

Restated and Amended

Comment [JDH1]: - No changes made to document other than Docket and Page numbers (jg)

BY-LAWS

OF

Green Valley Resort Homes Association, Inc.

WHEREAS, Article XII, Section 1, Amendments, provides that these By-Laws may be amended by a vote of the majority of the Members at a duly held meeting at which a quorum is present, provided that all amendments are consistent with the recorded Declaration and articles of Incorporation of the Association; and

WHEREAS, it is the desire of the owners to amend and restate the By-Laws of the Association;

NOW, THEREFORE, upon a vote of fifty-one percent (51%) of the owners, the By-Laws of the Association and any and all amendments made thereto, shall be null, voided and these Restated and Amended By-Laws shall amend and supercede said By-Laws.

ARTICLE I DEFINITIONS AND APPLICABILITY

Section 1. Unless context otherwise specified or requires, the words and phrases used in these By-Laws shall have the same meaning as defined in Article I of the Declaration of Covenants, Conditions and Restrictions of Green Valley Resort Homes Association, Inc., recorded in [Docket 10697](#) at [Pages 1859](#) through [1878](#) in the office of the County Recorder of Pima County, Arizona (hereinafter "Declaration"), as may be amended from time to time.

Section 2. Notwithstanding Section 1 of this Article, "Common Properties" shall mean and refer to any properties, real or personal, now owned or which may hereafter be acquired and held by the Association for the common benefit and enjoyment of the members of the Association, including but not limited to the Common Areas on the Plat.

Section 3. The provisions of these By-Laws shall be applicable to the property which shall include all buildings, and acquisition of rental of any dwelling unit will signify that these By-Laws were accepted, ratified and will be adhered to by such purchase or lessee.

ARTICLE II

PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT

Section 1. Each member shall be entitled to the use and enjoyment of the Common Properties as regulated by the Declaration and these By-Laws.

Section 2. Any Member may grant his rights of enjoyment in the Common Properties to the members of his immediate family who reside upon the Properties or to any of his tenants who reside thereon, and subject to any limitations as may be set forth in the Declaration and these By-Laws. The rights and privileges of such persons are subject to suspension to the same extent as those of the Member.

Section 3. The Board of Directors may adopt and publish rules and regulations governing the use of the Common Properties, and the personal conduct of any person thereon.

ARTICLE III

ADMINISTRATION

Section 1. The Association shall have the responsibility of administering the Common Properties, approving the annual budget, establishing and collecting assessments together with such other responsibilities as set forth in these By-Laws and the Declaration. In general, the Association shall be the representative of each Member for every problem which affects more than one Dwelling Unit.

Section 2. The order of business at all regular annual meetings of the Association shall be as follows:

- A. Roll call
- B. Proof of notice of meeting or waiver of notice
- C. Reading of the minutes or waiver of notice
- D. Report of officers
- E. Report of committees
- F. Election of Directors
- G. Unfinished business
- H. New Business

ARTICLE IV
ELECTION AND VACANCY OF DIRECTORS:
NOMINATING COMMITTEE: ELECTIONS COMMITTEE

Section 1. Election to the Board of Directors shall be by written ballot. At such election, the Members entitled to vote may cast as many votes as they are entitled to exercise under the provision of Article IV of the Declaration. The person(s) receiving the largest number of votes shall be elected to the vacant directorship or directorships. Cumulative voting is not permitted.

Section 2. Nominations for election to the Board of Directors shall be made by a Nominating Committee, which shall be one of the Standing Committees of the Association.

Section 3. The Nominating Committee shall consist of a Chair and two or more Members of the Association.

Section 4. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of offices to be filled. Such nominations shall be made from among members of the Association.

Section 5. All elections to the Board of Directors shall be made on a written ballot, which shall be prepared in advance and contain:

- A. A description of the directorship to be filled.
- B. The names of those nominated by the Nominating Committee for such offices; and
- C. A space for a write-in vote for each office.

Section 6. The ballot shall be mailed by the Secretary to the Members at the last address reported to the Secretary by each Member at least **thirty** (30) days in advance of the annual meeting.

Section 7. The Board of Directors, other than the initial board of Directors, shall be comprised of five (5) Directors, each serving a three-year term. The first Board of Directors to be elected by the general membership shall be comprised of two members serving a three-year term, two members serving a two-year term, and one member serving a one-year term. New Directors will be elected at each annual meeting thereafter to fill the vacancies occurring due to the completion of terms of office.

