

# By-Laws (With Amendments)

## For GOLDEN VISTA RV RESORT

**Note: The BY-LAWS** was Amended and Restated March 20, 2002. This document has the amendments since that date included. **The amendments are highlighted in yellow.**

### 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 1<sup>st</sup> through March 31<sup>st</sup>. For A Special Meeting to Recall a Director, See Part 4, Para.4.3 – (ARS 33-1813.) (Amendment #3)
- 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, except for the Recall of a Director (see Part 4, para. 4.3) - (ARS 33-1813). (Amendment #3)
- 3.5 Voting. Unless otherwise specified in the Declaration or By-Laws, a simple majority of votes received is required to approve a measure. Absentee and mail-in ballots are valid. (ARS 33-1812). (See Amendment #3)
- 3.6 Proxies. Proxy votes for this Association are against Arizona law (ARS 33-1813). (Amendment #3)

- 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 **three**-year term, with the respective terms to be staggered so that no more than **three (3)** 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 terms. Directors who have served two (2) consecutive terms on the Board shall not be eligible for re-election or **re**-appointment to the Board for two (2) full years after the conclusion of their last term of office. **(Amendment #4)**
- 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 **or a recall petition by the members. (Note: for Recall of a Director(s), see Part 11, Para 11.2 (ARS 33/1813).** 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. **(Amendment #3)**

- 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 cannot 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, recorded and posted conspicuously following any such meeting. (Amendment #2)
- 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. Absentee/Mail-in ballots are valid and acceptable if received by the date/time specified on the ballot, however, all valid Door ballots will be counted prior to the commencement of the meeting. Cumulative voting for the Board members is prohibited. Write-in candidates shall be permitted. (Amendment #3)

## PART 5 MEETINGS OF DIRECTORS

- 5.1 Meeting Attendance. The meetings of the Board of Directors, except Executive Sessions shall be open to all members, or any person designated by in writing, as the member's representative. All attendees shall be permitted to speak at an appropriate time during the deliberations and proceedings. The Board may place reasonable restrictions on those persons speaking during the meeting, but shall permit a member or a member's designated representative to speak before the Board takes any formal action on an item under discussion, in addition to any other opportunities to speak. The board shall provide for a reasonable number to speak on each side of an issue. (Amendment #2)
- 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 the President or three (3) Board members. Executive Sessions are closed to the membership. Executive Sessions shall consider only the following items:
- A. Legal advice of any attorney for the Board or Association, on final resolution of any matter for which the Board received legal advice or that concerned pending litigation. The Board may disclose information about that matter in an open meeting except for matters that are required to remain confidential by terms of a settlement agreement or judgment.
  - B. Pending or contemplated litigation.
  - C. Personal, health and 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.
  - 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 employee of a contractor of the Association who works under the direction of the Association. (Amendment #2)
- 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. The Association shall not impose a regular assessment that is more than twenty per cent (20%) greater than the preceding fiscal year's assessment without the approval of the majority of the membership of the Association (ARS 33-1803). (Amendment #5)
- 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.
- L. Receive Petitions from the Membership (see Part 10). (Amendment #1)
- M. Recuse oneself due to conflict of interests if a contract, decision or other action "for compensation", benefits a member of the Board or a Board member's family. This declaration must be made in open session and prior to any discussion or vote on the matter in question. (Amendment #2)

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 audit with full disclosure of all Association financial affairs to be prepared by a Certified Public Accountant at the completion of each fiscal year. The said report to be completed within six (6) months of the end of the fiscal year, and made available to the Membership no later than thirty (30) days following completion of said audit; 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.  
(Amendment #2)

## 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 forms, conducting elections and certifying the results to the Board, developing procedures for recounts or other challenges, storing ballots 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. (Amendment #3 deleted “and proxy” and “and proxy votes”)

- 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. A request to review or make copies on any Association books or records must be in writing, submitted at least five (5) working days in advance and meet the following criteria:
- a. Must be made in good faith,
  - b. Must be for a proper purpose,
  - c. Must be described with reasonable particularity
  - d. The records must be connected to the declared purpose and
  - e. Does not involve matters covered in closed sessions described in Paragraph 5.4 above, of this document. (Amendment #2)

