

AMENDED AND RESTATED

BYLAWS OF

**GREEN RIDGE HOMEOWNERS
ASSOCIATION OF PIMA COUNTY
an Arizona non-profit corporation**

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**AMENDED AND RESTATED BYLAWS OF
GREEN RIDGE HOMEOWNERS ASSOCIATION
OF PIMA COUNTY**

**ARTICLE I.
INTRODUCTION**

1.1 Scope. These Bylaws shall govern the operation of The Green Ridge Homeowners Association of Pima County (the "Association"), an Arizona nonprofit corporation created pursuant to the Articles of Incorporation under the provisions of Title 10, Chapter 25 of the Arizona Revised Statutes. The use of Green Ridge Subdivision for the benefit of the Members is governed by that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Green Ridge Subdivision, recorded on August 25, 1995, in Docket 10115, Page 502, *et seq.*, official records of Pima County, Arizona, as amended from time to time (the Declaration"). All references to the Declaration shall include any amendments.

1.2 Principal Office. The principal office of the Association shall be located in Pima County, Arizona. Meetings of Members and Directors may be held at any place within the State of Arizona, County of Pima which is designated by the Board of Directors.

**ARTICLE II.
DEFINITIONS**

Capitalized terms used in these Bylaws without definition shall have the meanings specified for such terms in the Declaration. As used in these Bylaws, the term "Eligible Votes" means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting or with respect to any other lawful action including, but not limited to, action by written ballot or written consent.

**ARTICLE III.
MEMBERSHIP**

3.1 Members. A Member is a Person who is entitled to membership as set forth in the Declaration. When more than one (1) Person holds an ownership interest in any Lot or Parcel, each Person is a Member. Membership in the Association is subject to the following restrictions and qualifications:

3.1.1 The transfer of title to any Lot or Parcel automatically transfers the Membership to the new Owner.

1 3.1.2 The privileges of Members shall be to vote (in accordance with
2 Article V), to hold office, and to enjoy or benefit from the Common Areas,
3 subject to the Governing Documents.
4

5 3.1.3 The Board of Directors may, in its absolute discretion, suspend the
6 right of an Owner, his/her family, or his/her lessees or tenants, to use the
7 recreational facilities for any period during which any Assessment against
8 a Lot or Parcel remains unpaid or for any violation of the Declaration or
9 the Rules of the Association. The Board of Directors also has the right to
10 suspend the voting rights of any Owner for any period in which the
11 Assessment against his/her Lot or Parcel remains unpaid or for any
12 violation of the Declaration or the Rules of the Association.
13

14 **ARTICLE IV.**
15 **MEETINGS OF MEMBERS**
16

17 4.1 Annual Meetings. The Annual Meeting of the Members shall be held
18 during the month of January of each year, at a date, time, and place designated by the
19 Board of Directors. The Board of Directors may designate another date for such annual
20 meeting not more than thirty (30) days before or after the date fixed for said annual
21 meeting by written notice of the Board given to the Owners not less than ten (10) nor
22 more than thirty (30) days prior to the date fixed for said annual meeting specifying the
23 date, time and place thereof.
24

25 4.2 Special Meetings. Special meetings of the Members may be called at any
26 time by the President or by the Board, or upon written demand signed by Members
27 having at least twenty-five percent (25%) of the Eligible Votes. The Members' meeting
28 demand must be delivered to any corporate officer with a statement describing the
29 purpose(s) for which the meeting is to be held. The meeting shall be scheduled by the
30 Board within thirty (30) days from receipt of the demand. The close of business on the
31 thirtieth (30th) day before delivery of the demand for a special meeting shall be the
32 record date for the purpose of determining whether the demand for the special meeting
33 has been signed by Members having at least twenty-five percent (25%) of the Eligible
34 Votes.
35

36 4.3 Notice of Meetings. Written notice of each meeting of the Members shall
37 be given by or at the direction of the Secretary or person authorized to call the meeting,
38 by mailing or hand delivering a copy of the notice to each Member, at least ten (10) but
39 not more than thirty (30) days before such meeting. The notice of the meeting must be
40 addressed to the Member at the address which is reflected in the Association's books
41 and records. Such notice shall specify the place, day and hour of the meeting, and, in
42 the case of a special meeting, the purpose of the meeting. When a meeting is adjourned
43 to another time or place, it is not necessary to send another notice to the Members of
44 the adjourned meeting if the time and place of the meeting are announced at the

1 meeting at which the adjournment is taken. At the adjourned meeting, the Association
2 may transact any business which might have been transacted at the original meeting.
3 However, if the adjournment is for more than thirty (30) days, a notice of the adjourned
4 meeting shall be given to each Member. By attending a meeting, a Member waives any
5 right he/she may have to object to the meeting on the basis that the meeting was not
6 noticed in accordance with the Bylaws or statutes of the State of Arizona.