Section 8. In the event any member of the Board of Directors of the Association is absent from three (3) consecutive meetings of the Board of Directors, while in residence in Green Valley, the Board may, at the meeting during which a third consecutive absence occurs, declare the office of said absent Director to be vacant. Any vacancy shall be filled by a vote of the Board of Directors.

ARTICLE V
POWERS, AUTHORITY AND DUTIES
OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have all the powers of an Arizona non-profit corporation, subject only to such limitations upon the exercise of such powers as are expressly set forth in the Association's Articles of Incorporation, these By-Laws and the Declaration. The Board shall have the power to do any and all lawful things which may be authorized, required or permitted to be done by the Association under and by virtue of said Article, these By-Laws and the Declaration, and to do and perform any and all acts which may be necessary or proper for or incidental to the exercise of any of the express powers of the Association. Without in any way limiting the generality of any of the foregoing provisions, the Board shall have the power and authority at any time to do the following:

- R. Care, upkeep and supervision of the common Properties and facilities as set forth in the Declaration. The Board shall determine all maintenance and repair expenses on the basis of at least three (3) independent bids, wherever possible. Bids shall be submitted by reputable contractors or persons in the business of performing said maintenance and repairs. The Board shall select the best bid, which need not be the lowest bid and the Board's decisions in this regard shall be final and conclusive.
- S. To establish, assess, and collect dues, fines and assessments.
- T. To determine and dismiss personnel necessary for the maintenance and operation of the Common Properties.
- U. To maintain insurance coverage as provided for in Article IX of the Declaration and, if appropriate, use the insurance proceeds to repair and replace any damage or destruction of property, real or personal, covered by such insurance.
- V. To grant and convey to any person easements, rights-of-way, parcels or strips of land in, over, or under any Common Properties for the purpose of constructing, erecting operating, or maintaining thereon, therein, and there under (1) roads, streets, walks, driveways, parkways, and parking areas; (2) temporary overhead or permanent underground lines, cables, wires, conduits, or other devices for the transmission of electricity for lighting, heating, power, telephone, cable TV and other purposes; subject, however, to the provisions in Article V, Section 4 of the Declaration; (3) sewers, storm drains and pipes; and (4) any similar public or quasi-public improvements or facilities.
- W. To retain and pay for legal and accounting services necessary or proper in the operation of Common Properties and facilities, enforcement of these By-Laws and the Declaration, or in any of the other duties or rights of the Association.

- X. To maintain and repair any private water systems, drainage and other easements, roads, roadway, roadway rights-of-way, parking lots, median strips, entry details, walls or other areas not maintained by governmental entities.
- Y. To obtain or pay for, as the case may be, any other property or services, which the Board of Directors deems necessary including security services for the Common Properties and facilities.
- Z. To enter at any reasonable time upon an exterior portion of any dwelling unit for the purpose of carrying out its duties and obligations for exterior maintenance and landscaping.
- AA. To regulate the use and provide for appropriate safety measures for all private roadways and parking areas.
- BB. To select and employ a trust company or bank or property management company to collect and disburse funds of the Association under such terms and conditions approved by the Board.
- CC. The Board of Directors shall have the authority to require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate bonds. The premiums for such bonds shall be paid by the Association.
- DD. To call special meetings of the Association whenever it deems necessary or upon written request of ten percent (10%) of the voting membership.
- EE. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or any special meeting of the Board of Directors called for such purpose.
- FF. To appoint all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require them such securities or fidelity bonds, as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officers, or Directors of the Association in any capacity whatsoever.
- GG. The Board of Directors shall have the exclusive authority to make payments out of the Association's funds for the benefit of each homeowner; this authority shall include but shall not be limited to the following:

