

**AMENDED AND RESTATED BY-LAWS  
OF  
VENTURE OUT SOCIAL CLUB, INC.  
(A NON-PROFIT CORPORATION)  
(effective - March 19, 2024)**

**ARTICLE I**

**GENERAL**

**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, Inc., as defined in the Articles of Incorporation of the Venture Out Social Club, Inc., and all other capitalized terms not defined herein shall have the same definition as attributed to them in the Articles of Incorporation unless the context otherwise requires. The following acronyms shall be used herein.

AGM	Annual General Meeting
ARS	Arizona Revised Statutes
FFE	Furniture, Fixtures and Equipment
GAAP	Generally Accepted Accounting Principles
RAC	Recreational Activities Capital Fund
VO	Venture Out R.V. Resort
VOSC	Venture Out VOSC Club, Inc.

**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.

**Section 5. Severability.** If any section or provision of these Bylaws is found to be unenforceable the remaining sections shall remain in effect.

**Section 6. Clubs.** The Corporation recognizes and supports Clubs sanctioned by the Board of Directors and those clubs shall follow the Rules and Guidelines Relating to Clubs.

**Section 7. Governing Documents.** The Corporation Board of Directors shall have the power to adopt and amend the following Governing Documents by simple majority vote:

- (a) Rules and Guidelines Relating to Clubs
- (b) Policies and Procedures
- (c) Rules and Regulations

## ARTICLE II

### MEMBERSHIP AND VOTING RIGHTS

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

(a) **ACTIVE MEMBERS:** The owner or owners of each lot in Venture Out at Mesa, Inc., a Condominium (the "Condominium") shall be Active Members of the Corporation, with full voting privileges and shall be eligible to hold office. If ownership of the lot is in the name of one party only, the spouse of the owner, if the owner is married, shall also be an Active Member, and if the owner is not married, another adult, residing in the lot, shall also be an Active Member. Ownership of more than one (1) lot does not carry multiple membership rights.

(b) **ASSOCIATE MEMBERS:** Renters and guests of lot owners, who are occupying the owner's lot, may be awarded an Associate Membership under such terms and with such privileges as the Board of Directors may determine, but not to include voting privileges or eligibility to hold office as a VOSC Board Director.

(c) **MEMBERS:** As used herein, the capitalized term "Member(s)" means both Active Member(s) and Associate Member(s).

**Section 2. Voting Rights.** Each Active Member shall be entitled to one (1) vote on each matter submitted to a vote. Except as otherwise permitted herein, votes must be cast by written ballot. If required herein or otherwise determined by the Board, votes may be cast by secret ballot and/or any electronic method permitted by Arizona law. A simple majority of Active Member 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.

**Section 3. Compliance.** Each Member shall comply with the Bylaws of the Corporation and all other governing documents. Each Member shall put forth their best efforts to further the objects and purposes of the Corporation.

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

## ARTICLE III

### 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 exclusively in the Board of Directors of not less than three (3) and not more than nine (9) Directors. 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 VOSC Board of Directors shall be elected as hereinafter provided. All Directors shall be Active Members of the Corporation.

**Section 3. Terms.** It is the intent of the Corporation for Directors to have three (3) year, staggered terms. No Director may be elected to serve more than two (2) terms of three (3) years. Except as provided in Section 4 of this Article III relating to Directors appointed to fill vacancies, no Director may serve more than six (6) years.

**Section 4. Vacancy.** Any vacancy appearing on the Board of Directors may be filled by the Board of Directors at the properly called meeting of the Board, and the Director appointed to fill such a vacancy shall serve until the next annual election. At the next annual election, Active Members shall elect a replacement Director to fill the remaining term of office of the Director that was vacated.

Any partial term served by a Director appointed to fill a vacancy does not count toward the term limits in Section 3 of this Article III. For example, if an individual is appointed to fill a vacancy, they may thereafter be elected to up to two (2) terms of three (3) years, or six (6) years total. Similarly, if an individual has been elected to two (2) terms of three (3) years and has served six (6) years total, the individual may still be appointed to fill a vacancy on the Board even though they are not eligible to be elected to serve on the Board.

