



Second Amended and Restated Bylaws of Green Ridge Homeowners Association of Pima County, Arizona

REVISED BY MEMBER ELECTION IN JANUARY 2023 AND
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AMENDED AND RESTATED BYLAWS OF GREEN RIGE 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 the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Green Ridge Subdivision, recorded on April 7, 2025, at Sequence # 20250970303 office of the 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

- 2.1 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.

- 3.1.2** The privileges of Members shall be to vote (in accordance with Article V), to hold office, and to enjoy or benefit from the Common Areas, subject to the Governing Documents.
- 3.1.3** The Board of Directors may, in its absolute discretion, suspend the right of an Owner, his/her family, or his/her lessees or tenants, to use the recreational facilities for any period during which any Assessment against a Lot or Parcel remains unpaid or for any violation of the Declaration or the Rules of the Association. The Board of Directors also has the right to suspend the voting rights of any Owner for any period in which the Assessment against his/her Lot or Parcel remains unpaid or for any violation of the Declaration or the Rules of the Association.

Article IV – Meetings of Members

- 4.1 Annual Meetings:** The Annual Meeting of the Members shall be held during the month of January of each year, at a date, time, and place designated by the Board of Directors. The Board of Directors may designate another date for such annual meeting not more than thirty (30) days before or after the date fixed for said annual meeting by written notice of the Board given to the Owners not less than ten (10) nor more than thirty (30) days prior to the date fixed for said annual meeting specifying the date, time and place thereof.
- 4.2 Special Meetings:** Special meetings of the Members may be called at any time by the President or by the Board, or upon written demand signed by Members having at least twenty-five percent (25%) of the Eligible Votes. The Members' meeting demand must be delivered to any corporate officer with a statement describing the purpose(s) for which the meeting is to be held. The meeting shall be scheduled by the Board within thirty (30) days from receipt of the demand. The close of business on the thirtieth (30th) day before delivery of the demand for a special meeting shall be the record date for the purpose of determining whether the demand for the special meeting has been signed by Members having at least twenty-five percent (25%) of the Eligible Votes.

4.3 Notice of Meetings: Written notice of each meeting of the Members shall be given by or at the direction of the Secretary or person authorized to call the meeting, by hand delivery or sent by United States mail a copy of the notice to each Member, at least ten (10) but not more than fifty (50) days before such meeting. Email reminders may be sent in addition to, but not replace a hand delivered or mailed notice. The failure of any member to receive actual notice of a meeting of the members does not affect the validity of any action taken at that meeting. The notice of the meeting must be addressed to the Member at the address which is reflected in the Association's books and records. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. When a meeting is adjourned to another time or place, it is not necessary to send another notice to the Members of the adjourned meeting if the time and place of the meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Association may transact any business which might have been transacted at the original meeting. However, if the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each Member. By attending a meeting, a Member waives any right he/she may have to object to the meeting on the basis that the meeting was not noticed in accordance with the Bylaws or statutes of the State of Arizona.

4.4 Quorum: Except as otherwise provided in the Articles, the Declaration, or the Bylaws, at least one Member per Lot, either in person or by absentee ballot, for at least one third ($1/3$) of the Lots in the Association (13 of 38) shall constitute a quorum at any meeting of the Members. Assuming members from all 38 Lots in the community are in good standing, one or more members from a minimum of 13 Lots are required to meet quorum. Lots not in good standing will be deducted from the denominator. If a quorum is not present at any meeting, the Members who are entitled to vote at the meeting can vote to adjourn the meeting to another date with either the same quorum requirement of one-third ($1/3$), or a lower quorum requirement of one-fourth ($1/4$) of the Lots in good standing.

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

Article V - Voting

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

5.2 Voting Procedure:

5.2.1 At any meeting of the Members, the Members present either in person or by absentee ballot shall be entitled to vote per Lot, as provided in Section 5.1 hereof, on each matter brought before the Membership. A majority of the Eligible Votes cast by the Members, provided there is a quorum, shall be the act of the membership, except as otherwise provided in the Declaration, the Articles of Incorporation, these Bylaws or by statute.

