has not been paid, or to bring an action at law against the Member personally obligated to pay the same.
g) Pay any valid taxes and assessments on the facilities of the Association or any portion thereof;
h) Contract for goods and/or services for the grounds, facilities and interests of the Association; and
i) Represent the Association before any and all governmental or quasi-governmental agencies, offices, groups or bodies in conjunction with any matters bearing upon or affecting the quality of life and property values of the Members, including but not necessarily limited to all planning and zoning, fire protection, street lighting, public utility and similar regulatory agencies.

Section 6.2 Duties. The Board shall have the following duties:

a) Cause to be kept a complete record of all its acts and affairs and to present a summary statement thereof to the Members at least once annually, or at any special meeting when such summary statement is requested by a petition signed by no less than five percent (5%) of the Membership;
b) Cause the supervision of all agents and employees of the Association in the proper performance of their duties;
c) Cause to procure and maintain adequate liability and casualty insurance on property owned by the Association, and, in its discretion, errors and omissions insurance on behalf of its officers and directors;
d) Cause the facilities to be maintained and improved as deemed appropriate;
e) Direct that the annual budget prepared by the Association shall include, at a minimum, the following:
    i) an estimate of revenue and expenses on an accrual basis;
    ii) the amount of the total cash reserves of the Association currently available for expenditure from the Asset Reserve Fund, the Capital Fund and the Contingency Fund;
    iii) an asset reserve schedule of proposed expenditures for repair or replacement of the Association's equipment and facilities;

iv) a general statement setting forth the procedures used by the Board in the calculation of all fund contributions and requirements; and
v) a summary of the budget prepared and distributed to the Membership not less than thirty (30) days before the beginning of the fiscal year.

f) Direct that an annual audit report be prepared within one hundred twenty (120) days after the close of the fiscal year and that copies of the annual audit be made available for Membership review and copying in the Association's office. The annual audit shall be conducted in accordance with generally accepted accounting principles.
g) Perform such other duties as may be required by the Governing Documents.

Section 6.3 Restriction of Powers. The Board shall obtain the approval of the Members before taking action on the following:

a) Entering into contracts for terms longer than five (5) years for equipment and three (3) years for employment, service and other contracts. Contracts for longer terms shall require the approval of a simple majority of the Owners voting in an election duly called in accordance with the Declaration or these Bylaws.
b) Expenditure on any capital improvement project in excess of ten percent (10%) of the gross revenues of the Association for the prior fiscal year, excluding Special Assessments. A capital improvement project is one that involves the acquisition of an additional capital asset, the renovation or remodel of an existing capital asset, or components of both which may be distinct but are logically connected and carried out in a coordinated fashion.
To exceed the limitation outlined above, such action must first be approved by a simple majority of the Owners voting in an election duly called in accordance with the Declaration or these Bylaws.
Specifically excluded from this limitation are:
i Repairs, replacements, and emergency corrective actions related to capital assets.
ii Purchase of new capital items using funds received by the Association in the form of donations, grants or gifts in kind.
c) Selling during any fiscal year property of the Association having an aggregate fair market value greater than five percent (5%) of the gross revenues (excluding Special Assessments) of the Association for the prior fiscal year. Such action must first be approved by sixty percent (60%) of the Owners who vote in an election or at a meeting duly called in accordance with the Declaration or these Bylaws.
d) Paying compensation to members of the Board or to officers of the Association for services performed in the conduct of the Association's business provided, however, that the Board may cause a member or officer to be reimbursed for out-of-pocket expenses incurred on behalf of the Association. Such action must first be approved by a simple majority (50%+1) of the Owners who vote in an election or at a meeting duly called in accordance with the Declaration or these Bylaws.
e) Incorporating, creating, acquiring, or otherwise operating or having any interest in a business venture that is not currently part of the Association's operations. This would include a real estate brokerage of any kind, whether the Association leases office space to the real estate brokerage or owns and/or operates the real estate brokerage itself. In order to do any of these things, the Board would need the approval of a simple majority of the Owners voting in an election duly called in accordance with the Declaration or the Bylaws.

