

Jan. 2013

**AMENDED AND RESTATED BYLAWS
OF
GREEN VALLEY COUNTRY CLUB VISTAS I
PROPERTY OWNERS' ASSOCIATION, INC.**

ARTICLE I

Name and Purpose

The name of this Association is GREEN VALLEY COUNTRY CLUB VISTAS I PROPERTY OWNERS' ASSOCIATION, INC. ("Association"), an Arizona nonprofit corporation. The Association is the governing body for Lots 1 through 229 of Green Valley Country Club Vistas (also known as "CCV1") and is responsible for carrying out, exercising, discharging, operating, managing and enforcing, for the mutual benefit of the Association and all of the owners, the provisions of the Declaration of Covenants, Conditions and Restrictions of Green Valley Country Club Vistas I as same may be amended from time to time ("Declaration").

ARTICLE II

Definitions

Any capitalized term used herein shall have the same meaning as set forth in the Declaration, and the definitions therein contained are hereby incorporated herein by this reference.

ARTICLE III

Membership and Voting

Section 1. Membership. Each owner of a Lot, upon becoming an owner, shall automatically be a member of the Association and shall remain a member until he/she shall cease to own such Lot. The foregoing is not intended to include persons or entities who hold an interest in a Lot merely for security for the performance of an obligation. Membership is appurtenant to and may not be separated from ownership of a Lot.

Section 2. Voting Rights. Each owner of a Lot shall be entitled to one (1) vote for each Lot owned; provided, however, that no more than one (1) vote shall be cast for each Lot. If any Owner casts a vote representing a certain Lot, it will be conclusively presumed for all purposes that such owner was acting with the authority and consent of other owners of the same Lot ("Co-Owners") unless an objection or protest is made by a Co-Owner prior to the completion of the vote in which case no vote for that Lot shall be counted. In the event that more than one (1) vote is cast for a particular Lot, none of said votes shall be counted.

Section 3. Voting Procedure.

(a) Action at a Meeting. With respect to an action on a matter submitted to a vote of the Association membership at a meeting, members may vote in person or by proxy.

(b) Action Without a Meeting. Any action that members may take at a meeting, including the election of directors, may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. Written ballots shall:

- (i) set forth each proposed action;
- (ii) provide an opportunity to vote for or against each proposed action (other than election of directors);
- (iii) state the number of responses needed to meet the quorum requirement;
- (iv) state the percentage of approvals necessary to approve each action other than for an election of directors; and
- (v) set forth the time by which the ballot must be delivered to the Association in order to be counted, which time shall not be less than three (3) days after the ballot is delivered.

ARTICLE IV
Meetings of Members

Section 1. Annual Meeting. The annual meeting of the members shall be held in January of each year at a date and time determined by the Board. The meeting shall be for the purpose of electing members to the Board of Directors (unless the election is conducted prior to the meeting by written ballot), receiving reports of officers and committees, and for such other business as may arise.

Section 2. Special Meetings. Special Meetings may be called upon the written request of ten percent (10%) of the membership or by the Board. If requested by the membership, the meeting shall be held within thirty (30) days of receipt of the request by the Board.

Section 3. Notice of Special Meeting. Notice of a Special Meeting shall be mailed to members not less than ten (10) nor more than fifty (50) days prior to the meeting or as may otherwise be required by the Declaration. The notice shall state the date, time, place and purpose of the meeting and shall be mailed via the United States Postal Service to the last known address recorded in the Secretary's membership records.

Section 4. Quorum. The presence of members, in person or by proxy, representing twenty percent (20%) of the total votes in the Association shall constitute a quorum at any meeting of the members unless the Declaration provides otherwise.

ARTICLE V
Board of Directors

Section 1. Number. Qualifications. The affairs of this Association shall be conducted by a Board of Directors consisting of seven (7) persons elected by the Association members. Each director shall be a Lot owner, spouse of a Lot owner (or individual who shares a common household with a Lot owner), or, if a Lot owner is a corporation, partnership or trust, an officer, director, partner, agent, trustee or beneficiary. Any director who ceases to qualify during his/her term of office shall be deemed to have resigned on the date his/her qualification ceases.

Section 2. Term. Each director elected after these Bylaws are duly adopted shall serve for a term of two (2) years. The terms of directors shall be staggered such that no more than a majority of directors' terms shall expire at the same time. The Board may select which directors shall serve for one or two year terms in order to establish or re-establish staggered terms.

Section 3. Vacancies. A vacancy on the Board caused by any reason shall be filled by a vote of the remaining directors, even though they constitute less than a quorum, and any director so appointed shall serve for the balance of his/her predecessor's unexpired term.

