



Amended and Restated
By-Laws
For
Golden Vista RV Resort

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**AMENDED AND RESTATED BY-LAWS
OF
GOLDEN VISTA RV
RESORT ASSOCIATION, INC.**

**PART 1
NAME AND LOCATION**

- 1.1 Name. The name of the corporation is Golden Vista RV Resort Association, Inc. hereinafter referred to as the Association.
- 1.2 Location. The principal office of the Association shall be located at 3710 South Goldfield Rd., Apache Junction, Arizona, 85219.

**PART 2
DEFINITIONS**

- 2.1 Association. Association shall mean and refer to Golden Vista RV Resort Association, Inc., its successors and assigns.
- 2.2 Common Areas. Common Areas shall mean all real property owned by the Association for the common use and enjoyment of the owners.
- 2.3 Declaration. Declaration shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions of Golden Vista RV Resort, as amended or restated from time to time, which is recorded in the Pinal County Recorder's Office.
- 2.4 Lot. Lot shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common Areas.
- 2.5 Member. Member shall mean and refer to those persons entitled to membership as provided in the Declaration.
- 2.6 Owner. Owner shall mean and refer to the recorded owner, whether one or more persons or entities, of the fee simple title to a Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- 2.7 Property. Property shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

PART 3
MEETING OF MEMBERS

- 3.1 Annual Meetings. Annual meeting of the members shall be held on the Tuesday after the Second Wednesday in February at a time designated by the Board of Directors. If the day for the Annual meeting of the members is a Federal or State of Arizona legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.
- 3.2 Special Meetings. Special meetings of the members may be called at any time by the President or a majority the Board of Directors. Any member or group of members may request that a special meeting be called by the Board of Directors to consider issues of importance and urgency to such member or group of members. A Special Meeting shall be called upon written request by at least twenty-five percent (25%) of the membership entitled to vote. A Special Meeting called at the request of members may only be held during the interval November 1st through March 31st.
- 3.3 Notice of Annual and Special Meetings. Written notice of each meeting of the members shall be given by the Secretary at the direction of the person or persons authorized to call the meeting, by providing a copy of such notice, not less than thirty (30) days nor more than sixty (60) days before such meeting to each member entitled to vote at such meeting. If mailed, notice will be addressed to the member's address last appearing on the books of the Association, supplied by such member to the Association for the purpose of notice. Such notice shall include the agenda, place, date, and time of meeting, and in the case of a special meeting, the purpose of the meeting.
- 3.4 Quorum. The existence of a quorum at any meeting of the members shall be determined by the provision for quorums in the Declaration.
- 3.5 Voting. Unless otherwise specified in the Declaration or By-Laws, a simple majority of votes received is required to approve a measure. Proxy and mail-in ballots are valid.
- 3.6 Proxies. Any member may vote by proxy at all annual and special meetings. All proxies shall be in writing and filed with the Secretary prior to the meeting at which the proxy is to be used. All proxies shall be revocable and shall automatically terminate upon conveyance by the member of the relevant Lot.
- 3.7 Absentee Ballots. Any member may vote by an absentee ballot, which will be provided upon request.

- 3.8 Action by Written Ballot. Any action that the Association may take at an Annual or Special Meeting may be taken without a meeting, if the Association provides a written ballot to every member entitled to vote. The number of votes cast must exceed the quorum required for such a Meeting.
- 3.9 Parliamentary Authority. In all instances when they are applicable and not inconsistent with these By-Laws and any other special rules the Association shall adopt, the rules contained in the current edition of Robert's Rules of Order shall govern.

PART 4 **BOARD OF DIRECTORS**

- 4.1 Number. The Board should consist of seven (7) Directors, who shall be members of the Association, in good standing. The Board may continue to conduct the affairs of the Association with up to two (2) vacancies on the Board. In the event three (3) or more Board positions become vacant, the only authorized action of the remaining members of the Board shall be to select and appoint additional Board members to bring the Board to five (5) members.
- 4.2 Term of Office. Newly selected directors shall take office at the first regular or special meeting of the Board of Directors following each election. All directors shall hold office for a two-year term, with the respective terms to be staggered so that no more than four (4) Directors are to be elected in any one year, except to fill vacancies, in order to provide continuity and stability in the Association leadership. A director's term limit on the Board of Directors shall consist of not more than two (2) consecutive elected terms. Directors who have served more than two consecutive terms on the Board shall not be eligible for re-election or appointment to the Board for two full years after the conclusion of their last term of office.
- 4.3 Removal/ Vacancy. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Board and/or the Association. In the event of death, resignation or removal of a director, a successor may be selected by a majority of the remaining members of the Board and shall serve the unexpired term.
- 4.4 Compensation. No director shall receive compensation for services rendered to the Association. However, directors may be reimbursed for actual expenses incurred in the performance of their duties.

