



# PINEGLEN OWNER'S ASSOCIATION

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## Pineglen HOA Bylaws

April 10, 1984

### **ARTICLE 1 ASSOCIATION**

#### **Section 1: Purpose**

These Bylaws for PINEGLEN OWNERS ASSOCIATION, Inc., an Arizona nonprofit corporation (herein called "Association"), are adopted pursuant to the Master Declaration of Covenants, Conditions and Restrictions for Pineglen Park and Pineglen Village, recorded on August 29, 1983, in Docket 709, commencing at page 01, in the office of the County Recorder of Navajo County (the "Declaration") and to the Articles of Incorporation filed in the office of the Arizona Corporation Commission on the 16th day of September, 1983; which Association was created for the purpose of administering the affairs of the planned area development known as PINEGLEN (the "Development"), described in the Declaration.

The Association shall constitute a homeowners association to serve as the governing body for all Owners and shall make provisions for the maintenance, repair, replacement, administration and operation of the Common Area and Facilities, assessment and payment of expenses, acquisition of hazard insurance and disposition of such hazard insurance proceeds, and other matters as provided in the Declaration and the Bylaws. The Association shall not be deemed to be conducting a business of any kind, and all funds received by the Association shall be held and applied for it by the Owners in accordance with the Declaration and the Bylaws.

#### **Section 2: Office**

The office of the Association shall be in Show Low, -Arizona; or at such other location as shall be determined by the Board of Directors:

#### **Section 3: Seal.**

The Association may adopt a seal which shall bear the name of the Association, the word "Arizona," and the year of incorporation.

### **ARTICLE II DEFINITIONS**

Reference should be made to the Declaration for the definition of many of the words and phrases used herein. Except as otherwise stated herein, the definitions in the Declaration are applicable herein.

### **ARTICLE III MEMBERS**

#### **Section I: Membership.**

Each Owner shall be a member of the Association so long as he shall be an Owner.

#### **Section 2: Succession.**

The membership of each member shall terminate when that member ceases to be an Owner of a Lot, and upon the sale or other transfer or disposition of his ownership interest in the Lot, the Owner's

membership in the Association shall automatically be transferred to the new Owner who shall succeed to the ownership interest, all in accordance with the requirements and conditions of the Declaration. The records of the Association shall be kept up to date, reflecting existing members, and a reasonable charge may be made by the Association upon any transfer (except no charge may be made when the transfer of a Lot is through foreclosure of a mortgage, trustee's sale under a deed of trust, a deed in lieu thereof, or similar such procedure).

### **Section 3: Meetings.**

The annual meeting of the members shall be held at the office of the Association, or such other place as may be designated in the notice thereof, on any day in the month of June of each year. If that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding day which is not a legal holiday, or Sunday. The annual meeting shall be for the purpose of electing directors and of transacting any other business authorized to be transacted by the members. Special meeting of the members may be called by the President or by a majority of the Board of Directors or by members having one-third (1/3) or more of the total votes entitled to be cast at such a meeting.

### **Section 4: Notices.**

Notice of all meetings of the members stating the day, time, place and if the meeting is a special meeting, the purpose for which the meeting is called, shall be given to each member entitled to vote at the meeting by the President, Vice-President, Secretary or other authorized agent or officer, unless said notice is waived in writing.

Such notice must be in writing and addressed to each member at his address as it appears on the records of the Association, and shall be mailed within the time periods provided by law, but in any event the notices shall be given at least ten (10) days before the date of the meeting, but not more than fifty (50) days before the date of the meeting. Proof of such notice shall be given by the affidavit of the person giving the notice. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place of the meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Association may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

### **Section 5: Record Date.**

In order that the Association may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a recorded date, which shall not be more than 30 nor less than 10 days before the date of such meeting, nor more than 30 days nor less than 10 days prior to any other action. If no record date is fixed: (a) the record date for determining members entitled to notice of or to vote at a meeting of members shall be at four o'clock in the afternoon on the day before the day on which notice is given, or, if notice is waived, at the commencement of the meeting; (b) the record date for determining members entitled to express consent to corporate action in writing without a meeting shall be the time of the day on which the first written consent is served on the Association. A determination of members entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned

meeting and further provided that the adjournment or adjournments do not exceed 30 days in the aggregate.