Section 4. Removal. A director may be removed, with or without cause, by a majority of members voting on the matter.

Section 5. Powers. The Board shall have the power to do the following:

- (a) To call special meetings of the members whenever it deems necessary and upon the written request of not less than ten percent (10%) of the voting membership.
- (b) To appoint and remove at pleasure all officers, agents, and employees 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 Bylaws shall be construed to prohibit the employment of any member, officer, or director of the Association in any capacity whatsoever.

- (c) To collect assessments as set forth in the Declaration.
- (d) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, except those reserved to the members.
- (e) To declare the office of a director to be vacant in the event that a director is absent from three (3) consecutive regular meetings of the Board.
- (f) To adopt and publish rules and regulations as the Board deems necessary to carry out the provisions of the Declaration.

Section 6. Duties. It shall be the duty of the Board to do the following:

- (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) Maintain a roster of Lots and assessments applicable thereto.
- (d) Mail statements of assessments when due, such statements to be mailed to the last known address recorded in the Secretary's membership roll. The United States Postal Service shall be accepted by the members to receive and deliver such written notice.
- (e) Do all things required of it by the Declaration.

Section 7. No Compensation. There shall be no compensation paid for serving as a director except that reasonable out-of-pocket expenses may be reimbursed.

ARTICLE VI Meetings of the Board

Section 1. Regular and Special Meetings. The Board shall have at least four (4) regular meetings per year on such dates and times as may be established by the Board; provided, however, that one such meeting shall be held within seven (7) days after the annual meeting of the members. Special meetings of the Board may be called by the Board President or upon the request of any three (3) directors.

Section 2. Notice of Meetings. Notice of each Board meeting shall be given to Association members no less than forty-eight (48) hours in advance of such meeting via the Association web site, conspicuous posting, or other reasonable means as determined by the Board of Directors.

Section 3. Quorum. At all meetings of the Board, the presence, in person, via speaker phone or via video-conferencing, of a majority of the number of directors then in office shall constitute a quorum for the transaction of business. If a quorum is present when the meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors.

Section 4. Action without a Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting if emergency circumstances require immediate action by the Board and all directors consent to such action in writing. Any action by unanimous written consent shall be reflected in the minutes of the next regularly scheduled Board meeting unless such action was taken in executive session.

ARTICLE VII Officers

Section 1. Offices. The officers shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be directors.

Section 2. Term. Officers shall be elected by the Board at its first regular meeting after the annual meeting and each officer so elected shall serve for a term of one (1) year.

Section 3. Vacancies. A vacancy in any office shall be filled by the Board.

Section 4. Duties.

- (a) President. The President shall preside at all meetings of the Board and at all meetings of the members and shall act as the Association's representative when the occasion arises.
- (b) Vice President. The Vice President shall, in the absence of the President, exercise the powers and perform the duties of the office of President and perform such other duties as may be prescribed by the Board.
- (c) Secretary. The Secretary shall:
- (i) Keep a record of the proceedings of the meetings of the Board and of meetings of the members;
 - (ii) Keep records of the names and addresses of the members;
 - (iii) Provide a copy of the minutes to each director shortly after each meeting.
 - (iv) Mail notices to all members of each annual and special meeting of the members
- (c) Treasurer. The Treasurer shall:
- (i) Receive all funds of the Association and shall deposit same in such federally-insured bank or banks and savings and loan institutions as may be designated by the Board.
 - (ii) Disburse such funds as directed by the Board, provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board.
 - (iii) Keep proper books of the accounts and submit the Association books to the Auditing Committee at the completion of each calendar year.
 - (iv) Prepare an annual budget and a financial report and present them to the Association members at the annual meeting.

Section 5. Co-signing Required. Checks drawn on the Association bank account and promissory notes must be signed by two (2) officers designated by the Board.

ARTICLE VIII
Committees

Section 1. Types of Committees. The Board shall be required to appoint the standing committees set forth in Section 7 of this Article VIII and may establish such other committees, as it deems necessary or advisable.

Section 2. Committee Members. The members of each committee shall be appointed by the Board within thirty (30) days after the annual meeting of the members and shall serve for one-year terms. Qualification to serve on a committee is the same as qualification to serve as a director. Except for the Architectural Committee, each standing committee shall have no more than four (4) members, one (1) of whom must be a director.

Section 3. Removal and Vacancies. Members of each committee shall serve at the pleasure of the Board and may be removed with or without cause upon a majority vote of the Board then serving. In the event of death, disability, resignation or removal of any committee member, the Board shall have full authority to designate a successor.