- 4.5 Action Taken Without a Physical Meeting. When the Board can not physically assemble a quorum, action by other means is permitted. The Directors shall have the right to take any action in the absence of a physical meeting which they could take at a physical meeting by first obtaining the approval of the Directors. Any action so approved shall have the same effect as though taken at a meeting. The minutes shall be taken and recorded.
- 4.6 Election. Members of the Board of Directors shall be elected annually by the membership by secret ballot held on the last working day preceding the Annual Meeting, or at the discretion of the Board of Directors, by ballot pursuant to procedures established by the Board of Directors. The greatest number of votes received shall determine which candidate will fill the vacancies stated on the ballot. The Day of Record for ownership shall be two (2) working days prior to the election. Mail-in ballots are valid if post-marked no later than seven (7) calendar days prior to the day of the election. Cumulative voting for the Board members is prohibited. Write-in candidates shall be permitted.

PART 5

MEETINGS OF DIRECTORS

- 5.1 Meeting Attendance. All meetings of the Board of Directors, except Executive Sessions, shall be open to all members.
- 5.2 Regular Meetings. Notice to members of the meetings of the Board of Directors shall be by newsletter, conspicuous postings or any other reasonable means as determined by the Board of Directors, at least forty-eight (48) hours in advance. An affidavit of notice by an officer of the Corporation is prima facie evidence that notice was given as prescribed in this section. Notice to members of meetings of the Board of Directors is not required if emergency circumstances require action by the Board before notice can be given. Any notice of a Board meeting shall state the time, place and agenda of the meeting. The failure to receive actual notice of a meeting of the Board of Directors does not affect the validity of any action taken at that meeting.
- 5.3 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President, or by any three (3) Directors, after not less than five (5) days notice to each Director. Notice requirements are the same as for Regular Meetings.

- 5.4 Executive Sessions. An Executive Session may be called at any time by President or three (3) Board members. Executive Sessions are closed to the membership. Executive Sessions shall consider only the following items:
- A. Employment or personnel matters for employees of the Board or Association.
 - B. Legal advice from any attorney for the Board or Association.
 - C. Pending or contemplated litigation.
 - D. Pending or contemplated matters relating to enforcement of the Association's documents or rules.
- 5.5 Informal Meetings. The Directors must follow the open meeting and notice requirements if a quorum of the Board meets informally to discuss Board matters regardless of whether the Board votes or takes action on any matters.
- 5.6 Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision approved by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.
- 5.7 Parliamentary Authority. In all instances when they are applicable and not inconsistent with these By-Laws and any other special rules the Association shall adopt, the rules contained in the current edition of Roberts Rules of Order shall govern.

PART 6
POWERS, LIMITATIONS AND DUTIES OF THE BOARD OF DIRECTORS

- 6.1 Powers. The Board of Directors shall have power to:
- A. Adopt and publish rules and regulations governing the use of the Common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
 - B. Suspend the voting rights and right to the use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association, and suspend the right to use of the recreational facilities of a member during any period in which non-monetary violations of the Declaration, By-Laws and the published Rules and Regulations of the Association remain uncured.

- C. Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.
 - D. With approval of the Board, the Treasurer has the authority to establish a line of credit, at a bank of the Board's choosing, not to exceed \$50,000.
- 6.2 Limitations. The foregoing notwithstanding without prior approval by a majority vote of the members at an annual meeting or special meeting of the members, the Board of Directors shall not have the power to borrow money or to make and issue notes, bonds and other negotiable instruments, mortgages, deeds of trust or take similar action nor shall the Board of Directors have the power to authorize an expenditure in excess of \$25,000.00 which is not included in an approved budget, unless an emergency threatening health, safety or immediate damage to the property exists, or as necessary for unplanned maintenance or repairs.
- 6.3 Duties. It shall be the duty of the Board of Directors to:
- A. Cause to be kept a complete record of all its acts and corporate affairs.
 - B. Supervise all officers, agents and employees of the Association, and to ensure that their duties are properly performed.
 - C. To establish and enforce assessments as provided in the Declaration:
 - D. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
 - E. Procure and maintain adequate liability and hazard insurance on property owned by the Association.
 - F. Cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate.
 - G. Cause the Common Areas to be maintained.
 - H. Perform or cause to be performed all other obligations of the Association described in the Declaration.