7
8 **4.4 Quorum.** Except as otherwise provided in the Articles, the Declaration or
9 the Bylaws, the presence either in person or by absentee ballot of Members entitled to
10 cast at least one-third (1/3) of the votes in the Association shall constitute a quorum at
11 any meeting of the Members. If a quorum is not present at any meeting, the Members
12 who are entitled to vote at the meeting can vote to adjourn the meeting in accordance
13 with the applicable provisions of Section 4.3.

14
15 **4.5 Procedures for Meetings.** The President shall preside over all meetings of
16 the Members. If the President is not present, then the Vice President shall preside over
17 the meeting. If the Vice President is not present, either the Secretary or Treasurer shall
18 preside over the meeting. The Secretary (or his or her designee) shall attend each
19 meeting of the Members and take and prepare minutes reflecting the actions taken at
20 the meeting. If the Secretary (or his or her designee) is not present, then the Chair of
21 the meeting shall appoint another person or officer to act as the recording secretary and
22 to perform the functions of the Secretary. The presiding officer may designate the
23 Association's Attorney as the presiding officer at any meeting of Members at his or her
24 discretion.

25
26 **ARTICLE V.**
27 **VOTING**
28

29 **5.1 Voting Rights.** The number of votes allocated to each Member is set forth
30 in the Declaration. When more than one (1) Person holds an interest in any Lot or
31 Parcel, the vote for that Lot or Parcel shall be exercised as agreed upon by the Owners,
32 but in no event shall more than the votes allocated in the Declaration be cast. If the
33 Owners of a Lot or Parcel cannot agree on how to cast any vote, they will lose their right
34 to vote on the matter in question. If any Member casts a vote on a particular matter, it
35 will conclusively be presumed for all purposes that the Person casting the vote was
36 acting with the authority and consent of all of the Owners of the Lot or Parcel, unless an
37 objection by any other Owner is made at the time the vote is cast. In the event that more
38 than the allocated votes are cast for a particular Lot or Parcel, none of the votes shall be
39 counted and all of the votes shall be deemed void.

40
41 **5.2 Voting Procedure**
42

43 **5.2.1** At any meeting of the Members, the Members present either in
44 person or by absentee ballot shall be entitled to vote on each matter

1 brought before the membership. A majority of the Eligible Votes cast by
2 the Members, provided there is a quorum, shall be the act of the
3 membership, except as otherwise provided in the Declaration, the Articles
4 of Incorporation, these Bylaws or by statute.
5

6 5.2.2 The annual election to fill positions on the Board of Directors shall
7 take place by written ballot without a meeting or by voting at the Annual
8 Meeting in accordance with these Bylaws, and the results shall be made
9 known after tabulation and certification of the ballots by the Nominating
10 and Elections Committee.
11

12 5.2.3 Votes may not be cast pursuant to a proxy at any Association
13 meeting.
14

15 5.2.4 Voting shall proceed under supervision of the Nominating and
16 Election Committee, including but not limited to the determination of
17 eligibility and tabulation of votes.
18

19 5.2.5 In the event of a tie vote, a member of the Nominating and
20 Elections Committee shall meet with the tied candidates and determine if
21 one or more are willing to defer to allow one candidate to be elected. If
22 none defer, a coin toss will be held to determine the winner.
23

24 5.3 Ballots

25
26 5.3.1 Absentee Ballots. The Board shall provide for votes to be cast in
27 person and by absentee ballot at any meeting of the Association. In
28 addition, the Board may provide for voting by some other form of delivery,
29 including the use of e-mail and fax delivery. Votes cast by absentee ballot
30 or some other form of delivery, including the use of e-mail and fax
31 delivery, are valid for the purpose of establishing a quorum.
32

33 5.3.2 Ballot Requirements. When absentee ballots or ballots provided by
34 some other form of delivery are used:
35

36 5.3.2.1 The ballot shall set forth each proposed action.
37

38 5.3.2.2 The ballot shall provide an opportunity to vote for or
39 against each proposed action.
40

41 5.3.2.3 The ballot is valid for only one specified election or
42 meeting of the Members and expires automatically after the
43 completion of the election or meeting.
44

1 5.3.2.4 The ballot specifies the time and date by which the ballot
2 must be delivered to the Board in order to be counted, which shall
3 be at least seven (7) days after the date that the Board delivers the
4 unvoted ballot to the member. Ballots received after this date shall
5 not be counted.
6

7 5.3.2.5 The ballot may not authorize another person to cast
8 votes on behalf of the Member.
9

