

**BY-LAWS  
OF  
VENTURE OUT SOCIAL CLUB, INC.  
(A NON-PROFIT CORPORATION)  
(effective March 21, 2017)**

**ARTICLE I**

**IDENTITY**

**Section 1 – Name.** The name of the Corporation shall be Venture Out Social Club, Inc.

**Section 2 - Office.** The office of the Corporation shall be at Venture Out R.V. Resort, or at such other place as may be subsequently designated by the Board of Directors

**Section 3 – Defined Terms.** As used herein, the word Corporation shall be the equivalent of Venture Out Social Club, as defined in the Articles of Incorporation of the Venture Out Social Club, Inc., and all other words, as used herein, shall have the same definition as attributed to them in the Articles of Incorporation unless the context otherwise requires.

**Section 4 – Amendment and Restatement.** These Amended and Restated Bylaws shall supersede all prior Bylaws of the Corporation. Upon adoption of these Amended and Restated Bylaws, all previously adopted bylaws, or amendments thereto, shall be of no further force and effect .

**ARTICLE II**

**DIRECTORS**

**Section 1. Composition of Board.** The control and management of the affairs of the corporation and the distribution of its funds shall be vested in a Board of Directors of not less than three (3) or more than nine (9) Members. The Board of Directors shall make diligent efforts to carry out the purpose and objectives of the Corporation as set forth in the Articles of Incorporation.

**Section 2. Qualification.** The Members of the Board of Directors shall be elected as hereinafter provides. All Directors shall be active Members of the Corporation.

**Section 3. Term.** Each Director shall hold office for a term of three (3) years and no Director shall serve more than a total of six (6) years.

**Section 4. Removal of Directors.** Any Director may be removed from office at any time for any reason deemed sufficient by the Board of Directors by vote of sixty-six and 2/3 percent (66 2/3%) of the Directors of the Corporation at the properly called meeting thereof, after having first given that Director notice and an opportunity for a hearing before the Board of Directors.

**Section 5. Vacancy.** Any vacancy appearing on the Board of Directors shall be filled by the Board of Directors at the properly called meeting of the Board, and the Director elected to fill such a vacancy shall serve until the next annual election. At the next annual election, Members shall elect a replacement Director to fill the remaining term of office of the Director that was vacated.

**Section 6. Quorum.** A quorum for the transaction of business at any meeting of the Directors shall consist of a majority of the Directors then in office, but if less than a majority of Directors is present at such a meeting, a majority of the Directors may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater numbers is required by law or by the Bylaws.

**Section 7. Special Meeting.** Special meeting of the Board of Directors shall be held at such time and place as shall be called by the President or majority of the Board.

**Section 8. Organizational Meeting.** An organizational meeting of the Board of Directors shall be held in Mesa, Arizona immediately following the annual election

**Section 9. Committees.** The Board of Directors may, from time to time, elect from the Board or Members of the Corporation such committees, consisting of such number of Directors or Members or both as the Board may deem advisable or appropriate. Each such committee shall have the power to perform the duties which may be delegated to it by the Board of Directors.

**Section 10. Compensation.** Directors shall not receive any compensation for their services: but nothing herein contained shall be construed to preclude any Director from serving the Corporation and receiving reasonable compensation for services actually performed for the Corporation.

**Section 11. Dual Board Membership.** A Director who accepts a nomination for election to the Board of Directors of the Venture Out Condominium Association must immediately resign from the Board of Directors of the Social Club.

**Section 12 . Disqualification and Resignation.** A Director may resign at any time by sending a written notice of resignation to the President of the Board of Directors. Unless otherwise specified therein, such resignation shall take effect upon receipt by the President and shall be recorded by the Secretary of the Board. More than three (3) consecutive absences from regular meetings of the Board of Directors, unless excused by resolution of the Board of Directors, shall constitute a resignation. In the event a Director ceases to be a Lot Owner, the Directorship shall immediately terminate.

### **ARTICLE III**

#### **OFFICERS**

**Section 1. Elected Officers.** The Board of Directors shall elect the officers of the Corporation. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The officers shall be elected annually at the organizational meeting of the Board of Directors.

