

**BYLAWS
THE FITNESS CLUB
Sun City West, Arizona**

RECEIVED
MAY 24 2010
Per _____

ARTICLE 1 – GENERAL

Section A – Name of Organization. This club shall be known as The Fitness Club (“Club”).

Section B – Purpose of Organization. The purpose of The Fitness Club is to promote good health through a program of exercise taught by certified instructors and choreographed to music and fellowship among the members.

Section C – These Bylaws will fully comply with the Recreation Centers of Sun City West, Inc., Articles of Incorporation, Association 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’ document shall prevail.

Section D – This Chartered Club shall be operated as a nonprofit 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 other precondition for membership, nor will members be required to join any national, state or regionally affiliated organization.

Section C – Guest privileges are specified in the Rules, Regulations and Procedures, Chapter 3, Section 2 (a)(b)(c)(d).

Full Guest Privileges are available to Resident Guests. See Rules, Regulations and Procedures, Chapter 3, Section 2 (a).

Non-resident Guests may attend events on a space available basis only.

A Recreation card holder may attend a maximum of 6 times per year before being required to join the Club. A non-recreation card holder may attend as a guest a maximum of 6 times per year.

Section D – Dues. The amount of dues for each member will be determined annually on the recommendation of the Club Board and approved by a majority vote of the Club members attending the meeting after a quorum¹ has been established.

¹ 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.

Class Fees. The class fee structure will be determined annually on the recommendation of the Club Board and approved by a majority vote of the Club members attending the Fall (third) general meeting after a quorum has been established. Members, subcontractors or class instructors may not offer any changes, variations and/or discounts to Club dues or fee structures without having received prior approval from a quorum of the Club Board and approval of the membership.

Section E – Disciplinary Actions.

Members who are abusive, project an undesirable or inappropriate image, is vulgar, or who unnecessarily and blatantly create turmoil, disruption and dissension among Club members, other Clubs or the Recreation Centers of Sun City West in general may have their Club membership temporarily suspended. Severe cases of adverse behavior, as described above, may be cause for suspension of Club membership rights and privileges.

Disciplinary actions will be taken as follows:

1. First Offense, a written warning from the Club,
2. Second Offense, a short term suspension by the Club,
3. Third Offense, a longer term suspension by the Club (not to exceed two weeks), and
4. Fourth Offense, termination recommended by Recreation Centers' General Manager to the Governing Board.

Any suspended or terminated Club member has the right to appeal to the Governing Board (see Chapter 3, Paragraph 1.g of the Rules, Regulations and Procedures).

Section F – Privileges. All members in good standing shall be entitled to:

1. Attend membership meetings of the Club and cast one vote on each matter coming before the meeting, including the election of officers.
2. Participate in the social events of the Club.
3. Inspect the records of the Club.
4. Receive a copy of the Bylaws and the current activity program.
5. Petition the President, in the form of a written request signed by a quorum of the membership, on an issue.

Section G

Any commercial advertising or flyers of Club activities must be in compliance with RR&P's, Chapter 3, page 18, Section F. 1 & 2.

ARTICLE III – OFFICERS (CLUB BOARD) AND BOARD OF DIRECTORS

Section A

1. **The Club Board.** The Club Board shall consist of (at a minimum) a President, a Vice-President, a Secretary, and a Treasurer in order to retain their Charter. All Club members are eligible to be officers.

2. The Club Board of Directors. The Club Board of Directors shall consist of the Clubs officers (Club Board) and one class representative elected from each of the Club's classes to serve as a member of the Club Board of Directors. The elected class representative will serve without monetary compensation and shall submit their name(s) to the Club Secretary. Should there be more than one (1) representative elected by a class, only one may serve and/or vote at any regular or special meeting of the general membership or Board of Directors.

Section B – Election Procedures for Officers (Club Board) and Board of Directors.

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).

Newly elected or appointed officers, within fourteen (14) business days of taking office, shall 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 Affiliation Report) and forwarding it to the office of the Recreation Activities Manager.

The Club Board of Directors shall consist of the Officers/Committee elected by the membership and one class representative elected from each of the Club's classes to serve as a member of the Club Board of Directors. (See Article III (A)(2)).

The election may be held at the fall membership meeting in November. The elected officers shall be installed and shall assume their duties on the first of January following their election at the November general meeting.

Section C – Terms of Office and Responsibilities of Officers/Club Board and Board of Directors.