ARTICLE 7
OFFICERS

Section 7.1 Selection. At a special meeting of the Board held each year between the time when election results are known and the end of April, the incoming Board shall elect a President, Vice President, Secretary and Treasurer from among its members. Officers shall serve a one (1) year term beginning May 1 and until their successors are chosen and installed. Officers may succeed themselves in office but no director shall hold more than one (1) office.

Section 7.2 President. In addition to other duties specified in these Bylaws, the President shall preside over all meetings of the Members and Board, prepare the agenda for all Board meetings and meet with the General Manager no less than one time per month. The President shall also be responsible for initiating the search for and hiring of a general manager whenever that becomes necessary or delegating such duties to a committee formed for that purpose.

Section 7.3 Vice President. The Vice President shall have such powers and perform such duties as the President or the Board may from time to time prescribe. At the request of the President, or in case of the President's absence or inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

Section 7.4 Secretary. The Secretary shall cause the record to be kept of all the proceedings of the meetings of the Membership, and the Board, in one (1) or more books kept for that purpose and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall oversee the keeping of all contracts, deeds, documents, all other indicia of title to properties owned by the Association and its other corporate records (except accounting records). Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any director the records of the Association in the custody of the Secretary and shall see that the books, reports, statements, and all other documents and records required by law are properly kept and filed. In general, the Secretary shall perform all duties incident to the office of secretary of a corporation and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

Section 7.5 Treasurer. The Treasurer shall be an ex-officio voting member of the Finance-Budget Committee and shall be responsible for overseeing the duties and responsibilities of the Association's comptroller, including, but not limited to, the following:

a) Keeping all funds and securities of the Association, official records, documents, ledgers and accounts involving the financial business of the Association. All financial records and documents shall be kept and maintained at the Association's office. The financial records of the Association shall be subject to an annual audit by a certified public accountant to be appointed by the Board and paid by the Association;
b) Issuing financial statements when required;
c) Assuring funds are deposited to the account of the Association. The Treasurer shall also supervise and approve the opening, maintaining and closing of any Association brokerage accounts with investment firms which are members of the New York Stock Exchange;
d) Authorizing the use of operating funds (funds required to meet yearly operating obligations) for:
    i) Deposit in checking, money market deposit or savings accounts;
    ii) Purchase of short term (one year or less) certificates of deposit of banks and/or savings and loan institutions;

iii) Purchase of short term (one year or less) obligations of the U.S. Government or its agencies; and

e) Investment of reserve funds (funds not required to meet yearly operating obligations) in longer term investment vehicles that may have maturities up to, but not exceeding, ten (10) years.

f) All investments addressed above in paragraphs (d) and (e) shall be in Federal (FDIC) Insured or Treasury Securities accounts that do not exceed applicable time or insurance limits for such accounts, except that short term deposits in excess of insured limits may be made to an operating deposit account for a period not exceeding ten (10) regular working days.

Section 7.6 Resignations. Any officer may resign at any time by giving written notice of his/her resignation to the Board. Any such resignation shall take effect at the time specified therein, or, if the time when it shall be effective is not specified therein, it shall take effect immediately upon its receipt by the President or the Secretary; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.7 Removal. Any officer may be removed from office by the Board at any regular meeting or special meeting called for that purpose, whenever in the directors' judgment, the best interests of the Association will be served by the removal. Any officer proposed to be removed shall be entitled to at least three (3) days' written notice of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting. The removal of an officer shall not affect a director's right to continue as a member of the Board.

Section 7.8 Vacancies. In event that any office of the Board becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors, although less than a quorum, may elect a member of the Board to fill such vacancy, and the officer so elected shall hold office until the expiration of his/her predecessor's term.

