

**BY-LAWS  
FOR  
CASA PALOMA I HOMEOWNERS, INC.**

**ARTICLE 1  
DEFINITIONS**

SECTION 1: "Association" shall mean and refer to Casa Paloma I Homeowners, Inc., a non-profit corporation organized and existing under the statutes of the State of Arizona.

SECTION 2: "The properties" shall mean and refer to:

Green Valley Townhouse III, Lots 1-256 inclusive and Lot 258, as recorded in the book of Maps and Plats, Book 5630, at Page 309, in the office of the County Recorder, Pima County, Arizona.

SECTION 3: "Common properties" shall mean and refer to passageways, easements, drives, streets, avenues, roads, and footways, including those within the boundaries of Lot 258, which shall be maintained by the Association for the common benefit and enjoyment of its members. This does not include Lot 257 which is maintained by, and subject to the rules and regulations of Green Valley Recreation, Inc.

SECTION 4: "Deed Restrictions" shall mean and refer to the Declaration of Establishment of Conditions, Covenants and Restrictions, recorded in the office of the Pima County Recorder in Book 6425, at Pages 665-668 thereof and any amendments thereto. Reference in the Deed Restrictions to Townhouse III Property Owners Association is acknowledged to mean this Association.

**ARTICLE II  
MEMBERSHIP AND RIGHTS OF ENJOYMENT OF PROPERTY**

SECTION 1: Membership is restricted to owners of a residence or lot in the Sub-Division known as Casa Paloma I.

SECTION 2: Each member is entitled to the use and enjoyment of the common properties, subject to the Rules, Deed Restrictions and to the By-Laws of this Association.

SECTION 3. Each lot owner must complete and keep current an Association's Designated Voter form.

**ARTICLE III  
BOARD OF DIRECTORS**

SECTION 1: (a) The affairs of the Association are conducted by a Board of Directors consisting of five members of the Association elected by absentee ballot. Directors to be elected for a term of three years, such Directors shall serve for the term for which they are elected and until successors are elected and qualified. Any vacancy on the Board of Directors shall, until the next annual meeting, be filled by a majority vote of the remaining members of the Board. No member may serve more than two full consecutive terms.

(b) If any contract, decision or other action taken by or on behalf of the board of directors would benefit any member of the board of directors or any person who is a parent, grandparent, spouse, child or sibling of a member of the board of directors or a parent or spouse of any of those persons, that member of the board of directors shall declare a conflict of interest for that issue. The member

shall declare the conflict in an open meeting of the board before the board discusses or takes action on that issue and that member may then vote on that issue. Any contract entered into in violation of this section is void and unenforceable.

SECTION 2: Each elected director's term starts with the close of the annual meeting at which he/she is elected. The first Board of Directors to be elected during the organizational meeting, shall be composed of three members serving a three year term, three members serving a two year term, and three members serving a one year term, each full term being in addition to the partial term from date of organization to the first annual meeting. Those nominees receiving the highest number of votes will be declared elected; when terms of different length are to be filled, those receiving the highest number of votes will be declared elected to the longer terms. In case of ties, the winner shall be selected by lot at the annual meeting. No election will be needed at the first annual meeting, but directors will be elected at each annual meeting thereafter in order to fill vacancies.

SECTION 3: A director may be removed from the Board of Directors for cause deemed justifiable by a majority of the Full Board if he/she fails to attend three consecutive monthly meetings of the Board.

SECTION 4: Nominations of qualified members for election to the Board of Directors shall be made by the Nominating Committee and by members in person at the November and December Board of Directors meeting(s). The report of the Nominating Committee and others nominated from the floor shall be included in the published notice of the annual meeting.

SECTION 5: The election shall be conducted using printed ballots, mailed in advance, containing:

- (a) The term of the directorship to be filled.
- (b) The names of members nominated from the floor at the November and December Board meetings and by the Nominating Committee for such offices;
- (c) A space for a write-in vote for each office opening on the Board of Directors.

SECTION 6: Cumulative voting is not permitted. The designated voting member of each unit may cast votes equal to the number of directorships to be filled. One ballot will be sent to each unit.

#### ARTICLE IV

#### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall have power

- (a) To call special meetings of the Association whenever it deems it necessary, and shall call such meetings on the written request of 25% of the Association.
- (b) To appoint and to remove at its pleasure any officer, agent or employee of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or director of the Association in any capacity whatsoever.
- (c) To establish, assess and collect assessments. (See Section 2d)
- (d) To establish and collect a document transfer fee as provided by the laws and statutes of the State of Arizona. The amount of such fee to be set by the action of the Board of Directors.
- (e) To adopt and publish rules and regulations governing the use of the common properties, or for the general welfare and benefit of the members.
- (f) To exercise for the Association all powers, duties and authority vested in or delegated to this Association except those reserved to the members.

SECTION 2: The Board of Directors shall:

- (a) Keep a record of its acts and present a statement thereof at the annual meeting.
- (b) Supervise all officers, agents and employees of the Association.
- (c) Prepare budgets and submit them to the membership for approval.
- (d) In relation to assessments:

(1) Maintain a roster of the properties and assessments applicable thereto. The roster shall be kept in the office of the Secretary and shall be open to inspection by any members.

(2) Obtain the approval of the membership before entering into any contractual agreement with anyone which will obligate the Association for any dollar amount over \$10,000, unless the item has been specifically identified as to purpose, dollar amount, and timing in the annual budgets approved by the general membership.

(3) Make assessments in such amount as determined by the Board to be necessary and prudent.

(4) Mail statements of assessment when due.

(5) Issue upon demand by any member a receipt setting forth whether any assessment due from that member has been paid.