**Section 5. 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 at least 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 6. Quorum of Directors.** A quorum for the transaction of business at any meeting of the Directors shall consist of a simple majority of the Directors, but if less than a majority of Directors is present, a simple 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. Committees.** The Board of Directors may, from time to time, appoint 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, as defined by the committee's charter, shall have the power to perform the duties which may be delegated to it by the Board of Directors.

**Section 8. Compensation.** Directors shall not receive any compensation for their services; however, 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 9. Disqualification.** A Director who becomes a candidate for election to the Board of Directors of Venture Out at Mesa, Inc., a condominium must immediately resign from the Board of Directors of the VOSC Club or the Directorship shall immediately terminate. In the event a Director ceases to be a Lot Owner, the Directorship shall immediately terminate.

**Section 10. Resignation.** A Director may resign at any time by sending a written (e.g., handwritten, typed, or electronic) 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 as correspondence in the next VOSC Board meeting minutes. More than three (3) consecutive absences from regularly scheduled meetings of the Board of Directors, unless excused by resolution of the Board of Directors, shall constitute a resignation.

## **ARTICLE IV**

### **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 immediately following the Annual General Meeting of Members (AGM), or as soon as practical following the AGM.

**Section 2. Vacancy.** If any officer position becomes vacant for any reason, the vacancy may be filled by majority vote of the Board of Directors for the unexpired portion of the term at a VOSC Board meeting.

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

**Section 4. Functions of Officers.**

(a) **PRESIDENT**: The President shall be the chief executive of the Corporation. They shall be an ex-officio member of all committees, shall have general charge of the activities of the Corporation, and shall see that all decisions of the Board are carried into effect. The President votes only when a tie-breaking decision is required.

(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 as the Acting President.

(c) **SECRETARY**: The Secretary shall attend all sessions of the Board and shall record the minutes of all proceedings as required. The Secretary shall give 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 ensure distribution as required and shall perform such duties as may be prescribed by the Board of Directors or the President.

(d) **TREASURER**: The Treasurer, or Board authorized alternate Directors, shall endorse all the Corporation disbursements. The Treasurer shall, in coordination with the Recreation Accountant, be prepared to provide the Board with a status report of the condition of the Corporation funds at meetings. The Treasurer shall maintain a current list of all financial accounts and authorized account signers.

**Section 5. Combined Officer Positions.** In the event only three (3) Directors are serving on the Board, the Board Directors may elect to combine officer positions, except the Presidency, which remains a stand-alone officer position.

**Section 6. Employee/Contractor Engagement.** The Board of Directors may engage the services of professional, technical and/or other services from time to time when the Board may deem necessary or advisable and may delegate duties of officers to such employees or contractors.

## **ARTICLE V**

### **NOMINATION AND ELECTION OF DIRECTORS**

**Section 1. Nominating Committee.** The Board of Directors shall, prior to December 1<sup>st</sup> of each year, appoint a Nominating Committee chair. The Nominating Committee chair will then establish a nominating committee consisting of at least four (4) Members, including the chair. The intent of the Nomination Committee shall be to submit a list of at least one consenting nominee for each retiring Director or vacancy of the Corporation.

Active solicitation of potential candidates for the VOSC Board cannot commence until the Condominium board nominating committee has closed the nominations for the Condominium board election.

The list of nominees shall be filed with the Secretary at least twenty-one (21) days before the date of the AGM and shall be communicated to the Members by posting at the VOSC activity office bulletin board, via electronic distribution and any other means of communication determined by the Board of Directors. 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 AGM, may nominate candidates for Directors. The eighteen (18) days include the date of filing and the AGM date.

No nominations will be accepted from the floor at the AGM.

**Section 2. Election Committee:** At least ninety (90) days prior to the AGM, the Board of Directors shall appoint an Election Committee, consisting of a Chair and at least two (2) Active Members of the Corporation, for the purpose of conducting and announcing the results of the election at the AGM or at any Special Meeting of the Members of the Corporation. Their responsibilities shall continue until their successors have been appointed.

The Board of Directors shall establish with the Chair of the Election Committee the procedures to be followed in the distribution, control, and counting of the paper ballots and electronic votes.