5.2.2 The annual election to fill positions on the Board of Directors shall take place by a separate and secret ballot during the Annual Meeting of the Members in accordance with these Bylaws. As specified in Article V, Section 5.3.1 of the Bylaws, votes for the Board of Directors may be cast by absentee ballot, or other form of delivery, including the use of e-mail and fax delivery if the Association provides, and are valid for the purpose of establishing a quorum. Results shall be made known after tabulation and certification of the ballots by the Nominating and Election Committee.

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

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

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

5.3 Ballots:

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

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

5.3.2.1 The ballot shall set forth each proposed action.

5.3.2.2 The ballot shall provide an opportunity to vote for or against each proposed action except when electing Board of Directors.

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

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

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

5.3.2.6 Ballots must be sent to Members at least ten (10) days but not more than fifty (50) days prior to the date of the election or vote on an issue, and the date set for the receipt and tabulation of ballots shall be stated on the ballot.

5.3.2.7 The completed ballot shall contain the name, address, and signature of the person voting. During the annual secret ballot vote for Board Members, only the return envelope shall contain the name, address and signature of the voter for purposes of validating voting eligibility and establishing quorum.

5.3.2.8 Ballots, envelopes, and related materials, including sign-in sheets if used, shall be retained by the Secretary in electronic or paper format and made available for member inspection for at least one year after completion of the election.

5.3.2.9 A written ballot shall:

(A) Set forth each proposed action.

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

5.3.2.10 Approval by written ballot is valid only if both:

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

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

5.3.2.11 All solicitations for action by written ballot shall:

- (A) Indicate the number of responses needed to meet the quorum requirements.
- (B) State the percentage of approvals necessary to approve each matter other than election of directors.
- (C) Specify the time by which a ballot must be delivered to the Association in order to be counted, which time shall not be less than ten (10) days after the date that the Association delivers the ballot.

5.3.3 Revocation of Ballot: Except as otherwise provided in the Articles or these Bylaws, a written ballot shall not be revoked.

Article VI – Board of Directors

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

6.2 Election of the Board of Directors: Directors shall be elected by secret ballot in accordance with Article V of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected, shall be elected for a term of two years and shall hold office until they have either been reelected at an annual meeting of the members for another two-year term, or their successors are elected and qualified. The members of the Board may succeed themselves indefinitely, but in no instance shall there be more than one (1) Board member from each Lot. Cumulative voting is not permitted. All candidates shall meet the qualifications set forth in Section 6.1.

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

6.4 Regular Meetings of the Board: Regular meetings of the Board will be held no less than two (2) times per year without notice to the Directors, other than announcement at the close of the previous meeting, and with notice to Association Members in accordance with the following provisions:

- i. Except for closed sessions as described in Article VI Section 6.8 of these Bylaws, meetings of the Board are open to all members, or any person

designated in writing by the member.

- ii. Notices for all Regular Board Meetings containing an agenda, and the date, time and place of the meeting shall be given to all Members by newsletter, email or other reasonable means as determined by the Board, **not less than forty-eight (48) hours** in advance of the meeting. The failure of any Member to receive actual notice of a Board meeting does not affect the validity of any action taken at that meeting.
- iii. Members have the right to speak after Board deliberations on an agenda item, but before a Board Vote.
- iv. Directors of the Board or Members are permitted to audio or videotape open meetings.

6.4.1 Emergency Meetings of the Board: Notices to Members of a meeting of the Board is not required if emergency circumstances require action by the Board before a forty-eight (48) hour notice can be given. At that meeting the Board may only act on emergency matters. The minutes of the emergency meeting shall state the reason requiring the emergency meeting. The minutes shall be read and approved at the next regularly scheduled meeting of the Board.