10 5.3.2.6 Ballots must be sent to Members at least 10 days but not
11 more than 30 days prior to the date of the election or vote on an
12 issue, and the date set for the tabulation of the ballots shall be
13 stated on the ballot.
14

15 5.3.3 Action by Written Ballot Without a Meeting. Any action that the
16 Association Members may take at any annual or special meeting may be
17 taken without a meeting if the Association delivers a written ballot to every
18 Member entitled to vote on the matter.
19

20 5.3.3.1 A written ballot shall:
21

22 (A) Set forth each proposed action.
23

24 (B) Provide an opportunity to vote for or against each
25 proposed action.
26

27 5.3.3.2 Approval by written ballot is valid only if both:
28

29 (A) The number of votes cast by ballot equals or exceeds
30 the quorum required to be present at a meeting authorizing
31 the action.
32

33 (B) The number of approvals equals or exceeds the
34 number of votes that would be required to approve the
35 matter at a meeting at which the total number of votes cast
36 was the same as the number of votes cast by ballot.
37

38 5.3.3.3 All solicitations for action by written ballot shall:
39

40 (A) Indicate the number of responses needed to meet the
41 quorum requirements.
42

43 (B) State the percentage of approvals necessary to
44 approve each matter other than election of directors.

1
2 (C) Specify the time by which a ballot must be delivered
3 to the Association in order to be counted, which time shall
4 not be less than ten (10) days after the date that the
5 Association delivers the ballot.
6

7 5.3.3.4 Except as otherwise provided in the Articles or these
8 Bylaws, a written ballot shall not be revoked.
9

10 **ARTICLE VI.**
11 **BOARD OF DIRECTORS**
12

13 6.1 Number and Qualifications. The Board of Directors of the Association
14 shall consist of not more than nine (9) persons and no less than three (3) persons, all of
15 whom must be Members in good standing, meaning that their Assessment accounts
16 shall be current and they do not owe the Association any other funds, including but not
17 limited to unpaid judgments or monetary penalties. All Directors shall have all of the
18 rights, remedies, privileges and authority accorded to Directors of the Association by the
19 Governing Documents and by applicable law.
20

21 6.2 Election of the Board of Directors. Directors shall be elected by secret
22 ballot in accordance with Article V of these Bylaws. The candidates receiving the
23 highest number of votes up to the number of Directors to be elected, shall be elected for
24 a term until the next regular annual meeting, and shall hold office until their
25 successors are elected and qualify. The members of the Board may succeed
26 themselves indefinitely, but in no instance shall there be more than one (1) Board
27 member from each Lot. Cumulative voting is not permitted. All candidates shall meet
28 the qualifications set forth in Section 6.1.
29

30 6.3. Place of Meetings. The Board may hold its meetings at any place
31 designated by the Board of Directors that is convenient to Members.
32

33 6.4 Regular Meetings. Regular meetings of the Board will be held at least two
34 (2) times per year without notice to the Directors, other than announcement at the close
35 of the previous meeting, and with notice to Association Members in accordance with
36 applicable law.¹ Notice to Members of a meeting of the Board is not required if
37 emergency circumstances require action by the Board before notice can be given. Any
38 such action will be reviewed at the next regular Board meeting and entered into the
39 minutes of said meeting. The failure of any Member to receive actual notice of a Board
40 meeting does not affect the validity of any action taken at that meeting.

¹As of the date of these Bylaws, A.R.S. §33-1804 requires forty-eight (48) hours advance notice to Members of meetings of Board by newsletter, conspicuous posting or any other reasonable means as determined by the Board.

1
2 6.5 Special Meetings Notice. Special meetings of the Board shall be held
3 whenever called for in writing by the President of the Association or by any two (2)
4 members of the Board of Directors other than the President. The notice of any special
5 meeting of the Board of Directors shall state the time, place and purpose of the meeting.
6 Except as otherwise provided in Section 6.7, notice of any special meeting shall be sent
7 to each Director either by mail, facsimile, or any other form of recorded communication,
8 by telephone, or delivered personally not later than three (3) business days prior to the
9 scheduled time of the meeting. Notice of special meetings of the Board also shall be
10 given to the Association Members in accordance with applicable law.¹ A written waiver
11 of notice, whether given before or after the meeting to which it relates, shall be the
12 equivalent of giving notice to the Directors who sign the waiver. Attendance of a Director
13 at a special meeting of the Board shall constitute a waiver of notice of such meeting,
14 except when he/she attends the meeting for the express purpose of objecting to the
15 transaction of any business or because the meeting is not lawfully called or convened.
16

17 6.6 Quorum. A majority of the Board, present in person, at any meeting of the
18 Board shall constitute a quorum for the transaction of business at such meeting. Except
19 as otherwise stated in these Bylaws, and except as provided for by law, the vote of a
20 majority of the Directors present at any meeting where a quorum is present shall be the
21 act of the Board. In the absence of a quorum, a majority of the Directors present at the
22 meeting may adjourn the meeting to another time or place.
23

