



SEQUENCE:

20192140099

NO. PAGES:

9

08/02/2019

10:34:04

MAIL

WALTER HENDERSON  
210 W CONTINENTAL RD 126  
GREEN VALLEY AZ 85622

---

When recorded, mail to:

WALTER L. HENDERSON, P.C.  
210 West Continental Road, Suite 126  
Green Valley, Arizona 85622  
(520) 625-6811

### BYLAWS OF GREEN VALLEY TOWNHOUSE ASSOCIATION 5, INC.

APPLICABLE TO THE FOLLOWING MEMBER REAL PROPERTY PARCEL  
NUMBERS:

Book-Map-Parcel

304-21-0900  
304-21-1010  
304-21-1120  
304-21-0630  
304-21-0650  
304-21-1090  
304-21-0680  
304-21-0790  
304-21-0760  
304-21-0730  
304-21-070A  
304-21-0870  
304-21-0850  
304-21-0940  
304-21-0820  
304-21-0990  
304-21-1060  
304-21-0960

Book-Map-Parcel

304-21-0910  
304-21-1020  
304-21-1130  
304-21-0640  
304-21-1100  
304-21-0670  
304-21-069A  
304-21-0780  
304-21-0750  
304-21-0720  
304-21-0890  
304-21-0920  
304-21-0930  
304-21-0830  
304-21-081A  
304-21-1050  
304-21-0970

Book-Map-Parcel

304-21-1000  
304-21-1030  
304-21-0620  
304-21-1110  
304-21-0660  
304-21-1080  
304-21-080A  
304-21-0770  
304-21-0740  
304-21-0710  
304-21-0880  
304-21-0860  
304-21-0840  
304-21-0950  
304-21-1040  
304-21-0980  
304-21-1070

# BYLAWS OF GREEN VALLEY TOWNHOUSE ASSOCIATION 5, INC.

---

## Table of Contents

<b>ARTICLE I MEMBERS</b>	<b>2</b>
Definition, rights and privileges	2
<b>ARTICLE II MEETINGS</b>	<b>2</b>
The annual meeting of the Association	2
A special meeting of the Association	2
The order of business at all annual meetings	3
Quorum requirements and voting rules	3
<b>ARTICLE III BOARD of DIRECTORS</b>	<b>3</b>
Electing Directors of the Association	3
Managing the Association	4
<b>ARTICLE IV OFFICERS</b>	<b>4</b>
President	5
Vice President	5
Secretary	5
Treasurer	5
<b>ARTICLE V COMMITTEES</b>	<b>5</b>
Standing Committees	5
Architectural/Property Maintenance Committee	5-6
Nominating Committee	6
Legal Action/Safety Committee	6
Neighborhood Advocates	6
Other Committees	6
<b>ARTICLE VI AMENDMENTS</b>	<b>6</b>
<b>ARTICLE VII WAIVER AND ACTION BY RESOLUTION</b>	<b>6</b>
<b>ARTICLE VIII VOTING</b>	<b>6-7</b>
Use of Absentee Ballots	6-7
<b>ARTICLE IX RECORDS</b>	<b>7</b>
Retention	7
Access	7

# BYLAWS

---

of

---

## GREEN VALLEY TOWNHOUSE ASSOCIATION 5, INC.

---

### ARTICLE I MEMBERS

SECTION 1: The membership of this Association shall consist of owners of lots within GREEN VALLEY TOWNHOUSE ASSOCIATION 5 (referred to as "the Association").

SECTION 2: All powers and duties of membership shall commence upon issuance of a deed to a GREEN VALLEY TOWNHOUSE ASSOCIATION 5 member thereof.

SECTION 3: Only members who are not delinquent in the payment of dues and assessments shall be entitled to vote at any meeting of the Association, but this shall not be construed to relieve any such member of his liability for unpaid dues or assessments.

SECTION 4: Each member in good standing shall be entitled to one vote for each lot owned in fee simple title; provided that, in case of multiple ownership of a lot or lots, the owners shall designate the person to cast a single vote for each lot.

SECTION 5: The rights and privileges of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of, and becomes a lien upon, the property against which such assessments are made as provided by the Deed Restrictions to which the properties are subject.