**Section 6: Voting Record.**

The officer or agent having charge of the membership records shall make a complete record of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of each member. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

**Section 7: Voting.**

1. Voting Rights. The Association shall have one (1) class of voting membership as follows:
2. Class A Membership. The Owner or Owners of a Residential Lot shall have a Class A membership and shall be entitled to one (1) vote for each Residential Lot owner by such Owner or Owners.

All voting rights shall be subject to the restrictions and limitations provided herein and in the Declaration and Articles of Incorporation of the Association.

If a Unit is owned by more than one person or by a corporation, partnership, association, or some other entity capable of owning property, the vote attributable to that Unit shall be cast by the person named in a certificate signed by all of the owners of that Unit, or by the appropriate officers of the corporation or of such other entity, and filed with the Secretary of the Association. Such certificates shall be valid until revoked by a subsequent certificate, and if such a certificate is not on file with the Secretary of the Association, then the vote attributable to that unit not be considered in determining the requirement for a quorum nor shall it be considered for any other purpose.

**Section 8: Quorum.**

Except as may be otherwise set forth in the Declaration or the Articles of Incorporation, the acts of the majority of the members present at a meeting at which a quorum is present shall be the acts of the members. A quorum of members for any meeting shall consist of the persons or proxies entitled to cast one-tenth (1/10) of the votes of the entire membership and/or the joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purpose of determining a quorum. [Amended 7-31-2014] If there is not a quorum present at any meeting of the members, ballots shall be sent by mail to each Pineglen property owner. Ballots must be returned by the deadline date listed on the ballot. All returned ballots will be tallied with majority prevailing. A ballot which was not deliverable, or has not been returned by the deadline date will NOT be considered. Owners are responsible for updating their contact information by June 1<sup>st</sup> of each year.

**Section 9: Proxies.**

A member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact to a qualified voting member. No proxy shall be valid after twelve (-12)-months from the-date of its execution:

**Section 10: Waiver of Notice.**

Whenever any notice is required to be given to any member, a waiver thereof in writing signed by the person entitled to such notice, either before or after the time stated therein, shall be equivalent to the

giving of the notice. Attendance at a meeting by a person entitled to notice shall constitute a waiver of notice of such meeting, except when the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 11: Action Without Meeting.**

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of the members.

**Section 12: Approval or Disapproval.**

An approval or disapproval by an Owner upon any matter whether or not the subject of an Association meeting shall be by the same person who would cast the vote or such owner in an Association meeting.

**Section 13: Order of Business.**

The order of business at annual meetings of the members, and as far as practical at all other meetings of the members, shall be:

1. Calling of the roll and certifying of proxies;
2. Proof of notice of meetings or waiver of notice;
3. Reading and disposal of any unapproved minutes;
4. Reports of officers;
5. Reports of committees;
6. Election of inspectors of election;
7. Determination of the number of members of the Board of Directors;
8. Election of Directors;
9. Unfinished business;
10. New business;
11. Adjournment.

**ARTICLE IV BOARD OF DIRECTORS**

**Section 1: Number and Qualification.**

The Board of Directors shall consist of not less than three (3) nor more than seven (7) members. The first Board of Directors shall consist of the three (3) members who are named in the Articles of Incorporation of the Association, and said members of the Board of Directors shall hold office until the first meeting of the members of the Association or until successors are designated by Declarant, all as set forth in the Declaration. Thereafter, the Board may act to increase or decrease its membership within the aforesaid limits and to fill vacancies in its membership and that appointee shall serve until the next election. Each member of the Board of Directors shall be either an owner of a Unit or the spouse of an owner, or if an owner is a corporation, partnership or trust, such director may be an officer, director, partner, beneficiary, or trustee of such owner;

provided, however, that neither the directors nominated or designated by Declarant pursuant to the Declaration nor the directors constituting the first board shall be required to meet the above requirement. Subject to the provisions above stated, if a director shall cease to meet the above qualifications during his term, he shall thereupon cease to be a director and his place on the board shall be deemed vacant.

**Section 2: Election of Directors.**

The Board of Directors of the Association shall be elected at the annual meeting of members and the candidates for director receiving the most votes shall be elected.

**Section 2A: Nominating Committee.**

The nominating committee for the following year shall be composed of the retiring directors.

**Section 3: Vacancies.**

Any vacancy occurring in the board may be filled by a majority vote of the remaining members of the board though less than a quorum or by a sole remaining director and any director so chosen shall hold office until the next election of directors when his successor is elected and qualified.