ARTICLE 8
ASSOCIATION MANAGEMENT

If the Board so determines, the daily administrative and operational functions of the Association shall be performed by a staff of employees under the control and supervision of a general manager who shall serve at the pleasure of the Board. The Board shall determine the effectiveness of the administrative and operational functions and may adopt policies that govern all relevant action thereto. Policies may include job titles, responsibilities of key managers, the manner of reporting to the Board, general guidelines for a management hierarchy, financial and supervisory limitations, and other checks and balances and means of reporting deemed necessary for appropriate oversight of all aspects of Association affairs.

ARTICLE 9
COMMITTEES

Section 9.1 Standing Committees. The Association shall have the following committees (Standing Committees):

a) Architectural Review Committee (ARC): This Committee shall function as set forth in Article 5 of the Master Declaration. A director shall serve as this Committee's chairperson.

b) Finance-Budget Committee: This Committee shall make recommendations concerning the Association's financial policy, including ways and means for obtaining funds necessary to meet the authorized budget for carrying out the work of the Association. The Committee will review the proposed annual budget prepared by the General Manager and will present in writing no later than the May Board meeting each year its recommendations concerning the adoption of such budget. This Committee may be subject to call for special assignments. Whenever possible, this Committee shall be composed of members with appropriate backgrounds in finance or related disciplines.

c) Golf Advisory Committee: This Committee shall review any aspect of golf which may arise and make recommendations thereon to the Board and General Manager. Members of the Committee will be selected and serve terms as set forth in the Golf Advisory Committee's charter as approved by the Board.

d) Properties Committee: This Committee shall conduct a complete inspection of all Association physical properties, including buildings, equipment and grounds every six (6) months or less. A written report shall be made to the Board and General Manager indicating the status of safety, maintenance and general condition of all properties and shall include recommendations regarding preservation, maintenance or replacement and improvements. Additional spot inspections and reports shall be made periodically to ascertain the status of compliance with recommendations or noted deficiencies. The Committee shall also advise the Board on distribution and/or redistribution of space allocations in Association facilities and will pursue the acquisition of additional space or property when so directed by the Board. To the extent possible, this Committee shall be composed of members with appropriate technical skills and experience.

Section 9.2 Organization of Committees. At a Special Board meeting held in early May, the President, by consultation with and approval of the Board, shall appoint a chairperson for each of the Standing Committees. The chairperson of each Standing Committee shall select his/her committee's members, subject to approval by the Board, all of whom shall be Members in good standing and serve at the pleasure of the Board. Members of Standing Committees shall serve no more than three (3) consecutive years, and chairpersons of Standing Committees shall serve as such no more than two (2) consecutive years, on the same committee. An exception to a term limit may be granted with Board approval.

a) The President may appoint, subject to the approval of the Board, such other committees as the president may deem necessary to properly and effectively carry on the affairs of the Association.

b) All committees shall have at least three (3) members with the exception of those committees appointed by the President from time to time to serve a single and limited purpose.

c) The President, subject to the approval of the Board, shall designate one (1) director as a liaison to each Standing Committee (except for the Architectural Review Committee) and may, at the Board's discretion, designate a director as liaison to a special or advisory committee.

d) Each committee shall develop written charters approved by the Board to govern its activities and each committee shall keep written minutes of its meetings and report on its activities to the Board.
e) Each committee is free to call on staff in order to provide necessary information as required from time to time.

Section 9.3 Election Committee

a) Duties of the Election Committee shall include presentation of the Board candidates to the Membership, and/or any matters requiring a vote of the Membership; preparation of ballots; determination of eligibility of all voters; validity of all ballots; and certification of all votes. The President, subject to the approval of the Board, shall appoint a minimum of five (5) members of this committee. The Election Committee shall elect a chairperson from among its members. There shall be no members of the Board on this committee, nor shall a Board member be designated as liaison to same.
b) In the event that a member of the Election Committee is nominated for director, the member will immediately be disqualified from further service on the committee.

