

**BYLAWS
OF
SUN CITY PRIDES, INC.
(As amended March 5, 2022)**

**ARTICLE I
NAME**

The name of this non-profit corporation shall be the SUN CITY PRIDES, INC., hereinafter referred to as the PRIDES. The acronym PRIDES stands for Proud Residents Independently Donating Essential Services”.

**ARTICLE II
PURPOSE**

The general purpose of the PRIDES is to help keep Sun City, Arizona, a clean and beautiful place to live and work.

**ARTICLE III
MEMBERSHIP**

- A. Members of the PRIDES shall be any resident of Sun City, Arizona, who (a) desires to further the purpose of the organization, (b) is willing and able to actively participate in the work of the organization, and (c) completes a membership application form.
- B. Members shall be entitled to one vote on matters subject to membership voting at any meeting of the PRIDES. Each member must be present and cast their own vote.
- C. A person becomes a member when their application is completed and accepted by a phase coordinator.
- D. A PRIDES member in good standing who leaves the city but remains within a reasonable distance, may maintain membership at the discretion of the Board.

**ARTICLE IV
BOARD OF DIRECTORS**

- A. The BOARD OF DIRECTORS of the PRIDES, hereinafter referred to as the Board, shall conduct the affairs of the PRIDES in accordance with the provisions of the Articles of Incorporation of the PRIDES and its Bylaws.

- B. The Board shall consist of not less than seven (7) nor more than nine (9) members. No more than one member of a household shall serve on the Board concurrently.
- C. Members of the Board shall be elected by the membership for a two (2) year term commencing on the day of their election. Members of the Board may be elected or appointed to serve three (3) consecutive terms for a total of six (6) years. A member of the Board who has served three (3) consecutive terms shall again be eligible for election to the Board after one (1) year.
- D. The election of the Board members shall be held at the Annual Meeting of the PRIDES each year. The election shall be conducted by the Nominating Committee. At this meeting, the Nominating Committee shall submit to the membership its nominees for the Board vacancies. Additional nominations may be made from the floor by members, provided that such nominees meet the PRIDES membership requirements and have given prior consent to be nominated and will serve if elected.
- E. Vacancies on the Board between elections shall be filled by Board appointment. Such appointed members of the Board shall serve the balance of the term of the individual they are replacing. Any part of the appointed term will be considered a complete term for the purpose of fulfilling three (3) consecutive terms as stated in Section C above.
- F. The immediate past President may serve as an ex-officio member of the Board for the following year after leaving office if that person is no longer a member of the Board.
- G. Any member of the Board absent from three (3) regular meetings of the Board within a fiscal year without sufficient reason as determined by the Board may be removed from the Board.
- H. Any director may be removed by a vote of 2/3rds of the voting board (exempting the non-voting President). A vacancy caused by such action can only be filled by an election by the members at a special meeting or during the regular election process. The replacement director will serve the remainder of the unexpired term.

ARTICLE V OFFICERS

- A. The officers of the PRIDES shall be the President, Vice President, Secretary and Treasurer, which constitutes the Executive Committee.
- B. The officers of the PRIDES shall be elected by the Board after the annual meeting and shall take office immediately.

- C. The officers shall be elected for one (1) year terms. An officer may serve subsequent one (1) year terms for the length of his/her tenure.
- D. In the event an officer is unable to complete a term in office, the President may call for an election by the Board for a replacement or designate a replacement with approval from the Board.

**ARTICLE VI
DUTIES OF OFFICERS**

- A. **PRESIDENT:** Except as otherwise provided by these Bylaws, the President shall preside at all meetings of the PRIDES and the Board. The President shall vote only to break ties. Except as otherwise provided by these Bylaws, the President may appoint chairpersons and members of committees and may be an ex-officio member of all committees. The President and the Treasurer shall sign all notes, leases and contracts on behalf of the PRIDES after approval by the Board. In addition, the President shall perform those duties specified elsewhere in these Bylaws and all the duties usually incident to the office of President of a non-profit corporation.
- B. **VICE PRESIDENT:** In the absence or inability of the President, the duties of that office shall be assumed by the Vice President. Furthermore, the Vice President shall work closely with the President in all matters.
- C. **SECRETARY:** The Secretary shall be responsible for keeping the minutes for the PRIDES monthly Board meetings, Membership meetings, and any Executive Committee meetings. The Secretary shall perform such other duties as the President, or the Board may direct.
- D. **TREASURER:** The Treasurer shall be responsible for establishing an annual budget, keeping account of the finances of the PRIDES, depositing all receipts of the PRIDES, and the payment of all monies which have been authorized by the Board or pursuant to these Bylaws. All disbursements of three hundred dollars (\$300.00) or more must be approved by the Board. In the event payments are required prior to a meeting of the Board, approval may be obtained via email or, if there is a member(s) without email, telephone approval shall suffice. All ongoing annual disbursements over \$300.00 will not need Board approval. The Treasurer and President shall sign all notes, leases, and contracts on behalf of the PRIDES after approval by the Board. The Treasurer shall perform such other duties as the President, or the Board may direct. If necessary, the Board may authorize the hiring of outside assistance such as a CPA or MBA to assist with completing financial related documents.

ARTICLE VII MEETINGS

A. Meetings of the Membership:

1. **ANNUAL MEETING:** The Annual Meeting of the PRIDES shall be held on the first Saturday of January each year at a time and place to be fixed by the Board. In the event unanticipated circumstances suggest another more appropriate date, the Board may change the date for the Annual Meeting provided such a change is approved by the vote of two-thirds (2/3) of the members of the Board and that all appropriate meeting notice requirements specified in these Bylaws are followed.
2. **REGULAR MEETINGS:** Regular meetings of the PRIDES shall be held monthly at a date, time and place designated by the Board except during the months of June, July, and August when no meetings are scheduled.
3. **SPECIAL MEETINGS:** Special meetings of the PRIDES may be called by the Board at any time and must be called upon receipt of a written request signed by at least thirty (30) members of the PRIDES. Such requests shall be submitted to the Secretary. The President shall preside at Special Meetings.