24 6.7 Organization. At each meeting of the Board, the President, or if he/she is
25 not present, then the Vice President, or if he/she is not present, then a Director chosen
26 by a majority of the Directors present, shall act as the Chair and preside over such
27 meeting. The Secretary, or if he/she is not present, any person which the Chair
28 appoints, shall act as the Secretary and keep the minutes.
29

30 6.8 Closed Board Meeting. Any portion of a Board meeting may be closed if
31 that closed portion of the meeting is limited to consideration of one or more of the
32 following:
33

- 34 A. Legal advice from an attorney for the Board or the Association.
35
36 B. Pending or contemplated litigation.
37
38 C. Personal, health or financial information about an individual
39 member of the Association, an individual employee of the Association or
40 an individual employee of a contractor for the Association, including
41 records of the Association directly related to the personal, health or
42 financial information about an individual member of the Association, an
43 individual employee of the Association or an individual employee of a
44 contractor for the Association.

1
2 D. Matters relating to the job performance of, compensation of, health
3 records of or specific complaints against an individual employee of the
4 association or an individual employee of a contractor of the association
5 who works under the direction of the Association.
6

7 E. Discussion of a Member's appeal of any violation cited or penalty
8 imposed by the Association except on request of the affected member that
9 the meeting be held in an open session.
10

11
12 6.9 Action by Directors Without a Meeting. Any action required or permitted to
13 be taken by the Board of Directors may be taken without a meeting if all of the members
14 of the Board of Directors consent, in writing, to such action. Such consents shall be
15 announced at and filed with the minutes of the next Board meeting. Any action by
16 written consent has the same force and effect as any vote of the Directors. Action
17 without a meeting may be taken only when it is not possible to assemble a quorum for a
18 meeting and Board action is required for immediate Association business
19

20 6.10 Resignations. Any Director may resign at any time by giving notice of
21 his/her resignation to the Board of Directors. Any resignation becomes effective at the
22 time specified in the notice, if the time is not stated in the notice, it shall take effect
23 immediately upon its receipt by the President or the Secretary. Unless otherwise
24 specified in the notice, the acceptance of such resignation is not necessary to make it
25 effective. In the event that any Director is absent from three (3) consecutive Board
26 meetings or is delinquent in the payment of his/her Assessments due to the Association
27 for more than ninety (90) days, without being excused by the President for good cause,
28 he/she shall be deemed to have resigned from office and his/her successor shall be
29 appointed to fill the unexpired term.
30

31 6.11 Removal of Directors. The Members, by a majority vote of Members
32 entitled to vote and voting on the matter at a meeting of the Members called pursuant to
33 these Bylaws, at which a quorum is present, may remove any Director from the Board
34 with or without cause. For purposes of calling for removal of a Director, the following
35 apply:
36

37 6.11.1 On receipt of a petition that calls for removal of a Director and
38 that is signed by the Members entitled to cast at least twenty-five percent
39 (25%) of the votes in the Association or one hundred (100) votes,
40 whichever is less, the Board shall call and provide written notice of a
41 special meeting of the Association as prescribed by these Bylaws.
42

43 6.11.2 The special meeting shall be called, noticed and held within thirty
44 (30) days after the Board's receipt of the petition.

1
2 6.11.3 For purposes of a special meeting called pursuant to this
3 Section, a quorum is present if the number of Members to whom at least
4 twenty percent (20%) of the votes in the Association is allocated is present
5 at the meeting either in person or by absentee ballot.
6

7 6.11.4 If a civil action is filed regarding the removal of a Director, the
8 prevailing party in the civil action shall be awarded its reasonable attorney
9 fees and costs.
10

11 6.11.5 The Board shall retain all documents and other records relating
12 to the proposed removal of any Director for at least one (1) year after the
13 date of the special meeting and shall permit Members to inspect those
14 documents and records pursuant to these Bylaws and applicable law.
15

16 6.11.6 A petition that calls for the removal of the same Director shall not
17 be submitted more than once during each term of office for that member.
18

19 **6.12 Vacancies on the Board.**
20

21 6.12.1 At any duly convened special meeting of the membership at
22 which any Director is removed, a successor or successors should then
23 and there be elected to fill the vacancy thus created.
24

25 6.12.2 Any vacancy on the Board of Directors, other than through
26 removal by the membership, may be filled by the vote of a majority of the
27 remaining Directors even if the remaining Directors do not constitute a
28 quorum. Any Director appointed or elected to fill a vacancy shall hold
29 office for the unexpired term of the vacancy that has been filled. The
30 Board shall fill a vacancy under this Section within sixty (60) days from the
31 Board meeting at which the vacancy becomes official. During any period
32 when the Board does not have seven (7) members due to a vacancy, the
33 quorum shall be a majority of the remaining Directors and the Board may
34 continue to conduct business on behalf of the Association and in
35 accordance with the Governing Documents.
36