Section 9.4 Nominating Committee

a) A Nominating Committee of a minimum of five (5) members shall make nominations of candidates for vacancies on the Board to be elected and filled at the annual election of directors.
b) The President, subject to the approval of the Board, shall appoint the members of this committee. No director or any member of a director's family shall serve on this committee, nor shall a Board member be designated as liaison to the committee.
c) The President shall call the first meeting of the Nominating Committee to be held no later than October 10 of each year, by giving notice to each member of the committee seven (7) or more days prior to the date of such first meeting. The chairperson of the Nominating Committee shall be elected from among its members at the first meeting.

Section 9.5 Committee Meetings. Except as to those matters that committee members may discuss in executive session pursuant to ARS §33-1804, regular committee meetings shall be open to all Members who shall be given the opportunity to speak at an appropriate time in the committee's proceedings. Written notice of the time and place of a regular committee meeting shall be given to Members at least seven (7) days prior to the meeting by electronic communication, posting on the Association's website or by any other reasonable means as determined by the Board.

ARTICLE 10
MISCELLANEOUS

Section 10.1 Chartered Clubs. The Board shall establish policies for the creation and operation of Chartered Clubs composed of any group of Members interested in pursuing a particular hobby, avocation or field.

a) Requirements for chartering, such as the duties, responsibilities and authorities of such clubs shall be determined by Board policy. Chartered Club rules and regulations shall be consistent with Governing Documents. Club rules and regulations will be available in the office of the Association to all clubs, organizations and individuals using Association facilities.
b) Any Chartered Club of the Association may have its charter revoked by a majority vote of the Board.

c) Subject to the provisions of Section 2.4 of these Bylaws, Members who would otherwise qualify for membership in a particular club shall not be denied the use of any facilities furnished to that club by the Association, even though they are not club members. Chartered Clubs shall not have any rule or regulation prohibiting the use of any facility by Members, except as follows:
   i) rules for the health, welfare and safety of persons.
   ii) rules for the protection of property; and
   iii) rules for limiting use as are reasonably required for the fair allocation of the use of such facilities.

Section 10.2 Fiscal Year. The fiscal year for the Association shall begin on the first day of July and end on the 30th day of June of each year provided, however, that the Board is expressly authorized to change such fiscal year if required by the provisions and regulations from time to time prescribed by the Internal Revenue Code of the United States of America.

Section 10.3 Conflict. In the event of a conflict among Governing Documents, the Master Declaration shall prevail over the Articles of Incorporation and these Bylaws. In the event of a conflict between the Articles of Incorporation and these Bylaws, the Articles shall prevail.

Section 10.4 Inspection of Association's Books and Records. Except for such records as may be exempted from inspection pursuant to A.R.S. §33-1805, all financial and other records of the Association shall be made reasonably available for examination by any Member or any person designated by the Member in writing as the Member's representative. The Association shall have ten (10) business days to fulfill a request for examination or copies of such records and may charge a fee of no more than fifteen cents (15¢) per page for copies.

Section 10.5 Indemnification of Directors and Officers. The Association shall indemnify any and all of its officers, directors and former officers and directors against all expenses incurred by them and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of authority as an officer or director of the Association. Whenever any officer or director or former officer or director shall report to the President of the Association that such person has incurred or may incur expenses, including but not limited to legal fees, judgments and penalties in a legal action brought or about to be brought against such person for or on account of any action or omission alleged to have been committed by him/her while acting within the scope of such person's authority as an officer or director of the Association, the Board shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully, with gross negligence or with fraudulent or criminal intent. If the Board determines that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that the Association shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Association, at its own expense and through counsel of its own choosing, to defend such person in the action.

Section 10.6 Defined Terms. Unless specifically defined in these Bylaws, all words with initial capital letters herein shall be defined as set forth in the Master Declaration.

ARTICLE 11
AMENDMENTS

These Bylaws may be amended by Members representing a majority of the total votes in the Association or two-thirds of those Members voting on the matter, whichever is less.

ADOPTED by the Membership of the Association as of the 26th day of March 2019.

SUN CITY ORO VALLEY ASSOCIATION, INC.

Attest by _____ Its President
John Wilson

Attest by _____ Its Secretary
Joy Huxtable