1. Utility services for the Common Areas.
 2. All goods, materials, supplies, labor services, maintenance, repair, alteration, reconstruction, and insurance which the Board of Directors is authorized to obtain and pay for pursuant to these By-Laws and the Declaration or which are authorized by the Members of the convenient operations of the Common Properties.
 3. If required by the laws of the State of Arizona, or any other governmental body of authority having jurisdiction over the property, e.g., real estate taxes on Common Areas, worker's compensation insurance with limits as required by law.
 4. Professional management services as provided herein, legal, accounting, and other services contracted for by the Board of Directors, if it is deemed necessary by them for the operation and maintenance of the Common Properties, protection of any of the Common Properties or to be in the best interest of the members.
 5. Maintenance and repairs of any dwelling unit, if such maintenance or repair is necessary in the discretion of the Board of Directors to protect the Common Properties, and any Owner has failed or refused to perform such maintenance or repair within a reasonable time after written notice of the necessity of said maintenance or repair has been delivered by the Board of Directors to said Owner. In such event, the Board of Directors shall levy and collect a special assessment against such Owner for the cost of said maintenance or repair.
 6. All costs of enforcing the provisions of these By-Laws and the Declaration, including attorney fees and court costs, provided that all costs incurred for the enforcement of the provisions of these By-Laws and Declaration against any owner shall be assessed against the Owner in violation thereof.
 7. All premiums for liability insurance for the Common Areas in amounts established by the Board in compliance with the Covenants, Conditions and Restrictions of the Association.
- Q. To exercise for the Association, all powers, duties, and authority vested in or delegated to this Association except those reserved to the Members.

- R. No Member of the Board of Directors shall be personally liable to any Member or his assigns for any damage, loss or prejudice suffered or claimed on account of any act or omission of the Association, its representatives or employees provided that such Board member has, upon the basis of such information as may be possessed by him, acted in good faith.

Section 2. Duties of the Board of Directors

- A. To prepare the annual operating budget for the Association.
- B. To maintain a record of all actions taken by the Board and present a statement thereof at the annual meeting of the Association.
- C. To supervise all officers, agents, and employees of the Association.
- D. To establish semi-annual maintenance assessments based upon an operating budget adopted by the Board and collect such assessments due from the Owners in a timely manner. The first semi-annual assessment shall be due on January 1 and the second semi-annual assessment shall be due on or before the 1st day of July of each and every year.
- E. To promulgate Rules and Regulations pertaining to the use and maintenance of the Common Properties as may be deemed proper and which are consistent with these By-Laws and the Covenants, Conditions, and Restrictions.
- F. To enforce the obligations of the Unit Owners and to do everything necessary and proper for the sound management of the Association, including but not limited to bringing or defending lawsuits to enforce the Covenants, Conditions, and Restrictions, these By-Laws, the Articles of Incorporation and the Rules and Regulations of the Association.
- G. If appropriate after notice and hearing, to impose fines and penalties on an Owner for violations of the Covenants, Conditions and Restrictions, By-Laws, Rules and Regulations and Articles of Incorporation of the Association.
- H. In relation to the dues and assessments:
 - 1. To prepare a roster of the Owners of the lots and the assessments applicable thereto. Such roster to be kept in the office of the Association.
 - 2. To send written notice to each Owner of dues, fines or assessments which become due to the Association.
 - 3. To issue, upon demand by any member, a receipt setting forth whether any dues or assessments from that Owner have been paid.

- I. Procedures for enforcement:
 1. **Demand.** Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying: (a) the alleged violation; (b) the action required to abate the violation and either a time period, of not less than ten (10) days, during which the violation of the same rule may result in the imposition of sanctions after notice and hearing if the violation is not continuing.
 2. **Continuing Violations.** For purpose of this Section, each day a violation continues after notice to cease has been given by the Board to the Owner shall constitute a separate violation.
 3. **Notice.** Within one month of such notice, if the violations continue past the period allowed in the notice for abatement without penalty, or if the same rule is subsequently violated, the Board shall serve the violator with written notice of a hearing to be held by the Board in executive session. The notice shall contain (a) the nature of the alleged violation; (b) the time and place of the hearing, which time shall be not less than ten (10) days from the giving of the notice; (c) an invitation to attend the hearing and produce any statement, evidence, and witnesses on his behalf; and (d) the proposed sanction to be imposed, which may include the imposition of a fine of not more than \$100 for any one violation.
 4. **Hearing.** The hearing shall be held in executive session pursuant to this notice affording the member a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of notice and the invitation to be heard shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice together with a statement of the date and manner of delivery is entered into the minutes by the officer or director who delivered such notice. The notice requirement shall be deemed satisfied if a violator appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.
 5. **Collection.** Collection of any fines may be enforced against any unit Owner in the same manner as the collection of delinquent assessments.

ARTICLE VI

DIRECTOR'S MEETINGS

Section 1. A regular meeting of the Board of Directors shall be held at least two times a year. Additional meetings may be called by the President, if desired or necessary, to conduct the business of the Association.