B. Meetings of the Board:

1. **REGULAR MEETINGS:** Regular meetings of the Board shall be held monthly at a date, time and place designated by the President, except during the months of June, July, and August when no meetings are scheduled.
2. **SPECIAL MEETINGS:** Special meetings of the Board may be called by the President or upon written request of at least three (3) members of the Board. Such requests shall be submitted to the Secretary. The President or any other officer shall preside at such meetings.
3. **ACTION WITHOUT A MEETING:** Any action which maybe taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, is agreed upon by a majority of the Board. For this purpose, an email transmitted from an email address on record constitutes a valid writing. The notice shall clearly describe the action proposed in the motion format and specify the time frame during which votes will be accepted. For resolution, the Board must clearly indicate “for” or “against” for the proposal. The notice, the response and the results shall be a part of the minutes of the Board.
4. All meetings of the Board shall be open to members of the PRIDES unless closed because of the confidentiality of the matters to be considered.

C. Notice of Meetings:

1. ANNUAL MEETING: Publication via electronic mail or in at least one newspaper of general circulation in Sun City no less than ten (10) days prior to the date of the meeting shall be deemed sufficient notification of such meeting.
2. SPECIAL MEETINGS OF PRIDES: Publication via electronic mail or in at least one newspaper of general circulation in Sun City no less than seven (7) days prior to the date of the meeting shall be deemed sufficient notification of such meetings.
3. SPECIAL BOARD MEETINGS: Notification by email, telephone or by mail to each member of the Board at least three (3) days prior to such a meeting of the Board shall be deemed sufficient notification of such meetings.

D. Quorum for Meetings:

1. PRIDES Meetings. All members present at the Annual Meeting, regular meetings and special meetings shall constitute a quorum.
2. BOARD Meetings. A majority of Board members shall constitute a quorum at meetings.

**ARTICLE VIII
COMMITTEES**

The committees identified below are established to assist the Board of Directors in accomplishing the purposes of the PRIDES. In addition, the Board may establish such additional committees as deemed warranted. The appointment of all chairpersons and committee members shall expire upon the completion of the purpose of the committee, as determined by the Board of Directors.

- A. AUDIT COMMITTEE: This committee shall be responsible for performing an annual audit of the financial records of the Treasurer and reporting the results to the membership by the March meeting following the calendar year being reported. This committee shall consist of three (3) members of the PRIDES who are not members of the Board. The members shall be appointed by the President and approved by the Board. Copies of the annual audit report shall be available for inspection by any member of the public. A copy of the report shall be filed with the Secretary for the official files of the PRIDES.
- B. BYLAWS COMMITTEE: This committee shall be responsible for the following: reviewing the Bylaws to assure compatibility with PRIDES operations and the Articles of Incorporation, consider recommended changes in the Bylaws, providing the Board with recommendations regarding the application of the Bylaws and the Articles of Incorporation to situations, and recommending to the

Board appropriate changes to the Bylaws and the Articles of Incorporation. The Bylaws Committee shall be comprised of one member from the Board and 2-4 members from the general membership.

- C. INVESTMENT COMMITTEE: This committee will recommend policy and provide direction for the investment of funds available to the PRIDES. They shall assist the Board in fulfilling its fiduciary responsibilities for prudent investment of the funds entrusted to it. The committee shall consist of the treasurer, one additional Board member and two people from the general membership.
- D. MEMBERSHIP COMMITTEE: This committee shall be responsible for the recruitment of new members and maintaining the membership roster.
- E. NOMINATING COMMITTEE: This committee shall be responsible for nominating qualified candidates for the Board and for conducting the election of Board members at the Annual Meeting as provided in ARTICLE IV.D. The current Phase Coordinators shall make up the committee. The committee shall elect its own chairperson.
- F. POLICY AND PROCEDURE COMMITTEE: This committee shall be responsible for reviewing the Policies and Procedures to assure compatibility with PRIDES operations and recommending changes and/or additions to the existing documents.
- G. PUBLIC RELATIONS COMMITTEE: This committee shall be responsible for preparing public information releases, contacts with the media, preparing information releases for the membership, and performing such other duties as may be assigned by the President or his/her designee. All proposed releases to the public, media or membership shall be approved by the President or his/her designee prior to release.

ARTICLE IX FISCAL YEAR

The fiscal year of the PRIDES shall be the calendar year January 1 through December 31.

ARTICLE X AMENDMENTS

These Bylaws may be amended by a majority vote of the Directors at any regular or special meeting, provided that written notice was given to the Board members at the previous regular meeting.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, Revised shall be the parliamentary authority of the PRIDES and the Board.

**ARTICLE XII
ACTS OF GOD**

In no event shall the Members of the Board of Directors be responsible or liable for any failure or delay in performance of obligations arising out of or caused by, directly or indirectly, forces beyond their control, including and without limitation, work stoppages, accidents, acts of war or terrorism, civil or military disturbances, nuclear or natural catastrophes, or acts of God.

By majority vote at any regular or special meeting of the Board of Directors, the Board members shall take appropriate actions to safely continue the work of the organization including, but not limited to: amending the by-laws to assure that the work of the organization can/may continue in an altered state and to provide for alternative means of conducting business for the Board and the membership.