### ARTICLE II MEETINGS

SECTION 1: The annual meeting of the Association shall be held in January of each year. The Association's Fiscal Year shall be the calendar year. The rules in the current edition of Robert's Rules of Order shall govern the association, the Board of Directors, and all subcommittees in all cases to which they apply and do not conflict with the specific provisions of these Bylaws or any special rules that the Association may adopt.

SECTION 2: A special meeting of the Association may be called by the President of the Association, by a majority of the board of directors, or upon the written request of 25% or more of the members in good standing. Notices of the meeting shall be mailed to the mailing address of each member and/or emailed at least ten (10) days before the date of such meeting but not more



than fifty (50) days in advance. The notice shall state the time and place of the meeting. A notice of any special meeting of the Association shall also state the purpose for which the meeting is called, including the general nature of any proposed amendment to the CC&Rs or Bylaws, changes in assessments that require approval of the members, and any proposal to remove a director or an officer. The failure of any member to receive actual notice of the meeting does not affect the validity of any action taken at that meeting.

SECTION 3: The President, or in their absence, the Vice President, or in the absence of both the President and the Vice President, a chairperson selected by the members present, shall call the meeting to order and act as temporary chairperson thereof. The Secretary of the Association shall act as Secretary. In the absence of the Secretary, the President may appoint any person to act as Secretary. Minutes of each meeting shall be made in writing and read to the next regular meeting of the Association.

SECTION 4: The order of business at all annual meetings of the Association shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting and action thereon
3. Reports of officers
4. Reports of committees
5. Unfinished business
6. New business

SECTION 5. Quorum. The quorum requirements and voting rules are as set forth under Arizona statute. Under Arizona law, members present or voting by absentee ballot, holding 10% of the eligible votes, constitute a quorum. The affirmative vote of a majority of those in attendance or voting by absentee ballot at a meeting at which a quorum has been established constitutes action of the members. Under Arizona law, a majority of the votes entitled to be cast on a matter to be voted upon by the members present, or by absentee ballot at a meeting at which a quorum is present, shall be necessary for the adoption thereof unless a greater proportion is required by statute, the CC&Rs, the Articles of the Association or these Bylaws.

### ARTICLE III BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall consist of no less than three (3) nor more than seven (7) members of the Association. Board members shall be elected for one (1) year.

SECTION 2: At all elections for Directors of the Association, each member may cast in the aggregate as many votes as he/she is entitled to vote, multiplied by the number of Directors to be elected. Each member may cast the whole number of votes for one candidate, or distribute such votes among two or more candidates.

SECTION 3: There shall be a mandatory organizational meeting of the Board of Directors to be held immediately following the annual meeting of the Association. No additional notice of such annual meeting shall be required.

SECTION 4: Meetings other than the annual meeting of the Board of Directors may be called at any time by the President, or in the absence of the President, meetings may be called by the Vice President, and in the absence of both President and Vice President, meetings may be called by three members of the Board of Directors. Notice to members of meetings of the Board of Directors shall be given at least 48 hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means, such as E-mail, as determined by the Board of Directors. 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 and the place of the meeting. The failure of any member to receive actual notice of a meeting of the Board of Directors does not affect the validity of any action taken at that meeting.

SECTION 5: The Board of Directors shall hold their meetings and have the records of the Association kept in Pima County, Arizona.

SECTION 6: A majority of the Board of Directors shall constitute a quorum for the transaction of business. A majority of those present at the time and place of any regular or special meeting, a quorum not being present, may adjourn without notice until a quorum be had.

SECTION 7: The affairs of the Association shall be managed and controlled by the Board of Directors, a majority vote at a meeting at which a quorum is present being necessary for the adoption of all motions unless a greater number is required by law or by the CC&Rs, the Articles of the Association or these Bylaws.

SECTION 8: At all meetings of the Board of Directors, the President, or in their absence the Vice President, or a chairperson chosen by the Directors shall preside.

SECTION 10: The Board of Directors shall have such further powers as are generally vested in any corporate Board of Directors, including the hiring of personnel and the expenditure of corporate funds.

SECTION 11: If a Director shall fail to meet the qualifications of good standing as a Member at any time during their term, they shall thereupon cease to be a Director and their place on the Board shall be deemed vacant.

#### ARTICLE IV OFFICERS

SECTION 1: The officers of this Association shall be elected at the annual meeting of the



Board of Directors from among their number. There shall be elected, a President, one or more Vice Presidents, a Secretary and a Treasurer. One person may hold more than one office, but the offices of President and Secretary may not be held by the same person.

