

AMENDED AND RESTATED

BYLAWS OF

THE GREENS HOMEOWNERS ASSOCIATION, INC.

an Arizona non-profit corporation

March 3, 2009

TABLE OF CONTENTS

	Page
ARTICLE I.	
INTRODUCTION	1
1.1 Scope	1
2.3 Principal Office	1
ARTICLE II.	
DEFINITIONS	1
ARTICLE III.	
MEMBERSHIP	1
ARTICLE IV.	
MEETINGS OF MEMBERS	2
4.1 Annual Meetings	2
4.2 Special Meetings	2
4.3 Notice of Meetings	2
4.4 Quorum	3
4.5 Procedures for Meetings	3
4.6 Order of Business at the Annual Meeting	3
ARTICLE V.	
VOTING	4
5.1 Voting Rights	4
5.2 Voting Procedure	4
5.3 Proxies	6
ARTICLE VI.	
BOARD OF DIRECTORS	6
6.1 Number	6
6.2 Election of the Board of Directors	6
6.3 Term of office	7
6.4 Place of Meetings	7
6.5 Regular Meetings	7
6.6 Special Meeting Notice	7
6.7 Quorum	8
6.8 Organization	8
6.9 Action by Directors Without a Meeting	8

6.10	Resignations	8
6.11	Removal of Directors	8
6.12	Vacancies on the Board	9
6.13	Non-Liability of Officials and Indemnification	10
ARTICLE VII.		
POWERS AND DUTIES OF THE BOARD OF DIRECTORS		10
7.1	Authority of the Board	10
7.2	Powers	11
7.3	Duties	12
ARTICLE VIII.		
OFFICERS		13
8.1	Selection	13
8.2	President	13
8.3	Vice President	14
8.4	Secretary	14
8.5	Treasurer	14
8.6	Bonding	14
8.7	Compensation	14
8.8	Removal	15
8.9	Vacancies	15
8.10	Special Appointments	15
8.11	Multiple Offices	15
ARTICLE IX.		
COMMITTEES		15
ARTICLE X.		
PROCEDURE FOR AMENDMENT		15
10.1	Amendment	15
10.2	Prior Bylaws Superseded	15
ARTICLE XI.		
GENERAL PROVISIONS		16
11.1	Conflicting Provisions	16
11.2	Designation of Fiscal Year	16
11.3	Books and Records	16

1
2
3
4
5
6
7
8
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10
11
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**AMENDED AND RESTATED BY-LAWS OF
THE GREENS HOMEOWNERS ASSOCIATION, INC.
an Arizona non-profit corporation**

**ARTICLE I.
INTRODUCTION**

1.1 Scope. These Bylaws shall govern the operation of The Greens Homeowners Association, Inc. (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 The Greens at Santa Rita Springs for the benefit of the Members is governed by that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for The Greens at Santa Rita Springs, recorded on 3/10/2009, in Book 13516 page 63, office of the Pima County Recorder (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 Green Valley, Pima County, Arizona. Meetings of Members and Directors may be held in Green Valley Pima County, Arizona, at a place 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 person holds an ownership interest in any Lot, 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 automatically transfers the membership to the new Owner.

1 3.1.2 If a Member is not in good standing with the Association, the Board
2 of Directors may suspend his/her rights and privileges of Membership, including the
3 right to use the Common Areas, the right to vote on any Association matter, and the
4 right to serve on the Board of Directors.
5

6 3.1.3 A Member is not in good standing with the Association if:
7

8 3.1.3.1 The Member is not current in the payment of all assessments
9 imposed by the Association; and any other sums which are due to the Association, or
10

11 3.1.3.2 The Member has been given a notice of violation of the
12 Declaration by the Association, and all required compliance has been made by the
13 Association with the provisions of A.R.S. 33-1803(C) and (D) [which pertain to notices
14 of violation from the Association].
15

16 3.1.3.3 During any period in which the Member's Membership
17 rights have been suspended for a violation of the Association's rules, as set forth in the
18 Declaration or these Bylaws.
19

20 3.1.4 The privileges of Members shall be to vote (in accordance with
21 Article V), to hold office, and to enjoy or benefit from the Common Areas, subject to the
22 Governing Documents.
23

24 **ARTICLE IV.**
25 **MEETINGS OF MEMBERS**
26

27 4.1 Annual Meetings. The Annual Meeting of the Members shall be held in
28 January of each year at a date, time and place designated by the Board of Directors.
29