Club officers and Class Representatives shall be elected to serve for a term not to exceed one year. Club officers shall assume office on the first of January following their election at the November general meeting. Class Representatives shall assume office on the first of January following their election at a November class meeting.

All officers and Class Representatives shall perform their duties as specified in these Bylaws and shall deliver to their successors all materials pertaining to their offices within ten (10) days after January first.

The President shall:

1. Act as chairperson of all special committees deemed necessary. All committee chairpersons shall be members of the Board of Directors with the exception of the nominating committee and the chairperson of the auditing committee.
2. Be ex-officio member of all committees, with the exception of the nominating and auditing committees for a term not to exceed one (1) year.
3. Present a nominating committee as appointed by the Class Representatives for approval of the general membership.

4. Submit Form CR-6 (Chartered Club Activity Calendar) for the next full year on May 1 – 15 and CR-14 (Facility Reservation Request or Cancellation) Forms as needed during the current year to the office of the Recreation Activities Manager.
5. Complete the Form CR-8 or CR-8A (Independent Contractor Agreement) for each instructor retained by the Club for the fiscal year (July 1 – June 30) and submit to the office of the Recreation Activities Manager.
6. Perform such other duties as are determined to be indicative to the office of President.

The Vice-President shall:

1. Assist the President in executing the duties of the office and shall assume the duties of the President in the absence of the President.
2. Assume the Presidency in the event the President is unable to complete the term of office.

The Secretary shall:

1. Record the proceedings of the meetings of the Board of Directors and the Club meetings.
2. Distribute the correspondence of the Club as directed by the President.
3. Call meetings to order in the absence of the President and Vice-President and preside over the elections of temporary presiding officers.
4. Properly record amendments to the Bylaws.
5. Preserve all records for a minimum of three (3) years.
6. Appoint an Assistant Secretary if needed to assist with the Secretary's duties.

The Treasurer shall:

1. Be the custodian of the funds of the Club.
2. Pay all bills promptly.
3. Keep an accurate report of receipts and expenditures.
4. Give a comprehensive report at each Board of Directors meeting and at each business meeting of the Club.
5. Close the books no later than December 31, and submit them to the auditing committee within fifteen (15) days.
6. Submit a written report, properly audited, to the incoming President for approval by the Board of Directors.
7. Submit Form CR-7 (Annual Financial Statement) to the office of the Recreation Activities Manager by February 1 for the preceding calendar year.
8. Submit Form CR-15 (Annual Membership Roster) as of December 31 to the office of the Recreation Activities Manager by February 1 for the preceding calendar year.
9. Appoint an Assistant Treasurer if needed to assist with the Treasurer's duties.

Class Representative(s) shall:

1. Oversee and/or maintain up-to-date class attendance cards or other class attendance records as appropriate for each class.
2. Be responsible for insuring that all monies/membership records, etc. are received by the club Treasurer.
3. Each September it shall be the responsibility of the Class Representative(s) to appoint a member, from the class they represent, to the nominating committee.

4. Serve as or appoint an appropriate number of door personnel for the selling of tickets, processing new members or membership renewals, performing the duties listed in 1 through 3 above, and/or other activities or duties necessary to ensure the classes smooth operation.

Section D – Other (vacancies in office, impeachment)

Vacancies in Office: Vacancies in an elected office shall be filled through appointment by the President and confirmed by a majority vote of the Club Board of Directors for the duration of the original term. The Vice-President shall accede to the office of President in case of a vacancy.

A member appointed to fill a vacancy in an elective office, which is active in that office for a period of five (5) months or longer, shall be deemed to have served a full term.

Impeachment: To impeach an officer, Robert's Rules of Order must be followed. If the impeachment is successful, the election of a new officer must follow immediately.

Section E

It is the responsibility of each officer to pass the Rules, Regulations and Procedures (RR&P's) book on to their successor.

Article IV – Meetings

Section A

General Membership Business Meetings:

There will be a general membership meeting conducted during each quarter of the calendar year.

Board of Directors Regular Meetings.

The Club's Board of Directors will meet as needed to ensure Club business is kept current.

Special Meetings of the General Membership:

Special meetings of the General Membership may be called by the President as the President deems necessary, or shall be called upon written request signed by either one third (1/3) of the Board of Directors membership or twenty (20) of the Club membership.