6.5 Special Board Meeting Notice: Special meetings of the Board shall be held whenever called for in writing by the President of the Association or by any two (2) members of the Board of Directors other than the President. The notice of any special meeting of the Board of Directors shall state the time, place and purpose of the meeting. Notice of any special meeting shall be sent to each Director either by mail, facsimile, or any other form of recorded communication, by telephone or delivered personally not later than forty-eight (48) hours prior to the scheduled time of the meeting. Notice of special meetings of the Board shall also be given to the Association Members not less than forty-eight (48) hours in advance of the meeting and shall contain the date, time, place, and purpose of the meeting in the same manner as notice of a Regular Board Meeting pursuant to Section 6.4 above. Special meetings of the Board shall be conducted according to the provisions set forth in 6.4 of the Bylaws.

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

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

6.8 Closed Board Meeting: Any portion of a Board meeting may be closed if that closed portion of the meeting is limited to the consideration of one or more of the five conditions listed below. The agenda and the meeting minutes must describe in words the condition(s) below that authorize the Board to close the meeting, in whole or in part.

- A. Legal advice from an attorney for the Board or the Association.
- B. Pending or contemplated litigation.
- C. Personal, health or financial information about an individual member of the Association, an individual employee of the Association or an individual employee of a contractor for the Association, including records of the Association directly related to the personal, health or financial information about an individual member of the Association, and individual employee of the Association or an individual employee of a contractor for the Association.
- D. Matters relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the association or an individual employee of a contractor of the association who works under the direction of the Association.
- E. Discussion of a Member's appeal of any violation cited or penalty imposed by the Association except on request of the affected member that the meeting be held in an open session. *(See Enforcement Process in Rules & Regulations for process of managing a Member's appeal and request for an open or closed meeting.)*

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

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

- 6.10.1** On receipt of a petition that calls for removal of a Director and that is signed by the Members entitled to cast at least twenty-five percent (25%) of the votes in the Association or one hundred (100) votes, whichever is less, the

Board shall call and provide written notice of a special meeting of the Association as prescribed by these Bylaws.

- 6.10.2** The special meeting shall be called, noticed, and held within thirty (0) days after the Board's receipt of the petition.
- 6.10.3** For purposes of a special meeting called pursuant to this Section, a quorum is present if the number of Members to whom at least twenty percent (20%) of the votes in the Association is allocated is present at the meeting either in person or by absentee ballot.
- 6.10.4** If a civil action is filed regarding the removal of a Director, the prevailing party in the civil action shall be awarded its reasonable attorney fees and costs.
- 6.10.5** The Board shall retain all documents and other records relating to the proposed removal of any Director for at least one (1) year after the date of the special meeting and shall permit Members to inspect those documents and records pursuant to these Bylaws and applicable law.
- 6.10.6** A petition that calls for the removal of the same Director shall not be submitted more than once during each term of office for that member.

6.11 Vacancies on the Board:

- 6.11.1** Any vacancy on the Board of Directors, whether due to voluntary resignation, death, disability, or member vote to remove an elected Director from office, any vacancy may be filled by the vote of a majority of the remaining Directors even if the remaining Directors do not constitute a quorum. Any Director appointed or elected to fill a vacancy shall hold office for the unexpired term of the vacancy that has been filled. The Board shall fill a vacancy under this Section within sixty (60) days from the Board meeting at which the vacancy becomes official. During any period when the Board does not have seven (7) members due to a vacancy, the quorum shall be a majority of the remaining Directors and the Board may continue to conduct business on behalf of the Association and in accordance with the Governing Documents.
- 6.11.2** When one (1) or more Directors resign from the Board, effective at some date in the future, a majority of the Directors, including those who have submitted their resignation, may vote to fill the vacancy with the term of the newly-appointed Directors scheduled to begin on the date the resignation becomes effective.
- 6.11.3** If a vacancy occurs because of the death or resignation of a Director, or for any other reason, leaving the Association with no Directors in office, then any Member may call a special meeting of Members solely for the purpose of electing Directors.
- 6.11.4** If a Director fails to assume his/her position because of death, disability or declination prior to the beginning of the term to which he/she was elected, then the person who received the next highest number of votes shall

succeed to that position. If there were no unelected candidates, the other Directors shall fill the vacancy in accordance with Section 6.12.2.