ARTICLE V  
OFFICERS, THEIR ELECTION AND DUTIES

SECTION 1: The officers shall be a President, a Vice-President, a Secretary, a Treasurer, and such others as may be determined from time to time by the Board of Directors. All officers must be members of the Board of Directors. They shall be elected by a majority vote of the Board of Directors and shall hold office at is pleasure. Any officer may be removed from office by agreement of at least five directors. Such action may only take place at a Board of Directors' meeting.

SECTION 2: The President shall preside at all meetings of the Board of Directors and of the entire membership; shall see that orders and resolutions of the Board of Directors are carried out and shall sign all leases, contracts, and other written documents.

SECTION 3: The Vice-President shall perform the duties of the President in his/her absence.

SECTION 4: The Secretary shall keep the records of the Association, and those of the Board of Directors; will act as secretary at all meetings, keeping the minutes of all proceedings and the votes taken; shall record the names of all members of the Association together with their addresses as registered by such members, and has the responsibility for announcing membership meetings on bulletin boards and in newspapers

SECTION 5: (a) The Treasurer shall receive and deposit promptly in banks or savings accounts all moneys of the Association, shall be responsible for disbursements for obligations made in the ordinary course of business and within the limits of the budgets. Any obligations which exceed the approved budgeted category amounts must be approved by Board of Directors' resolution before payment can be made.

(b) The Treasurer shall keep proper books of account and submit the Association books to the Auditing Committee when requested; shall prepare annual balance sheet

statements and reports of income and disbursements, submitting them to the Board. Shall assist the Board in preparing budgets and other information to be submitted to the membership for approval.

SECTION 6: Checks drawn on the Association bank accounts and promissory notes must be signed by any two authorized officers of the Association.

## ARTICLE VI COMMITTEES

### SECTION 1: STANDING COMMITTEES

All Standing Committees are responsible to the Board of Directors and shall be appointed within 30 days following such annual meeting to serve until their successors are appointed. Each committee is to consist of a chairman and two or more members.

(a) Maintenance Committee - This committee is responsible for identifying problems in the common areas and taking action to resolve such problems. It is also responsible for identifying any maintenance problems which have to do with individual houses.

(b) Architectural Committee - Before a homeowner begins any exterior construction of or alteration to the structure, written approval of this committee shall be secured. This committee shall have the authority to order the removal of any construction or alteration begun or completed without their approval, and the Board of Directors is authorized to enforce compliance in accordance with the Deed Restrictions. The Architectural Committee shall watch for proposals, programs or activities which may adversely affect the residential value of the properties or which may be in violation of the Deed Restrictions and shall advise the Board of Directors regarding action on such matters. The Architectural Committee shall maintain Architectural Rules for Casa Paloma I and recommend any revisions to the Board of Directors annually for its approval.

(c) Nominating Committee - The Nominating Committee shall prepare a slate of members who have agreed to be candidates for vacancies that are to be filled by election at the annual meeting.

### SECTION 2: AUDITING COMMITTEE

An Auditing Committee shall be appointed as needed to audit finances at any time and before each annual meeting. It is appointed by the President and responsible to the Board of Directors.

### SECTION 3: SPECIAL COMMITTEES

Ad hoc committees may be appointed by the Board of Directors as needed.

## ARTICLE VII MEETINGS

### SECTION 1: BOARD OF DIRECTOR MEETINGS

(a) The Board of Directors shall hold regular monthly meetings at such date and place as determined by the Board; except for the months of June, July and August. Special meetings may be called by the President or any three directors by giving three days notice to all directors and post a notice of the meeting including propose of meeting. A majority of the directors shall constitute a quorum.

(b) Meetings shall be open to all members of the Association. A specific and reasonable time period shall be provided in which members may request the privilege of addressing the Board, and the presiding officer shall grant such reasonable request.

## SECTION 2: MEMBERSHIP MEETING

(a) The annual meeting of the membership shall be held on the third Tuesday of February at a time and place set by the Board of Directors.

(b) Special meetings shall be held upon the written request of 25% of the membership, and shall be held within thirty days of receipt of the request by the Board of Directors. Special meetings may also be called upon a majority vote of the Board of Directors. The Board of Directors shall set the date, time and place of special meetings.

(c) Notice of any annual or special meeting shall be given to the members by mail or hand delivered to the last address reported by the member to the Secretary. The notice shall be given at least fifteen (15) days prior to the date of such meeting and shall set forth the general nature of the business to be transacted.

(d) All action by the members of the Association, at either the annual or a special meeting, except for changes to the Bylaws or the Articles of Incorporation, shall be by the majority vote of the members of the Association, who exercise their right to vote.

(e) Voting by proxy is not permitted.

(f) Quorum: The presence in person or by absentee ballot of Members entitled to cast at least 10% of the Eligible Votes in the Association shall constitute a quorum at any meeting of the Members.

SECTION 3: Roberts Rules of Order shall govern all meetings.

## ARTICLE VIII BOOKS AND PAPERS

The books, records and papers of the Association shall at all reasonable times be subject to the inspection of any member in good standing.

## ARTICLE IX AMENDMENT AND INTERPRETATION

SECTION 1: Proposed amendments to these By-Laws must be presented in writing and adopted by a two-thirds of the votes cast or majority of the voting power whichever is less.

SECTION 2: Should any portion of these By-Laws be in conflict with the Articles of Incorporation, the Articles of Incorporation shall take precedence. Should any portion of these By-Laws be in conflict with the Deed Restrictions, the Deed Restrictions shall take precedence.

SECTION 3: Should any portion of these By-Laws be in conflict with any Federal, State, or County law, The Federal, State, or County law shall take precedence.