30 4.2 Special Meetings. Special meetings of the Members may be called at any
31 reasonable time and place by the President or by a majority of the Board, or upon
32 written demand signed by Members having at least 20% of the Eligible Votes. The
33 Members' meeting demand must be delivered to any corporate officer with a statement
34 describing the purpose(s) for which the meeting is to be held. The meeting shall be
35 scheduled by the Board within the ensuing 45 days. The close of business on the day
36 before delivery of the demand for a special meeting shall be the record date for the
37 purpose of determining whether the demand for the special meeting has been signed by
38 Members having at least 20% of the Eligible Votes.
39

40 4.3 Notice of Meetings. Written notice of each meeting of the Members shall
41 be given by or at the direction of the Secretary or person authorized to call the meeting,
42 by mailing or hand delivering a copy of the notice to each Member, at least 10 but not
43 more than 30 days before such meeting. The notice of the meeting must be addressed to

1 the Member at the address which is reflected in the Association's books and records, or
2 which is supplied by the Member to the Association for the purpose of such notice.
3 Such notice shall specify the place, day and hour of the meeting, and, in the case of a
4 special meeting, the purpose of the meeting. When a meeting is adjourned to another
5 time or place, it is not necessary to send another notice to the Members of the adjourned
6 meeting if the time and place of the meeting are announced at the meeting at which the
7 adjournment is taken. At the adjourned meeting, the Association may transact any
8 business which might have been transacted at the original meeting. However, if the
9 adjournment is for more than 30 days, a notice of the adjourned meeting shall be given
10 to each Member. By attending a meeting, a Member waives any right he/she may have
11 to object to the meeting on the basis that the meeting was not noticed in accordance
12 with the Bylaws or statutes of the State of Arizona.
13

14 4.4 Quorum. Except as otherwise provided in the Articles, the Declaration or
15 these Bylaws, the presence in person or by absentee ballot of Members entitled to cast at
16 least a majority of the Eligible Votes in the Association shall constitute a quorum at any
17 meeting of the Members. If any meeting of the members cannot be held because a
18 quorum is not present, the Owners present may adjourn the meeting to a time not less
19 than 48 hours nor more than 30 days from the time the original meeting was called, at
20 which meeting the quorum requirement shall be the Owners present either in person or
21 absentee ballot entitled to cast at least 25% of the Eligible Votes in the Association.
22

23 4.5 Procedures for Meetings. The President shall preside over all meetings of
24 the Members. If the President is not present, then the Vice President shall preside over
25 the meeting. If neither the President nor the Vice President are present, the President's
26 designee shall preside over the meeting. The Secretary (or his or her designee) shall
27 attend each meeting of the Members and take and prepare minutes reflecting the
28 actions taken at the meeting. If the Secretary (or his or her designee) is not present, then
29 the Chair of the meeting shall appoint another person or officer to act as the recording
30 secretary and to perform the functions of the Secretary. The presiding officer may
31 designate the Association's Attorney as the presiding officer at any meeting of Members
32 at his or her discretion.
33

34 4.6 Order of Business at the Annual Meeting. The order of business at all
35 Annual Meetings of the Association shall be as follows:
36

- 37 A. Roll Call
- 38 B. Proof of notice of meeting or waiver of notice
- 39 C. Reading of minutes of preceding meeting
- 40 D. Report of officers
- 41 E. Report of committees

- 1 F. Election of directors
- 2 G. Unfinished business
- 3 H. New business
- 4

5 **ARTICLE V.**
6 **VOTING**
7

8 5.1 Voting Rights. When more than one person holds an interest in any Lot,
9 the vote for that Lot shall be exercised as agreed upon by the Owners, but in no event
10 shall more than one vote be cast for any one Lot. If the owners of a Lot cannot agree on
11 how to cast any vote, they will lose their right to vote on the matter in question. If any
12 Owner casts a vote on a particular matter, it will conclusively be presumed for all
13 purposes that the person casting the vote was acting with the authority and consent of
14 all of the Owners of the Lot , unless an objection by any other Owner is made at the time
15 the vote is cast. In the event that more than the allocated votes are cast for a particular
16 Lot, none of the votes shall be counted and all of the votes shall be deemed void.
17

18 5.1.1 At any meeting of the Association, the Members holding Eligible
19 Votes, shall be entitled to vote on each matter brought before the Membership. A
20 majority of the votes cast by the Members at such meeting, provided there is a quorum,
21 shall be the act of the Membership, except as otherwise provided in the Declaration, the
22 Articles of Incorporation, these Bylaws or by statute.
23

24 5.1.2 Voting for the members of the Board of Directors shall take place
25 by mail-in ballot, by voting at the Annual Meeting, or by absentee ballot, in accordance
26 with these Bylaws, and the results shall be made known upon the tabulation and
27 certification of the election by the Nominating and Election Committee.
28