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

6.13 Indemnification of Directors and Officers: No member of the Board or any Committee of the Association or any officer or employee of the Association shall be personally liable to any Owner, or to any The Association shall indemnify any Officers, Directors and appointed committee members against all expenses incurred by them (including but not limited to legal fees, judgments and penalties) in any legal action brought against any of them and arising from any action or omission alleged to have been committed while acting within their scope of authority as an Officer, Director, or committee member of the Association. Whenever any Officer, Director or committee member seeks indemnification from the Association, the Board of Directors shall, at its next regular or at any special meeting held within a reasonable time after the request is made, determine in good faith whether that person acted, failed to act, or acted willfully, with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that the person did not act willfully or with gross negligence or with fraudulent or criminal intent, then it shall indemnify that person; provided, however, that the Association has the right to refuse to indemnify any person to whom indemnification would otherwise be provided if that person unreasonably refuses to permit the Association, at its own expense and through counsel of its own choosing, to defend him/her in the action.

Article VII – Powers and Duties of the Board of Directors

7.1 Authority of the Board: The Board of Directors has 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 Governing Documents. The Board has 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 the Governing Documents and applicable law, 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.

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

7.2.1 Hold and administer the assets and direct, control, manage and supervise

business and affairs of the Association.

- 7.2.2** Enforce all applicable provisions of the Governing Documents.
- 7.2.3** Make and publish architectural and design standards, and rules and regulations within the authority set forth in the Articles of Incorporation, these Bylaws, and the Declaration, and to establish penalties (including but not necessarily limited to fines, probation and/or suspension of membership or voting privileges) for the infraction thereof. There shall be copies of the complete architectural and design standards, and rules and regulations available for purchase or inspection by any Member of the Association upon request.
- 7.2.4** Employ or terminate the services of any independent contractor, a managing agent or such other personnel and employees as the Board deems necessary, and to prescribe their duties.
- 7.2.5** As more fully provided in these Bylaws and the Declaration to:
 - 7.2.5.1** Establish and collect the amount of Annual and Special Assessments from each Member.
 - 7.2.5.2** Perfect and foreclose a lien against any property for which Annual or Special Assessments are not paid, or to bring an action at law against the Member personally obligated to pay the same.
 - 7.2.5.3** Pay any taxes and assessments which are, or could become, a lien on the property owned by the Association.
- 7.2.6** Contract for goods and/or services for the Common Areas, facilities, property for which the Association is responsible, and the legal interests and obligations of the Association.
- 7.2.7** When permitted by law, represent the Association before any and all governmental or quasi-governmental agencies, offices, groups or bodies in conjunction with any matters bearing upon or affecting the quality of life and property values of the Association's Members, including but not necessarily limited to all planning and zoning, fire protection, street lighting, public utility and similar regulatory agencies.
- 7.2.8** To assign parking places and to grant and convey easements, licenses or rights-of-way in accordance with the terms of the Declaration.
- 7.2.9** To construct new improvements or additions to the Common Property or demolish or replace existing improvements.
- 7.2.10** To utilize water metered to the Lots for watering of the plants, trees and shrubs, if any, in the Common Areas on the condition that the Association

reimburses the pertinent Owners on a fair and equitable basis for the cost of water so utilized. The Board's determination of the amount to be reimbursed for such use of water shall be final and conclusive.

- 7.2.11** To obtain or pay for, as the case may be, any other property, or services, which the Board deems necessary.

7.3 Duties: It is the duty of the Board of Directors to:

- 7.3.1** Supervise all officers, agents and employees of this Association, and ensure that their duties are properly performed.
- 7.3.2** Procure and maintain adequate liability and hazard insurance on property owned by the Association, and, in its discretion, errors and omissions insurance on behalf of its Officers and Directors.
- 7.3.3** Provide for the operation, care, upkeep and maintenance of all of the Common Areas and to borrow money on behalf of the Association when required for the improvement, operation, upkeep and maintenance of the Common Areas, or for any other purpose.
- 7.3.4** Distribute a summary of the budget for each fiscal year to the membership not less than thirty (30) days prior to the beginning of the fiscal year.
- 7.3.5** Approve the annual operating budget for the Association which shall include, but not necessarily be limited to the following: Estimated revenue and expenses, and the annual cash reserves available for replacement and major repairs of the Association's facilities.
- 7.3.6** Comply with applicable state law¹ with respect to periodic audit, review or compilation of the Association's financial records, at the discretion of the Board. If the services of a certified public accountant are retained, he or she shall be appointed by the Board and paid by the Association.
- 7.3.7** Perform any other duties or functions which are required in the Governing documents or applicable law.

