

REC'D OCT 03 2002

CONSTITUTION AND BY-LAWS OF SUN CITY WEST GARDEN CLUB

Article I - General

Section A: Name of Organization

This organization shall be known as the Sun City West Garden Club

Section B: Purpose of Organization

The purpose of this organization (hereafter referred to as the Club) shall be to promote interest in and disseminate knowledge of gardening and horticulture, including indoor and outdoor plants and vegetation, landscaping and in general all areas relating to gardening and planting.

Section C: These Bylaws willfully comply with the Recreation Centers of Sun City West, Inc., Articles of Incorporation, Bylaws, and Rules, Regulations and Procedures for Chartered Clubs. In the event of a conflict between these Bylaws and the above stated governing documents of the Recreation Centers, the Recreation Centers' documents shall prevail.

Section D: This Chartered Club shall be operated as a non-profit organization in accordance with applicable Arizona and Internal Revenue Tax Exempt Codes, and the Bylaws of the Recreation Centers.

Article II - Membership

Section A: Membership shall be open to all members in good standing of the Recreation Centers.

Section B: There shall be no preconditions for membership, nor will members be required to join any national, state or regionally affiliated organization.

Section C: In addition to Guest Privileges as specified in the Rules, Regulations and Procedures, Chapter 3, Section 2 (a)(b)(c)(d), Non-Recreation Card Holder Guests may be invited only by individual Club members. THERE MAY NOT BE AN OPEN PUBLIC INVITATION.

The number of Non-Recreation Card Holder Guests per event that an individual member may host shall be limited to four (4) with a maximum of twelve (12) events per year.

Non-Recreation Card Holder Guests must be accompanied by their Club member host.

Section D: Dues - The amount of dues for each member will be determined annually on the recommendations of the Club Board and approved by a majority vote of the Club members attending the meeting after a quorum has been established.

Section E: Disciplinary Actions - Members who are abusive, and blatantly create turmoil, disruption, or dissension among Club members, may be recommended for Club disciplinary action, as follows:

1. First Offense - a written warning from the Club.
2. Second Offense - a short-term suspension by the Club, in writing.
3. Third Offense - a longer term suspension by the Club, and
4. Fourth Offense - termination recommended by Recreation Centers' General Manager to the Governing Board.

Any suspension or terminated Club member has the right to appeal to the Governing Board. (See Chapter 2, Paragraph 2.d. of the Rules, Regulations and Procedures).

Article III - Officers

Section A: The Club Board shall consist of (at a minimum) a President, a Vice-President, a Secretary and a Treasurer.

Newly elected or appointed officers, within fourteen (14) business days of taking office, will attest that they have read and understand the Association's Rules, Regulations and Procedures for Chartered Clubs by signing the Form CR-5 (New Club Officers and Rules, Regulations and Procedures for Chartered Clubs Affirmation Report) and forwarding it to the office of the Senior Manager-Leisure Services.

Section B: The Club Board shall be elected by a majority vote of the Club's membership at the Club's annual meeting after a quorum is established and shall serve without compensation. An officer normally may not serve as an independent contractor. (See Rules, Regulations and Procedures, Chapter 4, Section 5.k).

Section C: Terms in office and responsibilities of officers.

Terms of office for each officer and Board member shall be one year. These officers shall assume office on the first of January following their election at the meeting in December of each year.

Section D: Whenever a vacancy occurs in the Club Board, the remaining members of the Club Board shall appoint a successor to serve for the remainder of the year. Any vacancy in the office of President shall be filled by the Vice-President.

Section E: During the temporary absence of an elected Board member(s) provided in Section A above, the President may appoint an alternate Board member(s).

Section F: Duties of Officers

President - The President shall preside at regular Club meetings and at Club Board meetings and shall be responsible for compliance with these Bylaws. He shall appoint the chairman of all committees; call special meetings; sign all authorized documents and perform such other duties as are incident to the office.

Vice-President - The Vice-President shall assist the President in his duties, act for the President in case of his absence or disability, succeed to the office of President in case of vacancy.

Secretary - The Secretary will serve as recorder of the Club, keep minutes of meetings; keep a register of all members of the organization; publish notices of all meetings and perform other duties as are incident to the office.

Treasurer - The Treasurer will be the custodian of all funds of the Club and will be the disbursing agent of the Club. The Treasurer shall keep a correct account of all receipts and expenditures; shall have custody of all books, documents and vouchers pertaining to this office.