**Section 4: Quorum.**

At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board, except as may otherwise be set forth in the Declaration. If at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At an adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice and the joinder of a director in the action of a meeting by his signing and concurring in the minutes thereof shall constitute the presence of such director for the purpose of determining a quorum.

**Section 5: Place of Meeting.**

Meetings of the Board of Directors, regular or special, may be held either within or without the State of Arizona, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**Section 6: Meetings and Notice.**

The first meeting of each newly elected Board of Directors shall be held immediately following the annual meeting of members and in the same place as the annual meeting of members and no notice to the newly elected directors of such meeting shall be necessary in order to legally hold the meeting, providing a quorum shall be present. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver by all the directors. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board. No further notice shall be required for annual or regular meetings of the Board. Special meetings of the Board may be called at any time by the President or by a majority of the Board of Directors. The Secretary shall give notice of the time and place of each special meeting to each director. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting. Whenever any notice is required to be given to any

director, a waiver thereof in writing signed by the person entitled to such notice, either before or after the time stated therein, shall be equivalent to the giving of such notice.

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 7: Action Without Meeting.**

Any action to be taken at a meeting of the directors may be taken without a meeting if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board. Such consent shall have the same effect as a unanimous vote.

**Section 8: Removal.**

At a meeting of members called expressly for the purpose, directors may be removed, with or without cause, by a majority vote of the members then entitled to vote at an election of directors.

**Section 9: Presiding Officers.**

The presiding officer at directors' meetings shall be the President or in his absence the Vice-President. In the absence of a presiding officer, the directors present shall designate one of their number to preside.

**Section 10: Compensation.**

Directors shall receive no compensation for their services unless expressly provided for in resolutions duly adopted by a majority vote of all the members of the Association; however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 11: Election of Officers.**

At the annual meeting of the Board of Directors, the Board shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer and such other officers or assistant officers as the Board of Directors may determine. Whenever a vacancy shall occur in such offices, it shall be filled at a regular or special meeting of the Board.

**Section 12: Powers and Duties.**

Except as expressly set forth in the Declaration, the Articles of Incorporation, or by statute, all of the powers and duties of the Association shall be exercised by the Board of Directors, including those existing under common law, statute, the Articles of Incorporation of the Association and the Declaration. Such powers and duties shall be exercised in accordance with the provisions of the Declaration and shall include but not be limited to:

1. The election and removal of officers of the Association as hereinafter provided;
2. The administration of the affairs of the Association and of the property to the extent permitted by applicable law and the Declaration and the Articles of Incorporation;
3. The engagement of the services of a manager or a managing agent who shall operate and manage the property for all of the owners upon such terms and for such compensation and with such authority as the Board may approve; provided, however, that any such agreements shall be for such term and shall provide for cancellation and termination without payment of any fee, as provided in the Declaration.

4. To formulate policies for the administration, management and operation of the property; to provide for the operation, maintenance, repairs and replacement of the common elements, payment therefor and to approve payment vouchers or to delegate such approval to the officers or the manager or managing agent; to provide for the designation, hiring and removal of employees and other personnel, including accountants and attorneys and to engage or contract for the service of others and to make purchases for the maintenance, repair, replacement, administration and operation of the property; and to delegate any such powers to the manager or managing agent (and any such employees or other personnel who may be the employees of a managing agent);
5. To appoint committees of the Board and to delegate to such committees the board's authority to carry out certain duties of the Board;
6. To estimate the amount of the annual budget and to provide the manner of assessing and collecting from the owners their respective shares of such estimated expenses;
7. To comply with the instructions of a majority of owners not inconsistent with the Declaration as expressed in a resolution duly adopted at any annual or special meeting of the members;
8. To make and amend regulations respecting the use of the property, all in accordance with the Declaration;
9. To enforce by legal means the provisions of the Condominium Constituent Documents, including but not limited to the Declaration, the Articles of Incorporation and By-laws of the Association and all regulations for use of the property;
10. To exercise all the rights, powers and duties granted to the board by the Declaration.

## **ARTICLE V OFFICERS**

### **Section 1: Selection.**

At each annual meeting the board shall elect the following officers of the Association:

1. A President who shall be a director and who shall preside over the meetings of the board and the meetings of the members and who shall also be the chief executive officer of the Association;
2. A Vice-President who shall be a director and who shall, in the absence or disability of the President, perform the duties of the President;
3. A Secretary who shall keep minutes of all meetings of the board and of the members and who shall in general perform all the duties incident to the office of the Secretary.
4. A Treasurer who shall be responsible for financial records and books of account and the manner in which said records and books are kept and reported.

