

BYLAWS OF THE SUN CITY FOUNDATION

ARTICLE I.

GENERAL

SECTION 1. Name. This Corporation is and shall be THE SUN CITY FOUNDATION, a non-profit corporation incorporated in the State of Arizona, sometimes herein referred to as the "Corporation" or the "Foundation".

ARTICLE II.

OFFICE

SECTION 1. The principal office of the Corporation shall be located at 10626 W. Thunderbird Blvd., Sun City, Arizona, 85351, Maricopa County, State of Arizona. The Corporation may have such other offices as its Board of Directors may determine.

ARTICLE III.

PURPOSE

SECTION 1. This Corporation shall function as a civic, charitable organization whose purpose is to carry out exclusively charitable and health educational purposes and programs of the Recreation Centers of Sun City Inc., an Arizona non-profit corporation. (Refer to RCSC Board Policy 20.) The Corporation, as a non-profit entity, shall not engage, directly or indirectly, in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation under Section 509 (a) 3 of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the "Code"), or by virtue of its being an organization described in Section 501 (c) 3 of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

SECTION 2. To facilitate the carrying out of Section 1 of this Bylaw, the Foundation Board of Directors may, from time to time, adopt Rules and Regulation called Board Policies. Each Board Policy shall become effective on the date set forth in said policy and shall remain in effect until amended or repealed by Board action. (Approved May 12, 2003).

BYLAWS OF THE SUN CITY FOUNDATION

ARTICLE IV.

OPERATIONS

SECTION 1. The operation of the Corporation shall be conducted by its Board of Directors elected by the Board of Directors of The Recreation Centers of Sun City, Inc. (hereinafter referred to as RCSC) as set forth in Article V of these Bylaws.

They may be assisted in the above by any committee appointed by the Foundation Board. Committee members will be non-voting members of the Corporation.

ARTICLE V.

BOARD OF DIRECTORS

SECTION 1. **GENERAL POWERS:** The business and affairs of the Corporation shall be the responsibility of its Board of Directors, subject to the laws of the State of Arizona, and the Articles of Incorporation and Bylaws of this Corporation. Its Board of Directors shall do and perform every act and thing, whatsoever, which it shall deem necessary, expedient, or advisable to carry out the purposes of the Corporation.

SECTION 2. **NUMBERS:** The Board of Directors shall consist of not less than seven (7) or more than seventeen (17) Directors, as determined from time to time by the Board of Directors of the Recreation Centers of Sun City, Inc. At least a majority of the Foundation Board of Directors at any time must be current or former members of the RCSC Board of Directors.

SECTION 3. **ELECTION AND TENURE:** At its January meeting the Board of Directors of RCSC shall elect new Directors of this Corporation to fill vacancies on the Foundation Board of Directors. Directors shall serve for a one (1) year term, unless said Director resigns or is removed from office as provided in Section 4 of this Article. Directors may serve more than one (1) term. See Article VI - OFFICERS - Section 2.

SECTION 4. RESIGNATION OR REMOVAL:

(a): Any Director of the Corporation may resign at any time. This may be done orally at any meeting of the Board of Directors or by giving written notice to the Secretary of the Corporation. Said resignation shall take effect at the time specified in the notice.

(b): Any Director may be removed at any time with or without cause by two-thirds (2/3) vote of the RCSC Board of Directors. See Article VI - OFFICERS - Section 3.

BYLAWS OF THE SUN CITY FOUNDATION

SECTION 5. **VACANCIES:** Any vacancy occurring in the Board of Directors may be filled by election by the RCSC Board of Directors at the next regular meeting of said Board. A Director so elected shall be elected to complete the unexpired term created by the vacancy unless otherwise specified at time of the election. See Article VI - VACANCIES - Section 4.

SECTION 6. MEETINGS:

(a): **Meetings:** The annual meeting of the Board of Directors shall be held in January of each year at least ten (10) days after the organization meeting of the Board of Directors of the Recreation Centers of Sun City, Inc. At this meeting the Board shall elect officers of the Corporation and transact such other business as may come before the Board.

(b): **Quarterly Meetings:** The Board of Directors shall meet at least once during each calendar quarter.

(c): **Special Meetings:** The Foundation Board of Directors may hold other meetings to transact business appropriately brought before them. These meetings shall be called Special Meetings. These meetings may be called by the President, the Secretary, or by a majority of the Foundation Board of Directors. These meetings may also be called by a majority vote of the Board of Directors of RCSC. Special meetings require a minimum of three (3) day notice.

(d): **Location of Meetings:** All meetings of the Board of Directors shall be at the principal office of the Corporation, see Article II, unless otherwise specified in the notice.

(e): **Quorum:** A majority of the Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. If a quorum is not present at a meeting, a majority of Directors present may adjourn and reconvene said meeting from time to time. No business may be transacted at a reconvened meeting without a quorum being present.

(f): **Notice:** Written, printed, e-mail or phone call notice of regular meetings, including date, hour and place, shall be given personally, by first class mail, e-mail or phone call to each Director not less than seven (7) days before date of such meeting.

SECTION 7: MANNER OF ACTING:

(a): **Normal:** The action of a majority of the Directors at any properly called meeting, at which a quorum is present, shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation, or as otherwise specified in these Bylaws. Each Director, including the Director presiding at the meeting, shall be entitled to one (1) vote.

(b): **Action By Unanimous Written Consent:** Any action, which may be taken at a meeting of the Foundation Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all the Directors of the Corporation.