Special Meetings of the Board of Directors:

Special meetings of the Board of Directors may be called at any time by the President or by three (3) Directors. The persons authorized to call a special meeting may fix the time and date.

Section B

Provisions for Calling and Recording Meetings:

1. Written notice of all general membership meetings shall be posted on a bulletin board or displayed at the check-in table at each class thirty (30) days before the date of the meeting. The notice shall contain the purpose of the meeting.
2. 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:

1. Membership and Club Board of Directors Meetings. There will be a minimum of four (4) general membership meetings conducted each calendar year. Meetings of the Board of Directors will be called as needed to ensure Club business is kept current.
2. Quorum² for Membership Meetings and Club Board Meetings.
 - Ten percent (10%) of the Club membership with a minimum of 20 and a maximum of 100 shall constitute a quorum when present at the regular or special general membership meetings. A majority vote shall be sufficient to determine any matter and to conduct any business except matters related to Bylaws, elections or budgets which requires a two-thirds vote of the membership present.
 - A quorum for the transaction of business of the Club Board shall be three (3) members, one of who must be the President or Vice-President.
 - A quorum for the transaction of business of the Club Board of Directors shall be six (6) members, one of who must be the President or Vice-President.
3. Reference to Roberts Rules of Order for Assistance in Parliamentary Procedures. The Club shall refer to Robert's Rules of Order for assistance in parliamentary procedures. *Please note that stated Bylaw provisions take precedence over Robert's Rules, i.e., anything not stated in the Bylaws shall be referred to Robert's Rules for parliamentary rule.*

² 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.

Article V – Financial

Section A

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

Section B

Approval by the Board of Directors must be obtained for any expenditure in excess of five hundred dollars (\$500). (Only expenditures of fifteen dollars (\$15) or less can be paid by petty cash.) (See Rules, Regulations and Procedures, Chapter 4, Paragraph 4b(1)(d).)

Section C

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 Recreation Activities Manager.

Section D

Signatures of the President and Treasurer must be on file with the financial institution used by the Club. Checks can be signed by the Treasurer or the President. Expense checks in excess of \$500.00 require the signature of both the Treasurer and the President.

Section E

Any contracts for instructors will be handled in compliance with Chapter 4, Paragraph 5, and 5.a. through 5.d. of the RR&P's. Each contract must be renewed on a yearly basis and a copy of each sent to the Recreation Activities Manager for approval.

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, shall include Safety and Audit.

The Safety committee will consist of the elected Class Representatives or their designee(s). A member of the Safety committee shall be present at each class and will ensure that class size does not exceed Fire Code Regulations and that the class area is safe and free of hazards. Any unsafe conditions shall be promptly reported to the facility supervisor for resolution.

An Audit committee appointed each year by the Board of Directors would remain in force until relieved by the next incoming Board of Directors. The responsibilities of the Audit committee are set forth in Article V, Section C.

Section C

1. A nominating committee shall be formed in September and will consist of one member from each of the Club classes appointed by the Class Representative, plus one additional member who will be appointed by the President. The nominating committee shall elect a member to serve as chairperson.

2. The nominating committee shall present a slate of one or more candidates for each office with prior consent of the candidates. The slate is to be posted on a Club bulletin board and posted in each class no less than three (3) weeks prior to election day.

Section D

The President shall appoint a chairperson to organize a social committee to plan celebration events and other Club social functions.

Section E

The outgoing President shall act as an advisor to the newly elected President and be the ex-officio to the Board of Directors for the following year.

Article VII – Amendments

To amend the Bylaws of this Club requires 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' Recreation Activities Manager shall review the proposed amendments prior to submittal to the Club Membership.
2. Proposed amendments 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
3. A complete revised set of the Club's Bylaws will be submitted to the Recreation Centers' Recreation Activities Manager for final review. The amended Bylaws require the approval of the Recreation Center's General Manager prior to implementation. The results and date of the membership vote should be noted on the submittal document.

³ 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.

Article VIII – Dissolution

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

In the event that incurred debts are not satisfied by Club assets, members may not be held liable.

Shirley Miller
Signature of President
PRINT: Shirley Miller

11-16-10
Date

Approved: [Signature]
Signature of General Manager
PRINT: M. WHITING

11-22-10
Date

CK
6-3-10

- Revised: September 2000
- Revised: November 2000
- Revised: May 2001
- Revised: February 2007
- Revised: May 2010