37 6.12.3 When one (1) or more Directors resign from the Board, effective
38 at some date in the future, a majority of the Directors, including those who
39 have submitted their resignation, may vote to fill the vacancy with the term
40 of the newly-appointed Directors scheduled to begin on the date the
41 resignation becomes effective.
42

43 6.12.4 If a vacancy occurs because of the death or resignation of a
44 Director, or for any other reason, leaving the Association with no Directors

1 in office, then any Member may call a special meeting of Members solely
2 for the purpose of electing Directors.

3
4 6.12.5 If a Director fails to assume his/her position because of death,
5 disability or declination prior to the beginning of the term to which he/she
6 was elected, then the person who received the next highest number of
7 votes shall succeed to that position. If there were no unelected
8 candidates, the other Directors shall fill the vacancy in accordance with
9 Section 6.12.2.

10
11 6.13 Liability. No member of the Board or any Committee of the Association or
12 any officer or employee of the Association, shall be personally liable to any Owner, or to any
13 other party, including the Association, for any damage, loss or prejudice suffered or claimed
14 on account of any act, omission, error, or negligence of the Association, the Board, or any
15 representative or employee of the Association, or any committee, or any officer of the
16 Association, provided that such person has, upon the basis of such information as may be
17 possessed by him/her, acted in good faith, without willful or intentional misconduct.

18
19 6.14 Indemnification of Directors and Officers. The Association shall indemnify
20 any Officers, Directors and appointed committee members against all expenses
21 incurred by them (including but not limited to legal fees, judgments and penalties) in any
22 legal action brought against any of them and arising from any action or omission alleged
23 to have been committed while acting within their scope of authority as an Officer,
24 Director, or committee member of the Association. Whenever any Officer, Director or
25 committee member seeks indemnification from the Association, the Board of Directors
26 shall, at its next regular or at any special meeting held within a reasonable time after the
27 request is made, determine in good faith whether that person acted, failed to act, or
28 acted willfully, with gross negligence or with fraudulent or criminal intent. If the Board of
29 Directors determines in good faith that the person did not act willfully or with gross
30 negligence or with fraudulent or criminal intent, then it shall indemnify that person;
31 provided, however, that the Association has the right to refuse to indemnify any person
32 to whom indemnification would otherwise be provided if that person unreasonably
33 refuses to permit the Association, at its own expense and through counsel of its own
34 choosing, to defend him/her in the action.

35
36 **ARTICLE VII.**
37 **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

38
39 7.1 Authority of the Board. The Board of Directors has all the powers of an
40 Arizona non-profit corporation, subject only to such limitations upon the exercise of such
41 powers as are expressly set forth in the Governing Documents. The Board has the
42 power to do any and all lawful things which may be authorized, required or permitted to
43 be done by the Association under and by virtue of the Governing Documents and

1 applicable law, and to do and perform any and all acts which may be necessary or
2 proper for or incidental to, the exercise of any of the express powers of the Association.
3

4 7.2 Powers. Without being limited to the generality of Section 7.1, the Board of
5 Directors has the power to:

6
7 7.2.1 Hold and administer the assets and direct, control, manage and
8 supervise business and affairs of the Association.
9

10 7.2.2 Enforce all applicable provisions of the Governing Documents.
11

12 7.2.3 Make and publish architectural and design standards, and rules
13 and regulations within the authority set forth in the Articles of
14 Incorporation, these Bylaws, and the Declaration, and to establish
15 penalties (including but not necessarily limited to fines, probation and/or
16 suspension of membership or voting privileges) for the infraction thereof.
17 There shall be copies of the complete architectural and design standards,
18 and rules and regulations available for purchase or inspection by any
19 Member of the Association upon request.
20

21 7.2.4 Employ or terminate the services of any independent contractor, a
22 managing agent or such other personnel and employees as the Board
23 deems necessary, and to prescribe their duties.
24

25 7.2.5. As more fully provided in these Bylaws and the Declaration to:

26
27 7.2.5.1 Establish and collect the amount of Annual and Special
28 Assessments from each Member.
29

30 7.2.5.2 Perfect and foreclose a lien against any property for which
31 Annual or Special Assessments are not paid, or to bring an action
32 at law against the Member personally obligated to pay the same.
33

34 7.2.5.3 Pay any taxes and assessments which are, or could
35 become, a lien on the property owned by the Association.
36

37 7.2.6 Contract for goods and/or services for the Common Areas,
38 facilities, property for which the Association is responsible, and the legal
39 interests and obligations of the Association.
40

41 7.2.7 When permitted by law, represent the Association before any and
42 all governmental or quasi-governmental agencies, offices, groups or
43 bodies in conjunction with any matters bearing upon or affecting the
44 quality of life and property values of the Association's Members, including

1 but not necessarily limited to all planning and zoning, fire protection, street
2 lighting, public utility and similar regulatory agencies.