Section 4. Committee Reports. Each committee shall report its deliberations and recommendations to the Board at each of the Board's regular meetings and any official action resulting therefrom shall be approved by the Board.

Section 5. Compensation. No member of a committee shall receive any compensation for services performed except that reasonable out-of-pocket expenses may be reimbursed.

Section 6. General Duties. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. The committees shall act on such complaints as it deems appropriate or refer them to such other committee, director, or officer of the Association as is further concerned with the matter presented. A report shall be submitted monthly to the President of the Board of all complaints and action taken thereon.

Sections 7. Standing Committees.

(a) Architectural Committee. The Architectural Committee shall be composed of not more than nine (9) members (preferably an odd number), one of whom shall be a director. The Board shall select a committee member to serve as chairperson and the chairperson, when unavailable, shall appoint another committee member to serve as acting chairperson. The Architectural Committee shall have the duties and functions set forth in the Declaration.

(b) Nominating Committee. The Nominating Committee shall be responsible for soliciting candidates for election to the Board and providing a written statement of the candidates, together with their resumes, to each member with the notice of the annual meeting.

(c) Streets and Alleys Committee. The Streets and Alleys Committee shall advise the Board on all matters pertaining to the maintenance, repair, or improvement of the properties in CCVI and facilities available to members of the Association, and shall perform such other functions as the Board, in its discretion, may determine.

(d) Social Committee. The Social Committee is charged with maintaining a suitable level of sociability and sense of community among the residents of CCVI, including managing events such as the Spring and Fall picnics and through its associated Welcome Committee, ensuring that new residents are appropriately introduced to their neighbors in CCVI.

(e) Front Entrance Committee. The Front Entrance Committee is responsible for the maintenance of the architectural features, landscaping, lighting, and good order of the entry to CCVI. The Committee is also responsible for such decorations to the entry as are seasonally appropriate.

(f) Auditing Committee. The Auditing Committee shall have an annual audit, review or compilation of the Association's books conducted and approve the financial statements to be presented to the membership of the Association at its annual meeting.

ARTICLE IX
Miscellaneous

Section 1. Inconsistencies. In the event of any conflict or inconsistency of these Bylaws with the Declaration or Articles of Incorporation, the terms and provisions of the Declaration and Articles of Incorporation shall prevail and supersede such conflicting or inconsistent provisions of these Bylaws.

Section 2. Precedence of Laws. These Bylaws are not intended to interfere with, abrogate, or annul any Federal, State, or Pima County statute, ordinance, rule, or other provision of law. Where any of these Bylaws imposes restrictions different from those imposed by other provisions of law, the more restrictive provisions shall control.

Section 3. Amendment. These Bylaws may be amended by the affirmative vote of members representing at least a majority of the total votes in the Association or two-thirds of those members voting on the matter.

Section 4. Fiscal Year. The fiscal year of the Board of Directors shall be the calendar year, unless otherwise determined by the Board.

Section 5. Indemnification. The Association shall indemnify every director and committee member, his heirs, executors, and administrators against all loss, cost, and expense reasonably incurred him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being or having been a director or committee member, including reasonable counsel fees and costs, expenses and reasonable counsel fees on appeal, to be approved by the Association, except as to matters wherein he shall be finally adjudged in action, suit, or proceeding to be liable for or guilty of gross negligence or willful misconduct or as otherwise provided in A.R.S. Sec. 10-1005 (B), as the same may be amended from time to time. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or committee member may be entitled.

Article X
Deposits

Any funds of the Association shall be deposited from time to time to the credit of the Association in such federally insured banks, savings and loan associations, or other federally insured depositories as the Board may select in accordance with the provisions of the Declaration.

Article XI
Penalty for violation of CC&Rs

The penalty for violating any provision of the Covenants, Conditions and Restrictions of Green Valley Country Club Vistas I Property Owners' Association, Inc. shall be one hundred dollars (\$100) per day until the Board of Directors determines that the violation is corrected.

Article XII
Amount of annual assessment

The amount of the annual assessment fixed at the Annual Meeting of the Association shall be thirty-five (\$35) unless the Board of Directors, with the support of a majority of members present, proposes otherwise.

Article XIII
Parliamentary Authority

The rules contained in Roberts' Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

These Amended and Restated Bylaws were duly adopted by members representing at least a majority of the total votes in the Association or at least two-thirds of those members voting on the matter on the 26 day of January, 2013.

GREEN VALLEY COUNTRY CLUB VISTAS I PROPERTY OWNERS' ASSOCIATION, INC.

By: Canclace L. Plumlee Canclace L. Plumlee

Its: President

By: L.M. Berg Linda M. Berg

Its: Secretary