29 5.2 Voting Procedure.
30

31 5.2.1 Absentee Ballots. The Board shall provide for votes to be cast by
32 absentee ballot at any meeting of the Association. The following procedure shall apply:
33

34 5.2.1.1 The absentee ballot shall set forth each proposed action to
35 be taken at the meeting.
36

37 5.2.1.2 The absentee ballot shall provide an opportunity to vote
38 "for" or "against" each proposed action (except in the case of election of Directors when
39 there shall be no "against" vote).
40

41 5.2.1.3 The absentee ballot is valid for only one specified election or
42 meeting of the Members and expires automatically after the completion of the election
43 or meeting.

1
2 5.2.1.4 The absentee ballot must specify the time and date by which
3 the ballot must be delivered to the Board in order to be counted. Ballots received after
4 this date shall not be counted.
5

6 5.2.1.5 Absentee ballots must be sent or delivered to Members at
7 least 10 days but not more than 30 days prior to the date of the election or vote on an
8 issue, and the date set for the tabulation of the ballots shall be stated on the ballot.
9

10 5.2.1.6 Absentee ballots shall be valid for the purpose of
11 establishing a quorum for the vote or election.
12

13 5.2.2. Mail Vote.
14

15 5.2.2.1 The Board may authorize mail-in ballots in place of
16 voting at a meeting (including an Annual Meeting), on any election or vote on any issue
17 it deems appropriate, including the election of Directors.
18

19 5.2.2.2 When mail-in ballots are authorized by the Board, said
20 ballots shall be prepared and mailed or delivered to the Members at least 10 days but
21 not more than 30 days prior to the date of the election or vote on an issue, and must
22 specify the time and date by which the ballot must be delivered to the Association in
23 order to be counted. Ballots received after this date shall not be counted.
24

25 5.2.2.3 The determination of eligibility and tabulation of votes
26 shall proceed under procedures established by the Board.
27

28 5.2.2.4 Any solicitation by the Association for mail-in ballots
29 must specify the number of responses needed to meet the quorum requirement and the
30 percentage of affirmative Members' votes necessary to approve each matter (other than
31 election of Directors).
32

33 5.2.3 Voting Procedures.
34

35 5.2.3.1 Voting shall proceed under procedures established by
36 the Board.
37

38 5.2.3.2 Ballot boxes or mail-in ballots shall remain sealed until
39 the voting is closed, at which time they shall be opened and the votes tabulated. In the
40 event of a tie vote, there shall be another vote solely for the purpose of breaking the tie.
41 Upon completion of the tabulation of ballots, the results shall be certified by the Board
42 of Directors or by any committee or individuals appointed by the Board to tabulate the

1 votes, and announced to the Membership either at a meeting or, if mail-in ballots are
2 used in the absence of a meeting, by written notification to the Members.

3
4 5.3 Proxies. Votes may not be cast pursuant to a proxy at any Association
5 meeting.

6
7 **ARTICLE VI.**
8 **BOARD OF DIRECTORS**
9

10 6.1 Number. The affairs of this Association shall be managed by not less than
11 three nor more than nine Directors, all of whom must be Members in good standing, as
12 defined in Section 3.1.3. Co-owners of Lots shall not be entitled to serve on the Board
13 of Directors at the same time. There shall be an odd number of Directors. All Directors
14 shall have all of the rights, remedies, privileges and authority accorded to Directors of
15 the Association by the Declaration, these Bylaws and the Articles of Incorporation and
16 by applicable law. The Board shall determine the number of Directors prior to the
17 Annual Meeting. No term of a Director may be terminated by a change in number of
18 directors.

19
20 6.2 Election of the Board of Directors.
21

22 6.2.1 Election. Directors shall be elected by a secret written ballot in
23 accordance with Article V of these Bylaws. The candidates receiving the highest
24 number of votes up to the number of Directors needed, shall be deemed elected.
25 Cumulative voting is not permitted. If the number of candidates for open Director's
26 positions is equal to or less than the number of openings, the Board may declare the
27 Candidates elected by acclamation, and no election will be held unless any of the terms
28 needing to be filled, are not of equal length and an election is necessary to determine
29 who receives the shorter term(s). Any unfilled positions resulting after an election due
30 to too few candidates will be filled per Section 6.12. The new Board shall convene right
31 after the Annual Meeting to elect officers and again within 10 days of the Annual
32 Meeting to appoint committees and to attend to other organizational duties.
33

34 6.2.2 Nominations. Prior to the Annual Meeting, the Board of Directors
35 shall appoint a Nominating and Election Committee to obtain a list of names of Owners
36 who are willing to serve on the Board and have their names on the ballot in the coming
37 election. The election ballot shall comprise the candidates nominated by the Committee
38 as well as any other candidate who wishes to participate and who has submitted
39 his/her name prior to the date the ballots are prepared and mailed to the Members.
40 There will be no nominations from the floor at the annual meeting. The Board may
41 allow "write in" candidates on the ballot in any annual Board election. The Nominating
42 and Election Committee will count and verify the ballots submitted for the annual
43 election of Directors..

