

**PROPOSED BYLAWS AMENDMENTS  
LAS CAMPANAS COMMUNITY ASSOCIATION**

**Proposed Amendment #1**

Amendment dated 20<sup>th</sup> August 1998

**Current:**

1. Section 1 of Article III is deleted in its entirety and the following is substituted therefor:  
"Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the fourth Monday of February each year thereafter. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday. Notwithstanding the foregoing, should the Board of Directors determine that due to scheduling conflicts or other significant impracticality, the annual meeting cannot be held on the date provided above, then the Board of Directors shall give written notice of the cancellation of said scheduled meeting date and of the new date established for the annual meeting for the year in question.

**PROPOSED:**

Section 1. Annual Meetings. The annual meeting of the Members shall be held in the month of February at a time and place determined by the Board of Directors.

**Rationale:** In order to hold large meetings, it is necessary to reserve the room over one year in advance. It would be easier to find a date in February if it was not restricted to a certain day of the week or certain week of the month.

**Proposed Amendment #2**

**Article III. Section 5**

**Current:**

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot or Parcel.

**Proposed:**

Section 5. Voting At all meetings of the Members a vote may be cast in person or by absentee ballot. An absentee ballot is valid for only one specified election or meeting of the Members and expires automatically after the completion of the election or meeting and must meet all other conditions of the Arizona Planned Communities Acts. In accordance with A.R.S. §10-3708, any action that the Association members can take at any annual or special meeting may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. Written ballots must comply with the requirement in A.R.S. §10-3708.

**Rationale:** Proxies are no longer allowed by Arizona Revised Statutes §33-1812, which authorizes absentee ballots.

### Proposed Amendment #3

#### Article V, Section 1.

##### Current:

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of the Members. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more persons who are either Members of the Association, officers of a corporate Member, or partners in a partnership Member. *The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting.* The Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

##### Proposed:

- (1) Delete the sentence "Nominations may also be made from the floor at the annual meeting of the Members".
- (2) Replace the italicized sentence with: "The Nominating Committee shall be appointed by the Board of Directors."

**Rationale:** The Committee should not have to serve over a year. They have plenty of time to recruit members to run for the Board.

### Proposed Amendment #4

#### Article V, Section 1

##### Current:

See Amendment #3

##### Proposed:

Delete "or non-Members" from the last sentence.

**Rationale:** Non-members of Las Campanas Community Association should not be eligible to run for the Board or any Committee.

### Proposed Amendment #5

#### Article IV, Section 1

##### Current:

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors. The Board shall have the exclusive right of determining the affairs of the Association. The

Board shall consist of not less than three (3) nor more than nine (9) Directors. The Board initially shall consist of the three (3) Directors designated in the Articles.

**Proposed:**

(A) Revise the first sentence to read: "The affairs of this Association shall be managed by a Board of Directors, all of whom must be Association Members."

(B) Delete the last sentence.

**Rationale:** Non-Members of Las Campanas Community Association should not be eligible to run for the Board. The last sentence is outdated.

### **Proposed Amendment #6**

#### **Article VI, Section 1.**

**Current:**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

**Proposed:**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly on a schedule determined by the Board. Notice to Members of the Board meeting shall be given at least 48 hours in advance of the meeting.

**Rationale:** Board meetings should be held at least quarterly, but it allows for monthly or whatever is needed to conduct the necessary business. The pertinent open meeting law (A.R.S. §33-1804) requires notice to members of all Board meetings at least 48 hours before the meeting.

### **Proposed Amendment #7**

#### **Article VII, Section 1 (g)**

**Current:**

(g) enter into contracts with others, including Declarant and Declarant's affiliated companies for services which include, but are not limited to, operation and maintenance of the Recreational Facility, water, refuse, utilities and maintenance for the benefit of the Members of the Association and for Common Areas and such contracts shall not be invalidated by the fact that one or more directors or officers of the Association are employed or otherwise affiliated with Declarant or Declarant's affiliates; and

**Proposed:**

**Delete reference to Recreational Facility and refuse:**

(g) enter into contracts with others, including Declarant and Declarant's affiliated companies for services which include, but are not limited to, water, utilities and maintenance for the benefit of the Members of the Association and for Common Areas, and such contracts shall not be invalidated by the fact that one or more directors or officers of the Association are employed or otherwise affiliated with Declarant or Declarant's affiliates; and

**Rationale:** Las Campanas Community Association has no rights to the Recreational Facility and does not deal with refuse.

**Proposed Amendment #8**

**Article VII, Section 2 (c)(1), and Article XI**

**Current:**

Refers to Recreational Facility Assessment.

**Proposed:**

Delete the reference to Recreational Facility Assessment

**Rationale:** LCCA has no rights to the Recreational Facility Assessments.

**Proposed Amendment #9**

**Article VII, Section 2(d)**

**Current:**

(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 certificates state an assessment has been paid, such certificates shall be conclusive evidence of such payment, as against any bona fide purchaser of, or lender on, the Lot or Parcel in question;

**Proposed:** Delete duplication

(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 certificates shall be conclusive evidence of such payment, as against any bona fide purchaser of, or lender on, the Lot or Parcel in question;

**Rationale:** Sentence does not need to be repeated.

**Proposed Amendment #10**

**Article VIII, Section 8 (a)**

**Current:**

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages deeds and other written instruments; and shall consign all checks and promissory notes.

**Proposed:** Change last sentence to read:

...deeds and other written instruments; and shall co-sign all promissory notes.

**Rationale:** It is not necessary for the President to co-sign all checks. The word "consign" is replaced with co-sign.

**Proposed Amendment #11**

**Article VIII, Section 8 (d)**

**Current:**

(a) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and delivered to the Members.

**Proposed: Add cosign limitation:**

(a) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall insure that disbursements over the amount of \$3,000 shall be co-signed by another officer, shall keep proper books of account; shall cause an annual audit, compilation or review of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and delivered to the Members.

**Rationale:** It is prudent to be sure more than one person is responsible for checks over \$3,000. The requirement for an annual audit is changed to give the Board the discretion to have an annual audit, review or compilation.

**Proposed Amendment #12**

**Article XII**

**Current:**

The Association shall have a seal in circular form having within its circumference the words:  
LAS CAMPANAS COMMUNITY ASSOCIATION

**Proposed:** Delete this article entirely.

**Rationale:** According to Arizona Statute §1-202. Private and corporate seals or scrolls; effect

Unless otherwise specifically required by law, no private or corporate seal or scroll is necessary to establish the validity of any contract, bond, conveyance or other instrument of writing, nor shall the addition or omission of any private or corporate seal or scroll in any way affect any such instrument heretofore or hereafter made.

**Proposed Amendment #13**

**Article XIII, Section 2**

**Current:**

Fifth line has a misspelling of the word "sate".

**Proposed:**

Correct the misspelling to read "state".

**Rationale:** Formal documents must be spelled correctly.