Article IV - Meetings

Section A - Meetings of the Club shall be held each month, with the exception of June, July and August.

Section B - Regular business meetings will be held each month at the regular scheduled time and place unless membership is notified otherwise by the President (except June, July and August). Minutes will be taken by the Secretary to document all business sessions, and approved by the Club President. Minutes, as well as other pertinent administrative records, will be retained for a period of three (3) years.

Section C: Voting and Quorum Requirements

The nomination of officers shall be made by a Nominating Committee appointed by the President and approved by the Club Board. The slate of the Nominating Committee shall be reported to the Club at the November meeting. Additional nominations for any elective office may be made at this meeting, providing the nominee agrees to serve. The nominee receiving the highest number of votes cast for each vacancy shall be deemed elected.

Matters that are brought up to a vote of the general membership shall be decided by a simple majority, a quorum being present (except a two-thirds vote required for amending Bylaws).

Club Board meetings require 50% of Board members to be in attendance. For assistance to Parliamentary procedures, refer to Roberts Rules of Order. Stated Bylaws provisions take precedence over Roberts Rules; i.e. anything not stated in the Bylaws shall be referred to Roberts Rules for Parliamentary Rule.

Article V - Financial

Section A: Financial records shall be retained for a period of seven (7) years (prior to current year).

Section B: Any expenditure in excess of 500 dollars (\$500) from Club funds shall require a vote of approval by the membership.

Section C: Petty cash expenditures shall be limited to \$15.00.

Section D: Financial records must be audited on a yearly basis by individuals other than those elected to the Club Board. The results of the Report of Audit will be presented to the general membership and duly recorded in the applicable minutes of such meeting. A copy will be provided to the office of the Senior Manager-Leisure Services.

Article VI - Committees

Section A: Committees and/or chairpersons may be elected by the general membership or appointed by the Club Board.

Section B: Permanent standing committees, at a minimum, will include Safety and Audit.

Section C: Other standing committees shall be:

Program
Public Relations
Greenhouse
Membership

Program Chairman - The Program Chairman shall make arrangements for guest speakers, presentations, programs, and field trips.

Public Relations - The Public Relations Chairman will publicize meetings, functions and the various activities of the Club.

Greenhouse - The Greenhouse Chairman will be responsible for the overall operation of the greenhouse, including (but not limited to) compliance with applicable operation regulations, standards and procedures.

Membership - The Membership Chairman shall endeavor to increase membership through all appropriate means.

Auditing - The Auditing Committee shall be appointed by the Board. The duty of this committee will be to review the records of the Secretary and the Treasurer as to accuracy and completeness and to make appropriate recommendations to the Board.

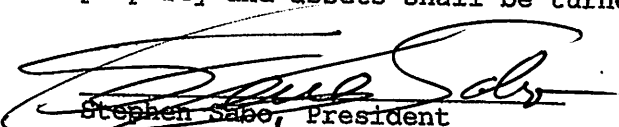
Article VII - Amendments

To amend the Bylaws of this Club will require a two-thirds vote of the membership present at a meeting specifically called for such purpose, a quorum being present. Procedures for filing amendment(s) are as follows:

1. The Recreation Centers Senior Manager-Leisure Services shall review the proposed amendment(s) prior to submittal to the Club membership.
2. The Proposed amendment(s) shall be well publicized to the membership one (1) month prior to the vote. All amendments must be voted upon and approved by a quorum of the membership. *
3. A complete revised set of the Club's Bylaws will be submitted to the Recreation Centers' Senior Manager-Leisure Services for final approval. The amended Bylaws require the approval of the Recreation Centers' General Manager prior to implementation. The results and date of the membership vote should be duly noted on the submittal document.

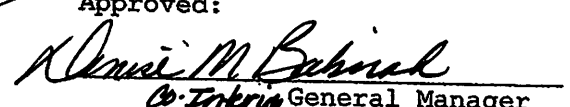
Article VIII - Dissolution


Prior to Club dissolution (after all debts are satisfied) all property and assets shall be turned over to the Recreation Centers.


Stephen Sabo, President

10-3-02
(date)

Approved:


W. Ineria General Manager


10-4-02
(date)

*A quorum is the minimum attendance at a Club membership meeting necessary to conduct elections, to approve bylaws or to approve budgets. A quorum shall be ten (10) percent of the Club membership with a minimum of 20 and a maximum of 100.

Changes approved by quorum at October 1, 2002 General Meeting.