1 6.3 Term of Office. Directors shall be elected for two-year terms, in the
2 manner provided herein, and each Director shall hold office until the Annual Meeting
3 in the year in which his/her term expires, or until his/her successor shall have been
4 elected and qualified, or until his/her death, resignation or removal. In order to have
5 staggered terms so the entire Board is not up for re-election in any year, the Board may
6 make the term of specified directors one year. A Director may not serve more than two
7 consecutive two-year terms. An Owner may run for election after serving two
8 consecutive two-year terms after vacating the Board position for a period of one year.
9

10 6.4 Place of Meetings. The Board may hold its meetings at any place in Green
11 Valley, Pima County, Arizona, designated by the Board of Directors.
12

13 6.5 Regular Meetings. Regular meetings of the Board will be held at least
14 quarterly with at least three business days' prior notice to each Director, and with notice
15 to Association Members in accordance with applicable law.¹ Notice to Members of a
16 meeting of the Board is not required if emergency circumstances require action by the
17 Board before notice can be given. Any such action will be reviewed at the next regular
18 Board meeting and entered into the minutes of said meeting. The failure of any
19 Member to receive actual notice of a Board meeting does not affect the validity of any
20 action taken at that meeting. A Director may attend a meeting telephonically, so long as
21 he/she can hear all of the proceedings and be heard by all of those present in the room.
22

23 6.6 Special Meeting Notice. Special meetings of the Board shall be held
24 whenever called for in writing, by the President of the Association or by any two
25 members of the Board of Directors other than the President. The notice of any special
26 meeting of the Board of Directors shall state the time, place and purpose of the meeting.
27 Except as otherwise provided in Section 6.7, notice of any special meeting shall be sent
28 to each Director either by U.S. mail, electronic mail (e-mail), facsimile, or any other
29 form of recorded communication; by telephone; or delivered personally not later than
30 three business days prior to the scheduled time of the meeting. Notice of special
31 meetings of the Board also shall be given to the Association Members in accordance
32 with applicable law.¹ A written waiver of notice, whether given before or after the
33 meeting to which it relates, shall be the equivalent of giving notice to the Directors who
34 sign the waiver. Attendance of a Director at a special meeting of the Board shall
35 constitute a waiver of notice of such meeting, except when he/she attends the meeting

1
As of the date of these Bylaws, A.R.S. '33-1804 requires 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 for the express purpose of objecting to the transaction of any business or because the
2 meeting is not lawfully called or convened.

3
4 6.7 Quorum. A majority of the Board, present in person, at any meeting of the
5 Board shall constitute a quorum for the transaction of business at such meeting. Except
6 as otherwise stated in these Bylaws, and except as provided for by law, the vote of a
7 majority of the Directors present at any meeting where a quorum is present shall be the
8 act of the Board. In the absence of a quorum, a majority of the Directors present at the
9 meeting may adjourn the meeting to another time or place.

10
11 6.8 Organization. At each meeting of the Board, the President; or if he/she is
12 not present, then the Vice-President; or if he/she is not present, then the President's
13 designee; shall act as the Chair and preside over such meeting. The Secretary, or if
14 he/she is not present, any person whom the Chair appoints, shall act as the Secretary
15 and keep the minutes.

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

24
25 6.10 Resignations. Any Director may resign at any time by giving notice of
26 his/her resignation to the Board of Directors. Any resignation becomes effective at the
27 time specified in the notice; if the time is not stated in the notice, it shall take effect
28 immediately upon its receipt by the President or the Secretary. Unless otherwise
29 specified in the notice, the acceptance of such resignation is not necessary to make it
30 effective.

31
32 6.11 Removal of Directors.

33
34 6.11.1 Removal by the Board. The Board may declare the office of a
35 member of the Board of Directors to be vacant in the event that: (A) such Director is
36 absent from three consecutive regular meetings of the Board of Directors, unless the
37 Director provides a reason which is acceptable to the Board; or (B) the Director is no
38 longer a Member in good standing, as defined in Section 3.1.3.