- I. Prominently display the minutes of all meetings within fourteen (14) days.
- J. Establish appeals procedure which provide Lot Owners the opportunity to submit complaints to the Board for consideration and disposition. Decisions of the Board shall be final.
- K. To develop, approve, and revise the annual budget.

PART 7
OFFICERS AND THEIR DUTIES

- 7.1 Enumeration of Officers. The officers of this Association shall be a President, Vice-President, Secretary, and Treasurer, and such other officers as the Board may from time to time by resolution create. Officers shall at all times be members of the Board of Directors.
- 7.2 Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following the Annual Meeting of the members.
- 7.3 Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve.
- 7.4 Special Appointments. The Board may appoint officers to special assignments as the affairs of the Association may require, each of whom shall have such authority, and perform such duties as the Board may from time to time determine.
- 7.5 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 7.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.
- 7.7 Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special officers pursuant to 7.4 of these Articles.

7.8 Duties. The duties of the officers are as follows:

- A. President. The President shall preside at all meetings of the Board of Directors and shall see that the orders and resolutions of the Board are carried out.
- B. Vice-President. The Vice-President shall act in the place and stead of the President in the event of absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
- C. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; archive, maintain, and provide security over governing and electronic records of the Association, and shall perform such other duties as required by the Board.
- D. Treasurer. The Treasurer shall monitor the receipt and management of all monies of the Association and shall monitor the disbursement of funds as directed by resolution of the Board of Directors; shall ensure the keeping of proper books of account; cause an annual financial report with full disclosure of all Association financial affairs to be prepared by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures for the Board. Present the approved budget to the membership at the first regular Board meeting after it's adoption.

PART 8 **COMMITTEES**

8.1 Committees. The Board of Directors shall establish and appoint standing and ad hoc committees as deemed necessary in carrying out it's duties. The minimum committees are as follows:

- A. Architectural Review Committee. A committee shall be established by the Board of Directors to develop Architectural Guidelines for Board's approval with the intent to assist members to achieve the level of individual Lot design and keep current with requirements of related applicable governmental regulations. Oversee, certify compliance and report failure of member compliance with established Guidelines. Recommend modifications to the Design Guidelines, as appropriate.
- B. Election Committee. A committee shall be established by the Board of Directors to provide all of the services, material and facilities necessary to conduct an election or approval vote on behalf of the Board for the

Association in accordance with the Governing Document's procedures. This committee shall consist of five (5) members. The members of this committee shall be members of the Association who are not members of the Board of Directors or candidates. Duties include, but are limited to, preparing ballots and proxy forms, conducting elections and certifying the results to the Board, developing procedures for recounts or other challenges, storing ballots and proxy votes in a secure area until their disposal is directed by the Board. Spouses/companions of candidates may serve on the committee, but shall not be involved in ballot counting.

- C. Nomination Committee. A committee shall be established by the Board of Directors to present nominations to the membership for persons to be elected to the Board of Directors of the Association. This committee shall consist of five (5) members of the Association who are not members of the Board of Directors or candidates. To be eligible for the Board of Directors, all candidates must be in good standing as defined as follows: (1) no liens against their Lot(s), (2) current dues paid in full and (3) no legal actions pending between the Association and the candidate. This Committee shall prepare and distribute to the membership, prior to the election, the names of the nominees, in good standing, together with a brief biographical sketch of each nominee. No more than one (1) owner of a Lot(s) may serve on the Board at the same time.

PART 9 BOOKS AND RECORDS

- 9.1 Books and Records. The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, Articles of Incorporation, By-laws of the Association, Design Guidelines, and Rules and Regulations shall be available for inspection by any member at the principle office of the Association.

PART 10 AMENDMENTS

- 10.1 Passage of Amendments. These By-Laws may be amended at a regular or special meeting of the Board.
- 10.2 Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

PART 11
MISCELLANEOUS

- 11.1 Miscellaneous. The fiscal year of the Association shall begin on the first day of January, and end on the 31st day of December.