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**Section 2. Vacancy.** If any office becomes vacant for any reason, the vacancy shall be filled by the Board of Directors for the unexpired portion of the term.

**Section 3. Removal From Office.** Any officer may be removed from office at any time for any reason deemed sufficient by the vote of sixty-six and 2/3 percent (66 2/3%) of the Directors of the Corporation at the properly called meeting thereof after having first given that officer notice and an opportunity for a hearing before the Board of Directors.

**Section 4. (a) PRESIDENT:** The President shall be the chief executive of the Corporation. He/she shall be an ex-officio Member of all standing or special committees, shall have general charge of the activities of the Corporation, and shall see that all resolutions of the Board are carried into effect.

**(b) VICE PRESIDENT:** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

**(c) SECRETARY:** The Secretary shall attend all sessions of the Board and shall record the minutes of all proceedings if the recording secretary is not present. He/she shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors, shall take care of all correspondence under the supervision of the President, shall prepare meeting agendas and distribute them as required and shall perform such duties as may be prescribed by the Board of Directors or the President.

**(d) TREASURER:** The Treasurer shall, with Board authorized alternate Members, endorse all Corporation disbursements. The Treasurer shall, in coordination with the bookkeeper, be prepared to provide the Board with a status report of the condition of Corporation funds at meetings.

**Section 5. Employee Engagement.** The Board of Directors may engage the services of employees as from time to time, the Board may deem necessary or advisable for the objects and purposes of the Corporation and upon such conditions as the Board determine.

## ARTICLE IV

### NOMINATIONS OF DIRECTORS

**Section 1. Nominating Committee.** The Officers of the Corporation shall, prior to December 1<sup>st</sup> of each year, appoint a nominating committee chairman. The nominating committee chair will then establish a nominating committee consisting of at least four (4) Members. Active solicitation of potential candidates cannot commence until the Condominium Board Nominating Committee has closed the nominations for the Condominium Board election. The intent of the nomination committee shall be to submit a list of at least one consenting nominee for each retiring Director of the Corporation to be voted upon at the Annual Meeting of the Members.

The list of nominees shall be filed with the Secretary at least twenty-one (21) days before the date of the Annual Meeting and shall be open to inspection by the Members. In addition, any one hundred (100) Active Members, by notice in writing filed with the Secretary at least eighteen (18) days before the date of the Annual Meeting may nominate candidates for Directors.

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**Section 2. Exceptions.** In the event the number of candidates for election to the Board of Directors of the Social Club equals the number of positions available, these candidates can be elected by unanimous consent by the Board of Directors of the Social Club and there is no need to have ballots, voting or elections. In order to conduct business at the Annual General Meeting that year, the quorum shall be 10% of the Active Membership. Quorum numbers will be determined by registration or ticket count at the Annual Meeting.

## ARTICLE V

### MEMBERSHIP AND VOTING PRIVILEGES

**Section 1. Eligibility.** Persons eligible for Membership in the Corporation are as follows:

(a). **ACTIVE MEMBERS:** The owner or owners of each condominium unit in Venture Out at Mesa shall be Active Members of the Corporation, with full voting privileges and shall be eligible to hold office. If ownership of the unit is in the name of husband or wife only, the spouse shall also be an Active Member. Ownership of more than one (1) unit does not carry multiple Membership rights.

(b). **ASSOCIATE MEMBERS:** Renters of condominium units and guests of unit owners, who are occupying the owner's unit, may be awarded an Associate Membership under such terms and with such privileges as Board of Directors may determine, but not to include voting privileges.

**Section 2. Compliance.** Each Member shall comply with the Bylaws of the Corporation and any rules, regulations and resolutions which are adopted pursuant to or in accord with such Bylaws. Each Member shall use his best efforts to further the objects and purposes of this Corporation.

**Section 3. Voting:** The active Members shall be entitled to vote at the Annual Meeting for any candidates nominated by either method. No nominations will be accepted from the floor at the Annual Meeting. Ballots shall be made available to lot owners on their request, ten (10) days prior to the Annual Meeting. The results of the election shall be posted following the Annual Meeting.