Section 2. Special meetings of the Board of Directors shall be held when called by the President, Vice-President, or by two (2) Directors, after three (3) days' notice to each Director.

Section 3. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice of the quorum is present, and, if either before or after the meeting, each of the Directors not present signs a written Waiver of Notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Association's records and made part of the minutes of the meeting.

Section 4. The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have same effect as though taken at a meeting of the Directors.

Section 5. The majority of the Board of Directors shall constitute a quorum thereof.

Section 6. To keep the Owners advised of Board of Directors meetings, notice of meetings shall be posted at the pool one (1) week prior to the meeting. Such additional notices shall be given from time to time by the Board, as it deems necessary.

ARTICLE VII

OFFICERS

Section 1. The officers shall be a President, a Vice-President, a Secretary, and a Treasurer elected from the members of the Board of Directors.

Section 2. The officers shall be elected by a majority vote of the Board of Directors.

Section 3. The officers of the Association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year, unless he resigns, is removed, or is otherwise disqualified to serve the full term of office.

Section 4. Any officer may be removed from office by the Board of Directors. Any officers may resign at any time by giving written notice thereof to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such

notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. A vacancy in any office may be filled by appointment by a majority of the members of the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out, and sign all leases, mortgages, deeds, and all other written instruments. The President shall be an ex-officio member of all standing committees.

Section 7. The Vice-President shall perform all the duties of the President in his absence.

Section 8. The Secretary shall be the ex-officio Secretary of the Board of Directors; shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall keep the records of the Association and shall record in a book kept for that purpose the names of all Members of the Association, together with their addresses as proved by such Members. If a Management Company is hired/retained by the Association, these duties shall be performed by the Management Company and the Association Secretary will oversee such performance of duties.

Section 9. The Treasurer shall receive and deposit in bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution by the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. If a Management Company is hired/retained by the Association; these duties shall be performed by the Management Company and the Association Treasurer will oversee such performance of duties.

Section 10. The Treasurer shall keep proper books of account and submit the Association books to an audit at the completion of each calendar year. If a Management Company is hired/retained by the Association, these duties shall be performed by the Management Company and the Association Treasurer will oversee such performance of duties.

Section 11. Checks drawn on the Association bank accounts and/or promissory notes must be signed by two officers of the Association or if a Management Company is hired/retained, the Management Company shall prepare the checks to fulfill the obligation of the Association and the Treasurer or another authorized officer shall sign the checks.

ARTICLE VIII COMMITTEES

Section 1. The standing committees of the Association shall be:

The Nominating Committee
The Maintenance Committee
The Audit Committee
The Architectural Committee
The Finance Committee
The Pool Committee

Unless otherwise provided herein, each committee shall consist of a Chair and two or more members and may include a member of the Board of Directors with the exception of the Audit Committee. The committees shall be appointed by the Board of Directors within **thirty** (30) days following each annual meeting to serve until their successors are appointed. The Board of Directors shall form such other committees, as it deems desirable.

Section 2. The Nominating Committee shall have the duties and functions as described in Article IV.

Section 3. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair, or improvement of the Common Properties of the Association and shall perform such other functions as the Board of Directors, in its discretion, determines.

Section 4. The Audit Committee shall prepare an annual report of the Association's books and records, and provide a copy of this report to the membership at its annual meeting.

Section 5. The Architectural Control Committee, comprised of three (3) or more owners appointed by the Board, shall approve or disapprove plans and specifications for any structures to be erected on any lot and any action relative thereto.

- A. No building, fence, wall or other structure shall be commenced, erected or maintained on any lot, nor shall an exterior addition to or change be made until the plans and specification showing the nature, kind, shape, height, materials, color and location of the same shall have been submitted to and approved in writing by the Board upon recommendation of the Architectural Control Committee.
- B. The Architectural Control Committee shall advise the Board of necessary action on any proposals, programs or activities, which may adversely affect the residential value of the properties.
- C. All plans must meet the following minimum criteria and such further criteria as the Board or Committee promulgates.
 - 1. be in accordance with the provisions of this Declaration and written rules and regulations of the Board or Committee.

2. have the location, style of architecture, exterior color schemes, height, and/or location of exterior lights, in harmony with the general surroundings of the building or structures or proposed buildings or structures on any lot subject to these covenants.
 3. be in sufficient detail to permit the Board or Committee to make its determination.
 4. be complete and sufficient for submission to the Pima County Building Department for issuance of a building permit.
- D. The Architectural Control Committee shall submit its recommendations to the Board for its approval decision, which shall be final and binding.