## **ARTICLE VI ASSESSMENTS**

### **Section 1: Annual Budget**

For each fiscal year, or portion thereof, after the first meeting of the members, the Board of Directors shall prepare, or cause to be prepared, an estimated annual budget for the Association. The budget shall take into account all common expenses, as described in the Declaration, and to the extent that assessments from the prior year(s) shall have been more or less than the expenditures and provision for reserves of such prior year(s), the surplus or deficit shall be taken into account.

*[Amended July 17, 1995]* Any proposed expenditure of five hundred dollars (\$500.00) or more which is not a budgeted item shall] require membership approval unless covered by insurance, with exception of emergency repairs.

*[Amended July 17, 1995]* The Association will not fund requests or projects or make other disbursements that are not for the benefit of the Association as a whole. Any such request made by an individual lot owner or "group" of owners, i.e., a group that is not co-extensive with the entire membership, shall be made to the entire membership at an annual meeting or a special meeting of the entire Association called for the express purpose of considering the request(s).

### Regular Assessments.

In accordance with the provisions of the Declaration and as herein set forth, the amount of the Regular Assessments to the assessed against each Unit shall be equal to its fractional interest in the Common Elements as a fraction of the estimated annual budget provided for in Section 1above. Unless otherwise expressly determined by the Board, each owner shall be notified of the annual assessment which is due January 1. In the event the Board does not establish an annual Budget or for some reason fails to establish new assessments for any year, each owner shall continue to pay the assessment previously established until otherwise notified by the Board. In the event that the assessment is not paid by the first of April it shall be deemed delinquent, and may bear interest and be subject to such late charges as the Board may adopt by regulation. Owner shall forfeit the right to vote if delinquent.

### **Section 3: Supplemental Budget**

If during the course of any fiscal year, or portion thereof, it shall appear that the Regular Assessments determined in accordance with the estimated annual budget are insufficient to cover the actual common expenses, or are in excess of the amount necessary to cover the actual common expenses, then the Board may prepare a supplemental budget and increase or decrease the assessment as may be necessary.

### **Section 4: Records.**

The board shall cause to be kept detailed and accurate records of receipts and expenditures specifying the amounts received and the expenses incurred.

## **ARTICLE VII MISCELLANEOUS**

### **Section 1: Bonds.**

Fidelity bonds are required as set forth in the Declaration and the Board of Directors may require other officers and employees of the Association and any contractor, employer or agent, to be bonded. The amount of such bonds, if required, shall be determined by the Board of Directors. Premiums on such bonds shall be paid by the Association.

### **Section 2: Fiscal Year.**

The fiscal year of this Association shall be the calendar year unless otherwise fixed by resolution of the Board of Directors. The fiscal year herein established shall be subject to change by resolution of the board should corporate practice subsequently dictate.

### **Section 3: Books and Records.**

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and Committees of the Board of Directors. The Association shall keep at its statutory agent's office, or its known place of business in the state of incorporation, a record of the names and addresses of its members entitled to vote. Books, records and minutes shall be in written form or in any other form capable of being converted into written form within a reasonable time.

Each member entitled to vote, upon written demand stating the purpose of the examination, may examine, in person or by agent or attorney, at any reasonable time for any proper purpose, the Association's relevant books and records of account, minutes and record of members and may make copies of or extracts from the books, records or minutes.

### **Section 4: Loans to Directors and Officers Prohibited.**

The Association shall not lend money to, or use its credit to assist, its directors, whether or not employees, or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until the repayment of the loan.

### **Section 5: Availability to Owners.**

A copy of these Bylaws and all amendments hereto shall be reduced to writing and be delivered and made available to every Owner.

### **Section 6: Inconsistencies.**

In the event of any conflict or inconsistency with the Declaration, the terms and provisions of the Declaration shall prevail and supersede such conflicting or inconsistent provisions of these Bylaws. Neither the Association, nor the Board of Directors, nor any agent or employee, shall be authorized or empowered to take any action inconsistent with the Declaration.

## **ARTICLE VIII AMENDMENTS**

Amendments to these Bylaws may be adopted as set forth in the Articles of Incorporation.

The foregoing were adopted as the Bylaws of PINEGLEN VILLAGE ASSOCIATION, Inc., a corporation not for profit under the laws of the State of Arizona, at the meeting of the incorporators and ratified and confirmed at a meeting of the Board of Directors, both meetings being held on the 10th day of April, 1984.