**Section 3. Election Voting:** The Active Members shall be entitled to vote for any candidates nominated by either secret electronic or paper ballot. Paper ballots shall be made available to lot owners on their request, at least ten (10) days prior to the AGM at the activity office. Electronic ballots shall be distributed at least ten (10) days prior to the AGM. Voting shall cease on the Monday before the AGM at four (4) pm Arizona time. A vote received after the designated closing time on the Monday preceding the AGM will not be counted.

In the case of two (2) Active Members residing at one address who are eligible to vote, each Active Member must return a separate paper ballot or a separate electronic vote. Cumulative voting for candidates is not permitted. Ownership of more than one (1) lot does not carry multiple Active Member voting rights.

**Section 4. Exceptions.** In the event the number of vetted candidates for election to the Board of Directors of the VOSC Club equals the number of positions available, these candidates can be elected by unanimous consent by the Board of Directors of the VOSC Club and there is no need to have ballots, voting, or elections at the AGM. In such case, quorum for AGM will be determined by ticketing, sign-in sheet, or similar record of attendance.

**Section 5. Election Results:** The results of the election shall be announced at the AGM and posted within three (3) days following the AGM at the VO activity office bulletin board.

The Directors elected to fill vacancies caused by the expiration of a term of office shall be elected for a term of three (3) years. The candidates receiving the greatest number of votes shall be elected for three (3) year terms each. In the case of a vacant position, the candidate with the next highest vote shall be elected to fill the remaining term of office.

Names and addresses of the Members entitled to vote and ballots shall be retained until the following AGM.

**Section 6. Tie Vote:** In the event of a tie vote, a runoff election will commence within two days following the AGM and shall cease on the fourth (4<sup>th</sup>) Monday in March at four (4) pm. Within two days following the AGM, secret ballots shall be made available to lot owners at the activity office and electronic ballots shall be distributed. Voting results shall be announced on the fourth (4<sup>th</sup>) Tuesday in March.

## **ARTICLE VI**

### **MEETINGS**

**Section 1. Annual General Meeting of the Members:** A regular Annual General Meeting of Members of the Corporation shall be held at Venture Out in 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, unless such day shall be a legal holiday, in which event such meeting shall be held on the next succeeding business day.

**Section 2. Special Meetings of the Members:** Special meetings of the Members shall be held when called by the President, a majority of the Board of Directors, or by petition signed by at least ten percent (10%) of Active Members.

**Section 3. Notice of Meetings of the Members:** Notice of the AGM of the Corporation shall be posted on the bulletin board outside of the VO activity office and communicated personally (by telephone, telegraph, teletype, fax, electronic mail, other form of wire or wireless communication, by mail, or private carrier) to all Active Members at least ten (10) days prior to the meeting.

**Section 4. Quorum for Meetings of the Members:** Except as otherwise provided herein, by the Articles, or applicable law, a quorum for the transaction of business at the AGM or any special meeting of the Members shall consist of ten percent (10%) of the Active Members present in person or, if applicable, by absentee paper or electronic ballot. Quorum for any vote to amend these Bylaws is 25% of Active Members. If a quorum is not present at

any meeting of the Members, a majority of the Active Members present may adjourn the meeting from time to time without further notice.

**Section 5. Organizational Meeting of the Board.** So long as a quorum of the Board is present, an organizational meeting of the Board of Directors shall be held immediately following the AGM to elect VOSC Board officers.

**Section 6. Regular Meetings of the Board:** The Board of Directors shall determine the frequency and dates of their regularly scheduled meetings.

Notice of regular meetings of the Board of Directors shall be given at least 48 hours before the meeting and such notice shall advise all Directors and the Membership as to the time, place, and general purpose of the meeting. Notice of these meetings issued by the Secretary shall be posted on the bulletin board outside of the VO activity office, distributed by the current method of communication to the Members preceding the meeting and distributed electronically to each Director.

**Section 7. Executive Committee Meetings:** The Officers of the Board of Directors shall constitute an executive committee of the Board so long as the appointment of the executive committee is approved by a majority of all the directors in office. The executive committee, if any, shall determine the frequency and dates of their regularly scheduled meetings.

**Section 8. Special Meetings:** Special meetings of the Board shall be held 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 VO activity office and distributed electronically to each Director at least ten (10) days prior to such special meeting.