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.
- 10.3 Amendments by Petition. Anytime a group of ten (10) percent or more of the voting membership, members in good standing (one (1) vote per Lot), may petition the Board of Directors to amend any provision(s) of the governing documents(s). The Board will immediately acknowledge, at its next meeting, the receipt of such petition, determine the validity of the petition count, form an Ad-Hoc committee consisting of three (3) non Board Members signers, a Board Member and chaired by the Chairman of the Documents Review Committee. The purpose of this Committee is to review the petition for its effect on such documents(s), make pertinent comments and forward an Amendment(s) of such governing documents(s) to the board of Directors for Action. The Board, if it deems the Amendment(s) proper and beneficial to the membership, and only involve the three (3) subordinate governing documents, may approve the Amendment(s) without further action, or if the Board takes exception to all or any part of the revision(s), it may attach its comments and then refer the issue to the Membership at the next General Election, as a single package. Passage of such an Amendment(s) will be by a simple majority of those responding. However, if the Amendment(s) involve the Articles of Incorporation and/or The Declaration of Covenants, Conditions and Restrictions, they must, in their entirety, be referred to the Membership with or without Board comments, at the next General Election. Passage of such amendments(s) shall be by a sixty (60) percent or greater affirmative vote by the Association Membership. (Amendment #1)

PART 11  
MISCELLANEOUS

11.1 Miscellaneous. The fiscal year of the Association shall begin on the first day of July, and end on the last day of June. (Amendment #4)

11.2 Recall of a Director(s) (ARS 33-1813.)

Definition: For the purpose of clarification, under Arizona Revised Statutes 33-1813, Para. a; The Declarant is the Association and all Board members, whether elected or appointed by the Board, are equally subject to the same recall status.

A. A petition (Annex A) signed by 10% (108) or more, members in good standing, presented to the Board of Directors will cause a Special Meeting to be scheduled within thirty(30) days of such receipt and the dispatch of a Notice of Recall Meeting letter (Annex B).

B. The Board of Directors will cause Recall Ballots to be distributed/mailed to all members of the Association at their listed home of record(if not currently in the Park)(Annex C). If Owner is currently in the park, they may be hand distributed or mailed to their Park address.

C. At the membership meeting, the presence of the number of validated Owners ballots to whom at least 20% (215) votes are allocated, is sufficient for a quorum. If a quorum is present by persons and or ballots, a simple majority is sufficient to carry the issue.

D. If a Recall Petition is submitted to the Board and the vote at the Membership meeting is unsuccessful to remove that Director(s), that Director(s) is/are safe from another Recall Petition during the rest of that term.

E. Records of a petition and meeting minutes must be kept for one (1) year by the Association. If there is litigation over the recall process, the loser will be obligated to pay the winner's reasonable attorney's fees and cost. (Amendment #3)

# RECALL PETITION

Golden Vista RV Resort Association Inc.

Date \_\_\_\_\_

By signing below, I, a unit owner in the Association, hereby indicate my desire to hold a membership meeting for the purpose of voting on removing the following Director(s) from office;

Name \_\_\_\_\_

Name \_\_\_\_\_

Name \_\_\_\_\_

Name \_\_\_\_\_

	Name (Print)	Lot #	Signature
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
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**Notice of Recall Meeting**  
Golden Vista RV Resort Association Inc

Date \_\_\_\_\_

On \_\_\_\_\_ (date), a petition signed by the required number of owners was submitted to hold a Special membership meeting for the purpose of voting on the removal of the following Director(s);

Name \_\_\_\_\_

Name \_\_\_\_\_

Name \_\_\_\_\_

Name \_\_\_\_\_

As a result, and as required by law, a vote on the removal question must be held within thirty (30) days of the submission of the petition. Therefore, a special membership meeting has been called for \_\_\_\_\_ (date). On that date, a Special membership meeting will be held, but the vote for removal must, pursuant to Arizona law, be conducted by absentee/mail ballot. Therefore, enclosed for your use is a ballot that must be returned by 4 PM on the date stated on the BALLOT to the address on the enclosed envelope.

## Recall Ballot

Golden Vista RV Resort Association Inc.

A Special membership meeting has been called to consider the recall of the listed Board Director(s). Please indicate below your approval or disapproval for recall of each named Director.

	Approve removal	Disapprove removal
Name _____	_____	_____
Name _____	_____	_____
Name _____	_____	_____
Name _____	_____	_____

Once you have completed your ballot, return it to the Association in the pre-addressed and stamped envelope. Ballot must be received at the Association office by 4 PM on \_\_\_\_\_ in order to be counted. On the back of the envelope marked "BALLOT", put your Lot number(s), Name and address and your signature (a must).

NOTE: Only one (1) ballot per lot, multiple lot owners will be furnished one (1) ballot per lot for each recorded lot owned.