39
40 6.11.2 Removal by the Members. The Members, by a majority vote of
41 Members entitled to vote and voting on the matter at a meeting of the Members called
42 pursuant to these Bylaws, at which a quorum is present, may remove any Director from

1 the Board with or without cause. For purposes of calling for removal of a Director by
2 the Members, the following apply:

3
4 6.11.2.1 On receipt of a petition that calls for removal of a
5 Director and that is signed by the Members entitled to cast at least 25% of the votes in
6 the Association, the Board shall call and provide written notice of a special meeting of
7 the Association as prescribed by these Bylaws.

8
9 6.11.2.2 The special meeting shall be called, noticed and held
10 within 30 days after the Board's receipt of the petition.

11
12 6.11.3 For purposes of a special meeting called pursuant to Section
13 6.11.2.1, a quorum is present if the number of Members to whom at least 20% of the
14 votes in the Association is allocated is present at the meeting in person or by absentee
15 ballot.

16
17 6.11.4 If a civil action is filed regarding the removal of a Director, the
18 prevailing party in the civil action shall be awarded its reasonable attorney
19 fees and costs.

20
21 6.11.5 The Board shall retain all documents and other records relating
22 to the proposed or actual removal of any Director for at least one year after the date of
23 the special meeting and shall permit Members to inspect those documents and records
24 pursuant to these Bylaws and applicable law.

25
26 6.11.6 A petition that calls for the removal of the same Director shall
27 not be submitted by the Members more than once during each term of office for that
28 Director.

29
30 6.12 Vacancies on the Board.

31
32 6.12.1 At any duly convened special meeting of the Membership at
33 which any Director is removed, a successor or successors should then and there be
34 elected to fill the vacancy thus created

35
36 6.12.2 Any vacancy on the Board of Directors, other than through
37 removal by the Membership, may be filled by the vote of a majority of the remaining
38 Directors even if the remaining Directors do not constitute a quorum. Any Director
39 appointed or elected to fill a vacancy shall hold office for the unexpired term of the
40 vacancy that has been filled.

41
42 6.12.3 When one or more Directors resign from the Board, effective at
43 some date in the future, a majority of the Directors, including those who have

1 submitted their resignation, may vote to fill the vacancy with the term of the newly-
2 appointed Directors scheduled to begin on the date the resignation becomes effective.
3

4 6.12.4 If a vacancy occurs because of the death or resignation of a
5 Director, or for any other reason, leaving the Association with no Directors in office,
6 then any Member may call a special meeting of Members solely for the purpose of
7 electing Directors.
8

9 6.12.5 If a Director fails to assume his/her position because of death,
10 disability or declination prior to the beginning of the term to which he/she was elected,
11 then the person who received the next highest number of votes shall succeed to that
12 position. If there were no unelected candidates, the other Directors shall fill the vacancy
13 in accordance with Section 6.12.2.
14

15 6.13 Non-Liability of Officials and Indemnification. The Association shall
16 indemnify, to the fullest extent permitted by law, every officer, director and committee
17 member, against any and all expenses, including attorneys' fees, reasonably incurred or
18 imposed upon, any such person, in connection with any action, suit or other proceeding
19 (including settlement of any suit or proceeding if approved by the then Board of
20 Directors) to which he/she may be made a party by reason of being or having been an
21 officer or director. This provision shall not be deemed to include travel expenses to
22 attend Association meetings or legal proceedings and shall only include reasonable
23 actual expenses. Neither officers, directors, nor committee members shall be liable for
24 any mistake of judgment, negligent or otherwise, except for their own individual willful
25 misfeasance, malfeasance, misconduct or bad faith. The officers, directors and
26 committee members shall have no personal liability with respect to any contract or
27 other commitment made by them, in good faith, on behalf of the Association (except to
28 the extent that such officers, directors or committee members may also be Members of
29 the Association). The Association shall indemnify and forever hold each such officer,
30 director and committee member, free and harmless against any and all liability to others
31 on account of each such contract or commitment. Any right to indemnification
32 provided for herein shall not be exclusive of any of the rights to which any officer,
33 director or committee member, or former officer, director or committee member, may
34 be entitled. The Association shall, as a common expense, maintain adequate general
35 liability and Officer's and Director's Liability insurance, which also includes committee
36 members, to fund this obligation.
37

38 **ARTICLE VII.**

39 **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

40
41 7.1 Authority of the Board. The Board of Directors has all the powers of an
42 Arizona non-profit corporation, subject only to such limitations upon the exercise of
43 such powers as are expressly set forth in the Declaration, Articles, these Bylaws and the