3
4 7.2.8 To assign parking places and to grant and convey easements,
5 licenses or rights-of-way in accordance with the terms of the Declaration.
6

7 7.2.9 To construct new improvements or additions to the Common
8 Property or demolish or replace existing improvements.
9

10 7.2.10 To utilize water metered to the Lots for watering of the plants, trees and
11 shrubs, if any, in the Common Areas on the condition that the Association
12 reimburses the pertinent Owners on a fair and equitable basis for the cost of
13 water so utilized. The Board's determination of the amount to be reimbursed for
14 such use of water shall be final and conclusive.
15

16 7.2.10 To obtain or pay for, as the case may be, any other property, or
17 services, which the Board deems necessary.
18

19 7.3 Duties. It is the duty of the Board of Directors to:
20

21 7.3.1 Supervise all officers, agents and employees of this Association,
22 and ensure that their duties are properly performed.
23

24 7.3.2 Procure and maintain adequate liability and hazard insurance on
25 property owned by the Association, and, in its discretion, errors and
26 omissions insurance on behalf of its Officers and Directors.
27

28 7.3.3 Provide for the operation, care, upkeep and maintenance of all of
29 the Common Areas and to borrow money on behalf of the Association
30 when required for the improvement, operation, upkeep and maintenance
31 of the Common Areas, or for any other purpose.
32

33 7.3.4 Distribute a summary of the budget for each fiscal year to the
34 membership not less than thirty (30) days prior to the beginning of the
35 fiscal year.
36

37 7.3.5 Approve the annual operating budget for the Association which
38 shall include, but not necessarily be limited to the following: Estimated
39 revenue and expenses, and the annual cash reserves available for
40 replacement and major repairs of the Association's facilities.
41

1 7.3.6 Comply with applicable state law² with respect to periodic audit,
2 review or compilation of the Association's financial records, at the
3 discretion of the Board. If the services of a certified public accountant are
4 retained, he or she shall be appointed by the Board and paid by the
5 Association.

6 7.3.7 Perform any other duties or functions which are required in the
7 Governing Documents or applicable law.

8
9 **ARTICLE VIII.**
10 **OFFICERS**
11

12 8.1 Selection. The officers of the Association shall be a President, Vice
13 President, Secretary and Treasurer, each of whom shall be a Director. Any number of
14 offices, except the offices of President and Secretary, may be held by the same person,
15 unless the Articles or these Bylaws otherwise provide. At the first Board meeting held
16 after the Annual Meeting each year, the Directors shall elect the officers of the
17 Association, who shall serve during that calendar year and until their successors are
18 chosen. Officers are not prohibited from succeeding themselves in office.
19

20 8.2 President. The President shall be the chief executive officer of the
21 Association. He/she shall preside at all meetings of the Association and the Board of
22 Directors. He/she shall have all of the general powers and duties which are usually
23 vested in the office of President of a corporation, including, but not limited to the power
24 to appoint committees from among the Owners from time to time as he/she may in
25 his/her discretion decide is appropriate to assist in the conduct of the affairs of the
26 Association. He/She shall see that orders and resolution of the Board are carried out;
27 shall sign all leases, mortgages, deeds and other written instruments and agreements;
28 and shall co-sign all promissory notes.
29

30 8.3 Vice President. The Vice President has such powers and performs such
31 duties as the President or the Board may from time-to-time prescribe and shall perform
32 such other duties as may be prescribed by these Bylaws. At the request of the
33 President, or in case of his/her absence or inability to act, the Vice President shall
34 perform the duties of the President and, when so acting, shall have all the powers of,
35 and be subject to all the restrictions upon, the President.
36

37 8.4 Secretary. The Secretary (or his or her designee) shall keep the minutes
38 of all meetings and proceedings of the Board of Directors and of the Members; provide
39 notice of meetings of the Board and of the Members; keep appropriate current records
40 showing the Members of the Association together with their addresses, and shall

²Currently, A.R.S. §33-1810 requires the Board to provide for an annual financial audit, review or compilation of the Association's financial records.