¹ A.R.S. 33-1810 requires the Board to provide for an annual financial audit, review or compilation of the Association's financial records. The audit, review or compilation shall be completed no later than one hundred eighty days after the end of the association's fiscal year and shall be made available upon request to the members within thirty days after its completion.

Article VIII – Officers

- 8.1 Selection:** The officers of the Association shall be a President, Vice President, Secretary and Treasurer, each of whom shall be a Director. Any number of offices, except the offices of President and Secretary, may be held by the same person, unless the Articles or these Bylaws otherwise provide. At the first Board meeting held after the Annual Meeting each year, the Directors shall elect the officers of the Association, who shall serve during that calendar year and until their successors are chosen. Officers are not prohibited from succeeding themselves in office.
- 8.2 President:** The President shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Association and the Board of Directors. He/she shall have all of the general powers and duties which are usually vested in the office of President of a corporation, including, but not limited to the power to appoint committees from among the Owners from time to time as he/she may in his/her discretion decide is appropriate to assist in the conduct of the affairs of the Association. He/She shall see that orders and resolution of the Board are carried out' shall sign all leases, mortgages, deeds and other written instruments and agreements; and shall co-sign all promissory notes.
- 8.3 Vice President:** The Vice President has such powers and performs such duties as the President, or the Board may from time-to-time prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the President, or in case of his/her absence or inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.
- 8.4 Secretary:** The Secretary (or his or her designee) shall keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; provide notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses and shall perform such other duties as required by the Board. The Secretary (or his or her designee) shall ensure that all the proceedings of the membership, and the Board of Directors, are recorded in one or more books kept for that purpose. The Secretary (or his or her designee) is the custodian of all contracts, deeds, documents, all other indica of title to properties owned by the Association and of its corporate records (except accounting records). Upon request, the Secretary (or his or her designee) shall make the records of the Association which are not in the custody of the Treasurer, available for inspection, at all reasonable times to any Director or Member. All records of the Association shall be kept and maintained at the Association's principal office.

- 8.5 Treasurer:** The Treasurer is responsible for supervising all of the funds and securities of the Association, official records, documents, ledgers and accounts involving the financial business of the Association. All financial records and documents shall be kept and maintained at the Association's principal office. The Treasurer shall see to it that the Association's funds are deposited to the account of the Association in such bank(s) or other institutions which are federally insured or otherwise insured. The Treasurer shall sign all checks and promissory notes of the Association.
- 8.6 Bonding:** At the Board's discretion, all officers, Directors, Committee Chairs and members and employees, who are in any way involved in the handling of Association funds, and the paid managerial personnel of the Association shall be bonded or insured in a sum to be determined by the Board of Directors.
- 8.7 Compensation:** No compensation shall be paid to officers and Directors for their services as officers and Directors. No remuneration shall be paid to any officer or Directors for services performed by him/her for the Association in any other capacity, unless a resolution authorizing such remuneration is unanimously adopted by the Board of Directors before the services are undertaken.
- 8.8 Removal:** Any officer may be removed from office by the majority vote of the Directors at any regular or special meeting called for that purpose, whenever, in the Board's judgment, the best interests of the Association will be served by the removal. The removal of a person as an officer does not constitute a removal of the person from the Board of Directors, unless he/she is removed from the Board by the Members or Directors, as set forth herein.
- 8.9 Vacancies:** If any office becomes vacant by removal, death, resignation, retirement, disqualification, or any other cause, the majority of the Directors may elect an officer from the Directors to fill that vacancy, and such officer shall hold office until the election of his/her successor.
- 8.10 Special Appointments:** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time-to-time, determine.