Section 6. The Finance Committee shall prepare an annual budget with an annual balance sheet statement. The budget and balance sheet statements shall be presented to the membership at its regular annual meeting. The Treasurer shall be Chair of the Finance Committee.

Section 7. The Pool Committee shall oversee the care and upkeep of the pool; shall recommend to the Board necessary repairs and/or purchases of furniture and shall be involved in the selection of the furniture. It shall further take whatever measures are necessary, within the budget limitations and with Board approval, to maintain the pool areas and provide for the health, welfare, safety, and pleasure of those using the pool and the pool area.

Section 8. The Management Company, on behalf of the Board, shall receive complaints from Members on any matter involving the Association's function, duties and activities within its field of responsibility. The Management Company shall dispose of such complaints, as it deems appropriate or refer them to the committee, director, or officer of the Association, which handles such matters. A report shall be submitted monthly to the Board of Directors on all complaints and actions taken thereon.

ARTICLE IX

MEETINGS OF MEMBERS

Section 1. The annual meeting of the Members shall be held on the **third (3rd) Tuesday in March** each year. If the day of the annual meeting of the Members falls upon a holiday, the meeting will be held at the same hour on the first day following that day which is not a holiday.

Section 2. Special meetings of the Members may be called for any purpose at any time by either the President, Vice-President, or by a majority of the Board of Directors, or upon written request of ten percent (10%) of the Members entitled to vote.

Section 3. Notice of the Annual or Special Meetings of the Association shall be mailed to the Members by the Secretary or by the Management Company if one has been hired/retained and the Secretary will oversee such performance of duties. Such notice shall include an agenda and ballots for the election of Directors and any other action requiring a vote of the membership. Notice of any meeting, regular or special, shall be mailed at least **thirty** (30) days in advance of the meeting, and shall set forth, in general, the nature of business to be transacted. Notice shall be addressed to the member at his address as it appears on the records of the Association. Notice shall be deemed given if deposited in the U.S. Mail, first class, postage prepaid.

Section 4. Quorum: for there to be a quorum present at any meeting, twenty-five members entitled to vote must be present. In the event that a quorum is not present, another meeting may be called subject to the same notice requirements.

ARTICLE X MEMBER VOTING

Section 1. At all Association meetings of Members, each Member may vote in person or by written ballot returned to the Secretary by mail.

ARTICLE XI BOOKS AND PAPERS

Section 1. The books, record, and papers of the Association shall be subject to the inspection of any member in good standing at all times during reasonable business hours. Copies of the Declaration of Covenants, Conditions and Restrictions, Articles of Incorporation, By-Laws may be purchased by any Owner at a reasonable cost.

ARTICLE XII AMENDMENTS

Section 1. These By-Laws may be amended at any regular or special meeting of the Association by a vote of the majority of the Members (*?? – does this mean majority of audience*) at a duly held meeting at which a quorum is present, provided that all amendments are consistent with the recorded Declaration and Articles of Incorporation of the Association.

Section 2. In the event of any conflict between the Declaration and these By-Laws, the Declaration shall control. In the event of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

**ARTICLE XIII
FISCAL YEAR**

The fiscal year of the Association shall be determined by the Board of Directors.

IN WITNESS WHEREOF, the Green Valley Resort Homes Association, Inc., a non-profit Arizona corporation, has hereunto affixed, and the same to be attested by the signature of its duly authorized office this _____ day of _____, 20____.

STATE OF ARIZONA
COUNTY OF PIMA

BY _____
Charles Lamb, President
Green Valley Resort Homes Association, Inc.

This instrument was acknowledged before me the _____ day of _____, 20____ by Charles Lamb, President, Valley Resort Homes Association, Inc., a non-profit corporation.

IN WITNESS WHEREOF, the Green Valley Resort Homes Association, Inc., a non-profit Arizona corporation, has hereunto affixed, and the same to be attested by the signature of its duly authorized office this _____ day of _____, 20____.

STATE OF ARIZONA
COUNTY OF PIMA

ATTESTED BY:

George Clark, Secretary
Green Valley Resort Homes Association, Inc.

This instrument was acknowledged before me the _____ day of _____, 20____ by Charles Lamb, President, Valley Resort Homes Association, Inc., a non-profit corporation.