1 perform such other duties as required by the Board. The Secretary (or his or her
2 designee) shall ensure that all the proceedings of the membership, and the Board of
3 Directors, are recorded in one or more books kept for that purpose. The Secretary (or
4 his or her designee) is the custodian of all contracts, deeds, documents, all other indicia
5 of title to properties owned by the Association and of its corporate records (except
6 accounting records). Upon request, the Secretary (or his or her designee) shall make
7 the records of the Association which are not in the custody of the Treasurer, available
8 for inspection, at all reasonable times to any Director or Member. All records of the
9 Association shall be kept and maintained at the Association's principal office.

10
11 8.5 Treasurer. The Treasurer is responsible for supervising all of the funds and
12 securities of the Association, official records, documents, ledgers and accounts
13 involving the financial business of the Association. All financial records and documents
14 shall be kept and maintained at the Association's principal office. The Treasurer shall
15 see to it that the Association's funds are deposited to the account of the Association in
16 such bank(s) or other institutions which are federally insured or otherwise insured. The
17 Treasurer shall sign all checks and promissory notes of the Association.

18
19 8.6 Bonding. At the Board's discretion, all officers, Directors, Committee
20 Chairs and members and employees, who are in any way involved in the handling of
21 Association funds, and the paid managerial personnel of the Association shall be
22 bonded or insured in a sum to be determined by the Board of Directors.

23
24 8.7 Compensation. No compensation shall be paid to officers and Directors for
25 their services as officers and Directors. No remuneration shall be paid to any officer or
26 Directors for services performed by him/her for the Association in any other capacity,
27 unless a resolution authorizing such remuneration is unanimously adopted by the Board
28 of Directors before the services are undertaken.

29
30 8.8 Removal. Any officer may be removed from office by the majority vote of
31 the Directors at any regular or special meeting called for that purpose, whenever, in the
32 Board's judgment, the best interests of the Association will be served by the removal.
33 The removal of a person as an officer does not constitute a removal of that person from
34 the Board of Directors, unless he/she is removed from the Board by the Members or
35 Directors, as set forth herein.

36
37 8.9 Vacancies. If any office becomes vacant by removal, death, resignation,
38 retirement, disqualification, or any other cause, the majority of the Directors may elect
39 an officer from the Directors to fill that vacancy, and such officer shall hold office until
40 the election of his/her successor.

41
42 8.10 Special Appointments. The Board may elect such other officers as the
43 affairs of the Association may require, each of whom shall hold office for such period,

1 have such authority, and perform such duties as the Board may, from time-to-time,
2 determine.

3
4 **ARTICLE IX.**
5 **COMMITTEES**
6

7 9.1 Formation of Committees. The Board shall form such committees as
8 required by the Declaration or these Bylaws, or as it deems necessary to properly and
9 effectively carry on the affairs of the Association. The Nominating and Election
10 Committee shall be formed in accordance with Section 10.2 of these Bylaws.

11
12 9.2 Removal of Committee Member. Any committee member may be
13 removed from a committee, with or without cause by a majority vote of the Board,
14 provided a quorum is present.

15
16 9.3 Meetings of Committees. Committee meetings shall be open to all
17 Members of the Association, who shall be permitted to observe the meeting. The dates
18 of committee meetings shall be announced to Association Members at least forty-eight
19 (48) hours in advance of the meeting by newsletter, conspicuous posting or any other
20 reasonable means as determined by the Board. Notice to Members of a committee
21 meeting is not required if urgent circumstances require action by the committee before
22 notice can be given. Any such action will be reviewed at the next regular committee
23 meeting and entered into the minutes of said meeting.

24
25 9.4 Closed Committee Meeting. Any portion of a committee meeting may be
26 closed if that closed portion of the meeting is limited to consideration of one or more of
27 the following:

- 28
29 A. Legal advice from an attorney for the Board or the Association.
30
31 B. Pending or contemplated litigation.
32
33 C. Personal, health or financial information about an individual
34 member of the Association, an individual employee of the Association or
35 an individual employee of a contractor for the Association, including
36 records of the Association directly related to the personal, health or
37 financial information about an individual member of the Association, an
38 individual employee of the Association or an individual employee of a
39 contractor for the Association.
40
41 D. Matters relating to the job performance of, compensation of, health
42 records of or specific complaints against an individual employee of the
43 association or an individual employee of a contractor of the association
44 who works under the direction of the Association.