BYLAWS OF THE SUN CITY FOUNDATION

SECTION 8: **COMPENSATION:** Directors shall serve as such without compensation. Expenses incurred in connection with performance of their official duties may be reimbursed by vote of a majority of the Directors.

ARTICLE VI.

OFFICERS

SECTION 1. **OFFICERS:** The officers of the Corporation shall be a president, a vice-president, a secretary and a treasurer, each of whom shall be elected by its Board of Directors from its membership. The president and vice-president shall be Directors who are currently on the RCSC Board of Directors.

SECTION 2. **ELECTION AND TERM OF OFFICE:** The officers of the Corporation shall be elected annually for one (1) term by the Board of Directors at the January annual meeting of the Board of Directors. See Article V, Section 3 - Election and Tenure.

SECTION 3. **RESIGNATION AND REMOVAL OF OFFICERS:** Any officer may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice to the President or the Secretary of the Board. Said resignation shall take effect at the time specified therefore any officer may be removed by the majority vote of all the Directors in office whenever, in its judgment, the best interests of the Corporation would be so served. See Article V, Section 4 - Resignation or Removal.

SECTION 4. **VACANCIES:** A vacancy in any office due to death, resignation, removal, disqualification or other cause may be filled by the Foundation Board of Directors for the unexpired term. See Article V, Section 5 - Vacancies.

SECTION 5. DUTIES OF THE OFFICERS:

(a): President. The President shall preside at all meetings of the Board of Directors and, subject to control of the Board of Directors, shall be charged with the general supervision, management and control of all the business and affairs of the Corporation. The President shall perform such other duties and functions that are normally performed by the president of non-profit corporations, including but not limited to, the signing of contracts or other Instruments permitted or required by law. The President shall perform such other duties as may be prescribed by the Board of Directors.

(b): Vice-President. In the absence of the President or in the event of the death, inability or refusal of the President to serve, 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 imposed on the President. The Vice-President shall perform such other duties as may be prescribed by the President or the Board of Directors.

BYLAWS OF THE SUN CITY FOUNDATION

(c): Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation, or Board Policies as required by law. The Secretary shall be the custodian of the Corporation's records, except the financial records which shall be kept by the RCSC. The Secretary shall, in general, perform all duties incident to the office of Secretary and such other duties prescribed by the President or the Board of Directors.

(d): Treasurer. The Treasurer shall have general access to the financial records. Records of all the funds and securities of the Corporation, except such as may be required by law to be deposited with any state official shall be kept by the RCSC. The RCSC shall keep in regular books of account full and accurate records of all receipts and disbursements and shall deposit all money and other valuable effects in the name of the Corporation in depositories designated by the Foundation Board of Directors. The RCSC in cooperation with the Treasurer shall disburse the funds of the Corporation, taking proper vouchers for such disbursements and shall render to the President and Board of Directors a financial report of all transactions and the financial condition of the Corporation. All Foundation Bank accounts shall require two of the four officer's signatures. Treasurer shall prepare the request for contributions from RCSC.

(e): Other Powers and Duties. The several officers shall have such additional powers and shall perform such additional duties as may be specified by the Board of Directors.

SECTION 6. **COMPENSATION:** Officers shall serve without compensation. Expenses of officers incurred in connection with performance of their official duties may be reimbursed by a vote of a majority of the Board of Directors.

SECTION 7: **INSURANCE:** All members of the Board of Directors of the Corporation and all members of any committees appointed by the Corporation's Board of Directors shall be covered by insurance provided and paid for by the Recreation Centers of Sun City, Inc. with coverage in the same amount and manner as provided to the RCSC Board of Directors and RCSC committee members.

ARTICLE VII.

COMMITTEES

SECTION 1: **APPOINTMENT OF COMMITTEES:** The Board of Directors, by resolution adopted by majority vote of the Directors present at any meeting at which a quorum is present, may appoint any committee to assist the Board in carrying out its functions.

SECTION 2: **COMMITTEES:**

(a): Any committee appointed by the Board, per Section 1 of this Article, may include non-directors, but shall include at least one (1) Director. The chairman of the committee

BYLAWS OF THE SUN CITY FOUNDATION

shall be a Director. The number of members of any committee shall be set by the Board in its resolution appointing the committee.

(b): Each committee shall perform only those functions assigned to it by the Board and shall report to the Board any action taken in performing these functions.

(c): Any committee member may resign by giving notice to the chairman of the committee or the Secretary of the Corporation.

(d): The Board of Directors may, with or without cause, remove any member of a committee.

ARTICLE VIII.

RECORDS AND REPORTS

Section 1: **BOOKS AND RECORDS:** The Corporation, at its principal office, shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors. The above records are open for inspection by the Board of Directors of RCSC.

Section 2: **ANNUAL AUDIT:** At the time of the annual audit of the RCSC, the Sun City Foundation shall also be audited by the same independent accounting firm if the Foundation's annual income exceeds \$100,000. This audit shall be paid for by the RCSC.

BYLAWS OF THE SUN CITY FOUNDATION

ARTICLE IX.

AMENDMENTS

Section 1: AMENDMENTS: The Bylaws of the Corporation may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors subject to approval by the Board of Directors of the Recreation Centers of Sun City, Inc.

Submitted to Arizona Corporation

Commission on 03/21/86 and

Amended: 01/09/1992

09/21/1993

02/12/2001

05/12/2003

11/08/2006

3/12/2010

12/17/2015

5/26/2016

Submitted to IRS 11/09/2006

ATTEST:

Dan Schroeder, Board President

Carol Lawry, Secretary