**Section 9. Open Meetings:** Meetings of the Corporation and the Board of Directors are open to all Members with the exception of Closed Meetings.

**Section 10. Closed Meetings:** Closed meetings are closed to members of the Corporation if the meeting, or any portion of a meeting, is limited to consideration of one or more of the following:

- (a) Legal advice from the attorney for the Board and the Corporation;
- (b) Pending or contemplated litigation;
- (c) Personal, health, or financial information about an individual Member, an individual employee contracting with the Corporation or an individual employee of a contractor for the Corporation;

(d) Discussion of a Member or club's appeal of any violation cited or penalty imposed by the Corporation.

(e) Any other matters that are authorized by Arizona law applicable to condominium associations to be addressed in a closed meeting.

Notification of a closed meeting of Board of Directors will be posted on the bulletin board outside of the VO activity office.

**Section 11. Member Comments:** Members attending open meetings of the Board may only participate in any deliberation or discussion during a Board meeting when 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. A Member or a Member's designated representative shall be permitted to speak before the Board of Directors takes formal action on an item, such as a motion, under discussion in addition to any other opportunities to speak.

**Section 12. 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, through a motion, any officer or officers, agent or agents of the Corporation, as authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or specific instances.

**Section 2. Disbursement of Funds:** 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 motion of the Board of Directors. The Treasurer, together with a minimum of two alternates, shall be signatories to such instruments. Only the Lifestyle Director or Assistant Lifestyle Director positions or equivalents, may be a signatory on any check, draft or money order. Condominium Board of Directors shall not be a signatory.

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

**Section 4. Books and Records:** The Corporation shall follow Generally Accepted Accounting Principles (GAAP), keep accurate and complete books and records of accounts.

**Section 5. Annual Audit:** An audit of the Corporation shall be made annually by a Certified Public Accountant. The final audit shall be approved, through a motion, by the Board of Directors. A copy of the approved audit report shall be available to the Members and shall be posted in the financial binders in the VO community center, no later than five (5) months after the end of the fiscal year for which the audit 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 Comingling:** Unless otherwise provided, all sums collected by the Corporation, with the exception of Furniture Fixtures and Equipment (FFE) Reserve, Bingo, Memorial and Recreational Activities Capital (RAC) accounts may be comingled 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:

(a) the proposed agreement is approved, through motion, by the Board of Directors, and

(b) a funding source is explicitly identified in the approved annual budget.

The Lifestyle Director's, or equivalent position, spending limit is approved by the Board of Directors at the annual budget meetings.

## **ARTICLE VIII**

### **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and 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 shall keep a record giving the names and addresses of the Active Members entitled to vote.

## **ARTICLE IX**

### **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 determined 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 Active 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 X**

### **INSURANCE POLICIES**

**Section 1. Insurance Policies.** The following insurance policies shall be maintained and adjusted as necessary:

- (a) Commercial General Liability
- (b) Umbrella Liability Policy
- (c) Business, Personal Property Policy
- (d) Directors and Officers Policy

## **ARTICLE XI**

### **AMENDMENTS**

**Section 1. Proposed Amendments.** Amendments to these Bylaws may only be submitted to a vote of the Active Members if the amendment is:

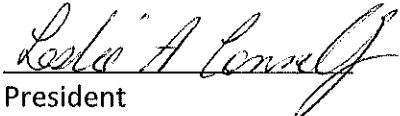
- (a) proposed by the Board of Directors or
- (b) proposed by a written petition signed by at least one hundred (100) Active Members of the Corporation submitted to the Secretary of the Board at least sixty (60) days prior to the date of the AGM or special meeting.

**Section 2. Amendment Approval.** Quorum for a vote to approve an amendment to the Bylaws is 25% of Active Members. The Bylaws of the Corporation may be amended by (a) two-thirds of the votes cast by the Active Members or (b) a majority of all the Active Members, whichever is less, at a properly called meeting in accordance with these Bylaws.

### CERTIFICATION

The President and Secretary hereby certify these Amended and Restated Bylaws were approved by the required number of Active Members of the Corporation.

Dated at Mesa, Arizona this 19th, day of March, 2024

  
President

  
Secretary

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