1
2 E. Discussion of a Member's appeal of any violation cited or penalty
3 imposed by the Association except on request of the affected member that
4 the meeting be held in an open session.
5

6 9.5 Additional Rules and Guidelines. The Board of Directors may adopt
7 additional rules and guidelines pertaining to committee operations and meetings.
8

9
10 **ARTICLE X.**
11 **NOMINATING AND ELECTION COMMITTEE**

12 10.1 Purpose and Term of Committee. The Nominating and Election
13 Committee shall nominate candidates for the Directors' positions to be elected and filled
14 by Members annually. The members of this Committee shall oversee all elections
15 during a one-year term that begins at least 120 days before the Annual Meeting each
16 year.
17

18 10.2 Selection of Members to Nominating and Election Committee. The
19 Nominating and Election Committee shall consist only of Members, to be chosen as
20 follows:
21

22 10.2.1 The President, with approval of a majority of the Board of
23 Directors shall appoint the members of this Committee. Any Board
24 members whose terms are not expiring may be a member of this
25 Committee, and the appointment of any Board member(s) and the
26 Committee Chairperson is at the discretion of the President.
27

28 10.2.2 The President shall call the first meeting of the Nominating and
29 Election Committee, by giving written notice to each member of the
30 Committee at least seven (7) days prior to the date of that meeting.
31

32
33 **ARTICLE XI.**
34 **PROCEDURE FOR AMENDMENT**
35

36 11.1 Amendment. These Bylaws may be amended in whole or in part by the
37 Association in a duly constituted meeting held for such purpose by a vote of the then Owners
38 of not less than fifty-one percent (51%) of the total number of Lots covered by the Declaration.
39

40 11.2 Prior Bylaws Superseded. These Bylaws amend, restate, and supersede
41 all prior Bylaws of the Association, and all prior amendments thereto.
42

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ARTICLE XII.
GENERAL PROVISIONS

12.1 Conflicting Provisions. In the case of any conflict between the Articles and the Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and the Bylaws, the Declaration shall control.

12.2 Designation of Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the last day of December of every year.

12.3 Books and Records. The Governing Documents together with the books and records of account and membership, and minutes of Association and Board meetings shall be available for inspection by any Member during reasonable business hours at the principal office of the Association. Copies of the Governing Documents may be purchased by Members at a reasonable cost. The Association may charge a reasonable fee for production and photocopying of books and records requested by a Member.

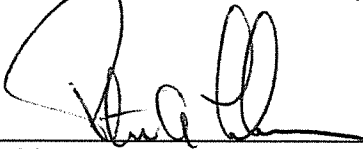
12.4 Singular Includes Plural. Unless the context requires a contrary construction, the singular shall include the plural and the plural the singular; and the masculine, feminine or neuter shall each include the masculine, feminine and neuter.

12.5 Captions. All captions and titles used in these Bylaws are intended solely for the convenience or reference purposes only and in no way define, limit or describe the true intent and meaning of the provisions hereof.

CERTIFICATION

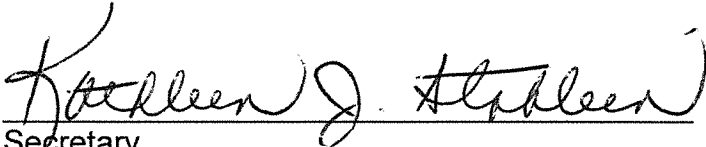
The undersigned President of Green Ridge Homeowners Association of Pima County, an Arizona nonprofit corporation does hereby certify that These By-Laws may be amended in whole or in part by the Association in a duly constituted meeting held for such purpose by a vote of the then Owners of not less than fifty-one percent (51%) of the total number of Lots covered by the Declaration. Notwithstanding the preceding sentence, as long as Declarant owns a Lot, it shall have the right to amend these By- Laws without the vote or written consent of the Owners.

GREEN RIDGE HOMEOWNERS ASSOCIATION OF PIMA COUNTY, an Arizona non-profit corporation

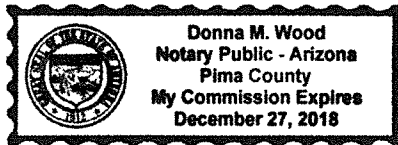


By: _____
Its: President


ATTEST:


Secretary

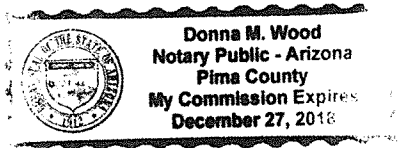
STATE OF ARIZONA)
 : ss:
County of Pima)



The foregoing instrument was acknowledged before me this 19th day of FEBRUARY, 2016, by PETER A LEHMAN, President, of GREEN RIDGE HOMEOWNERS ASSOCIATION OF PIMA COUNTY, an Arizona non-profit corporation, on behalf of the corporation.



Notary Public



1 STATE OF ARIZONA)
2 : ss:
3 County of Pima)
4

5 The foregoing instrument was acknowledged before me this 19th day of
6 FEBRUARY, 2016, by KATHLEEN STABLEIN,
7 Secretary, of GREEN RIDGE HOMEOWNERS ASSOCIATION OF PIMA COUNTY, an
8 Arizona non-profit corporation, on behalf of the corporation.
9

10
11
12 Donna M. Wood
13 Notary Public
14
15
16
17
18