Voting shall be by electronic vote or secret ballot. In the case of both husband and spouse voting, each must return a separate ballot or a separate electronic vote. Cumulative voting for candidates is not permitted. In the event that website access or other internet-based voting is available, the Board of Directors may authorize the casting of votes via an authorized website or electronic service provider. An electronic vote cast after the designated closing time on the day preceding the Annual Meeting will be considered as being undelivered and will not be counted. Voting on the day of the election and other regulation affecting voting and election procedures may be adopted by the Board of Directors through amendments to the rules. A Majority of Membership votes cast shall decide any questions unless the Bylaws or the Articles of Incorporation provide otherwise, in which event the voting percentage required in the Bylaws or Articles of Incorporation shall control. The Board of Directors shall establish with the Chairman of the Election Committee the procedures to be followed in the distribution, control and counting of the ballots and electronic votes.

**Section 4. Restrictions:** No Member of the Corporation shall use his/her Membership in any manner, directly or indirectly, in any form of advertisement or solicitation of business.

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## **ARTICLE VI**

### **MEETINGS**

**Section 1. Annual Meeting:** A regular Annual Meeting of Members of the Corporation shall be held at Mesa, Arizona, or at such other place within the State of Arizona as shall be determined by the Board of Directors, on the third Tuesday of March each year, commencing with the year 1997, unless such day shall be a legal holiday, in which event such meeting shall be held on the next succeeding business day. Notice of the regular Annual Meeting of the Members shall be provided in Article VI, Section 6 of these bylaws. Each active Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. The results of the election shall be posted following the Annual Meeting.

**Section 2. Tie Vote:** In the event of a tie vote, a runoff election will be held one week following the ballot. In this case, a special meeting of the Membership will be called by the Board of Directors.

**Section 3. Election Committee:** At least ninety (90) days prior to the election of Directors, the Board of Directors shall appoint an Election Committee, consisting of a chairman and at least two (2) other Members, for the purpose of conducting and announcing the results of all ballots at the Annual Meeting or at any special meeting of the Members of the Corporation. Their responsibility shall continue until their successors have been appointed.

**Section 4. Quorum:** A quorum for the transaction of business at any meeting of the Members of the Corporation shall consist of twenty five percent (25%) of the active Members. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

**Section 5. Special Meetings:** Special meetings of the Members of the Corporation shall be held in Mesa, Arizona, when called by the President or by a majority of the Board of Directors. Notice of these meetings issued by the secretary shall be posted on the bulletin board outside of the Activity Office at Venture Out in Mesa and distributed electronically to each Director at least ten (10) days prior to such special meeting.

**Section 6. Meeting Notice:** Notice of regular meetings of the Corporation shall be given at least 48 hours before the time fixed for the meeting, and such notice shall advise each Director or Member as to the time, place, and general purpose of the meeting. Notice of these meetings issued by the secretary shall be posted in the bulletin board outside of the Activity Office at Venture Out in Mesa, published in the "Venture Outlines" in the issue immediately preceding the meeting and distributed electronically to each Director.

**Section 7. Meeting Schedule:** The Board of Directors, at the organization meeting, shall determine the frequency and dates of their regularly scheduled meetings.

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**Section 8. Comment of Lot Owners:** At the beginning of any open meeting of the Board of Directors, Members of the Corporation and/or visitors shall have the opportunity of addressing any agenda item or, at the pleasure of the Chair, any other item. The length of the comments will be at the discretion of the Chair.

**Section 9. Open and Closed Meetings:** All meetings of the Club and Board of Directors are open to all Members. Members attending such open meetings may not participate in any deliberation or discussion during a Board meeting unless expressly authorized to do so with the Board's approval. The Board of Directors may place reasonable time restrictions on those persons speaking during a meeting but shall permit a Member or a Member's designated representative to speak before the Board of Directors takes formal action on an item under discussion in addition to any other opportunities to speak. Any portion of a Board meeting may be closed, if that portion of the meeting is limited to: (1) legal advice from the attorney for the Board and Corporation; (2) litigation; and (3) any other matters that are authorized by Arizona law to be addressed in a closed meeting.