Article IX – Committees

- 9.1 Formation of Committees:** The Board shall form such committees as required by the Declaration or these Bylaws, or as it deems necessary to properly and effectively carry on the affairs of the Association. The Nominating and Election Committee shall be formed in accordance with Section 10.2 of these Bylaws.
- 9.2 Removal of Committee Member:** Any committee members may be removed from a committee, with or without cause by a majority vote of the Board, provided a quorum is present.
- 9.3 Meetings of Committees:** Committee meetings shall be open to all Members of the Association, who shall be permitted to observe the meeting. The dates of committee meetings shall be announced to Association Members at least forty-eight (48) hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board. Notice to Members of a committee meeting is not required if urgent circumstances require action by the committee before notice can be given. Any such action will be reviewed at the next regular committee meeting and entered into the minutes of said meeting.
- 9.4 Closed Committee Meeting:** Any portion of a committee meeting may be closed if that portion of the meeting is limited to consideration of one or more of the five following conditions:
- A. Legal advice from an attorney for the Board or the Association.
 - B. Pending or contemplated litigation.
 - C. Personal, health or financial information about an individual member of the Association, an individual employee of the Association or an individual employee of a contractor for the Association, including records of the Association directly related to the personal, health or financial information about an individual member of the Association, and individual employee of the Association or an individual employee of a contractor for the Association.
 - D. Matters relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the association or an individual employee of a contractor of the association who works under the direction of the Association.
 - E. Discussion of a Member's appeal of any violation cited or penalty imposed by the Association except on request of the affected member that the meeting be held in an open session. (*See Enforcement Process in Rules & Regulations for process of managing a Member's appeal and request for an open or closed meeting.*)
- 9.5 Additional Rules and Guidelines:** The Board of Directors may adopt additional rules and guidelines pertaining to committee operations and meetings.

Article X – Nominating and Election Committee

10.1 Purpose and Term of Committee: The Nominating and Election Committee shall nominate candidates for the Directors' positions to be elected and filled by Members annually and/or biennially. The members of this Committee shall oversee all elections during two-year terms that begins at least 120 days before the Annual Meeting each year.

10.2 Selection of Members to Nominating and Election Committee: The Nominating and Election Committee shall consist only of Members, to be chosen as follows:

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

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

Article XI – Procedure for Amendment

11.1 Amendment: These Bylaws 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.

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

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 Bylaws 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 Bylaws without the vote or written consent of the Owners.

GREEN RIDGE HOMEOWNERS ASSOCIATION OF PIMA COUNTY

Victoria A. Dinicola

President

ATTEST:

Paul David Tyson

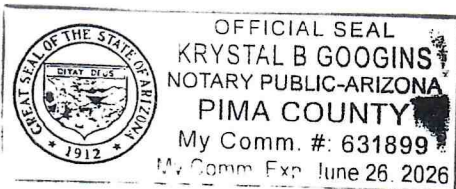
Secretary

STATE OF ARIZONA)
 : SS:
County of Pima)

The foregoing instrument was acknowledged before me this 26 day of March, 2025 by Victoria A Dinicola, **President**, of GREEN RIDGE HOMEOWNERS ASSOCIATION OF PIMA COUNTY, an Arizona non-profit corporation, on behalf of the corporation.

Krystal B Googins

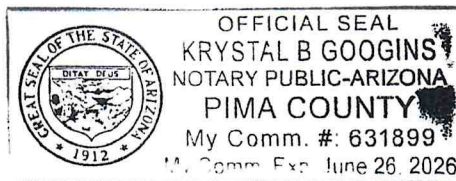
Notary Public



STATE OF ARIZONA)
 : SS:
County of Pima)

The foregoing instrument was acknowledged before me this 26 day of march, 2025 by Paul David Tynan, **Secretary**, of GREEN RIDGE HOMEOWNERS ASSOCIATION OF PIMA COUNTY, an Arizona non-profit corporation, on behalf of the corporation.

Krystal B Googins
Notary Public



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