**Section 10. Conduct of Meetings:** Roberts Rules of Order (latest edition) shall be used to provide guidelines for governing the conduct of the Corporation meetings when not in conflict with the Articles of Incorporation.

## **ARTICLE VII**

### **FINANCIAL MANAGEMENT**

**Section 1. Contracts:** The Board of Directors may authorize any office or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contractor execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts etc.:** All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors. The Treasurer, together with a minimum of two alternates, shall be signatories to such instruments.

**Section 3. Deposits:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors selects.

**Section 4. Books and Records:** The Corporation shall keep correct and complete books and records of accounts; shall also keep minutes of the proceedings for its Members, Board of Directors and committees having any of the authority of the Board of Directors; and keep a record giving the names and addresses of the Members entitled to vote.

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**Section 5. Annual audit:** An audit of the Corporation shall be made annually by a Certified Public Accountant and a copy of the report shall be available for inspection which shall be posted in the financial binders by the Post Office, no later than five (5) months after the end of the fiscal year for which the report was made.

**Section 6. Fiscal Year:** Fiscal year of the Corporation shall begin on the first day of July and end the last day of June in each year.

**Section 7. Fund Commingling:** Unless otherwise provided, all sums collected by the Corporation, with the exception of Reserves, Bingo and Memorial accounts may be commingled in a single fund, or divided into more than one fund, as determined by the Board of Directors..

**Section 8. Spending Limits:** The Board of Directors shall not delegate nor permit any Director or Officer to enter into a written or oral contract for the Corporation unless (1) the proposed agreement is approved by the Board of Directors, and (2) a funding source in the approved annual budget is explicitly identified. The Activity Director's spending limit is approved by the Board of Directors at the annual budget meetings.

## **ARTICLE VIII**

### **INDEMNIFICATION**

The Corporation shall indemnify any and all of the officers or Directors, or former officers or Directors, of the Corporation, their personal representatives and heirs, and the Board of Directors may in its sole discretion determine to indemnify any and all of the employees or former employees of the Corporation, their personal representatives and heirs, against expense incurred by them or judgments, or penalties rendered or levied against any such person in a legal action (whether civil, criminal, administrative, or other) brought against any such person while acting within the scope of his or her services as Director, officer, or employee of the Corporation, provided that in all cases the Board of Directors shall determine in good faith that such person did not act, or refuse to act with negligence or with fraudulent or criminal intent with regard to the matter involved in the action. The term "expenses", as used herein, shall include all obligations incurred by such person for the payment of money, including, without limitation, legal fees and amounts paid in settlement of any such action. A judgment or conviction (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be conclusive as to whether the persons against whom judgment is rendered acted, or fail to act, or refused to act, with gross negligence or with fraudulent or criminal intent with respect to the matter involved in the action. Any determination with respect to indemnity shall be made by resolution adopted by a majority of a committee on non-excluded Directors and/or Members appointed by the Board of Directors (all Directors being eligible to participate in such appointment). The right of Indemnification provided in these Bylaws shall not be exclusive of any other right which such Directors, officers, and employees of the Corporation, and the other person above mentioned, may have or hereafter acquire. A Member of any committee appointed by the Board of Directors shall have the same right of indemnification as Director with respect to alleged acts or omissions by him or her as a Member of such committee.

## **ARTICLE IX**

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## AMENDMENTS

**Section 1: Bylaws.** The Bylaws of the Corporation may be amended by a majority vote of a quorum of active Members at a properly called meeting in accordance with the Bylaws. A quorum shall be considered as twenty-five percent (25%) of the active Members.

**Section 2 : Amendment Approval.** Amendments to these Bylaws may only be submitted to a vote of the Active Members if the amendment is proposed by the Board of Directors or proposed by a written petition submitted to the Secretary of the Board at least sixty (60) days prior to the date of the annual or special meeting and signed by at least one hundred (100) Active Members of the Corporation

Dated at Mesa, Arizona this 21<sup>h</sup>, day of March, 2017

  
Secretary

March 21<sup>st</sup>, 2017