SECTION 2: The President shall call and preside at all meetings, shall act for and in behalf of the membership of the Association, shall appoint any special committees necessary for the operation of the Association business and shall act as official spokesperson for the Association.

SECTION 3: The Vice President shall, in the absence of the President, assume all of the duties of that office and shall be responsible for publicity and notifications of meetings of the association.

SECTION 4: The Secretary shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the Association. The secretary shall transcribe the minutes of each meeting and shall maintain a file copy of same, shall record the names of all members of the Association together with their addresses as registered by such members and shall be responsible for announcing membership meetings.

SECTION 5: The Treasurer shall keep all financial receipts and a permanent record of all financial business of the Association. An up-to-date financial report shall be submitted to the Board quarterly.

## ARTICLE V COMMITTEES

SECTION 1: Standing Committees. All Standing Committees are responsible to the Board of Directors and shall be appointed within 30 days following each annual meeting to serve until their successors are appointed. Each committee is to consist of a chairperson and two or more members. The Standing Committees of the Association shall be:

- A. The Architectural/Property Maintenance Committee which shall have the duties set forth in the deed restrictions applicable to the townhouse areas within the Association. The Architectural/Property Maintenance Committee watches 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. Before a homeowner begins any exterior construction, alteration, modification or change to the structure (including exterior paint color), 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/Property Maintenance Committee shall maintain records of revisions to each individual property within the Association and recommend revisions to the Board of Directors annually for its approval.

- B. The Nominating Committee which 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.
- C. The Legal Action/Safety Committee which shall recommend to the Board of Directors action to be pursued with attorneys and/or law enforcement officials regarding interpretation of Arizona statutes.
- D. The Neighborhood Advocates shall be composed of an appropriate number of voting members, shall be appointed by the Board and shall serve in the capacity of gathering and disseminating information critical to the implementation of the purpose stated in these Bylaws. Every effort will be made to insure that neighborhood advocates serve specific blocks or streets within the Association boundaries.

SECTION 2: Other Committees. From time to time, the Board of Directors may create additional committees for any purpose or purposes, such committees to have the powers specified in the resolution creating them.

SECTION 3: These committees shall be appointed each year by the duly-elected President with the approval of the Board of Directors.

## ARTICLE VI AMENDMENTS

These Bylaws may be amended by the majority of members entitled to vote, or by two-thirds (2/3) of the votes cast, whichever is less, at either a special meeting or the annual meeting of the Association.

## ARTICLE VII WAIVER AND ACTION BY RESOLUTION

Any member, Director or officer of this Association may waive notice required to be given by these Bylaws.

## ARTICLE VIII VOTING

When voting is put to the Membership, votes are to be cast in person and by absentee ballot. Any action taken at an annual, regular or special meeting of the members shall comply with all of the following if absentee ballots are used:

1. The absentee ballot shall set forth each proposed action.
2. The absentee ballot shall provide an opportunity to vote for or against each proposed action.



3. The 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.
4. The absentee ballot specifies the time and date by which the ballot must be delivered to the board of directors in order to be counted, which shall be at least seven (7) days after the date that the board delivers the absentee ballot to the member.
5. The absentee ballot does not authorize another person to cast votes on behalf of the member.
6. Votes cast by absentee ballot or other form of delivery are valid for the purpose of establishing a quorum.

## ARTICLE IX RECORDS

SECTION 1: Retention. The Board of Directors shall maintain records as follows:

1. All actions of the Board of Directors, as well as minutes of all Board meetings;
2. All minutes of the meetings of the members;
3. Financial records and books of account for the Association, including a record of all receipts and disbursements;
4. Separate accounts for each member containing, among other things, the amount of each assessment, the date when due, amounts paid thereon, any balance remaining due, and any other fees, charges, fines and penalties, together with interest, late charges and all costs, including but not limited to reasonable attorneys' fees, charges, fines or penalties, whether or not suit is filed;
5. Ballots shall be retained for one (1) year;
6. Minutes of meetings shall be retained for seven (7) years.

SECTION 2: Access to Records. The Association shall make the financial and other records of the Association reasonably available for examination and copying by a member and his authorized agents. The Association may charge a reasonable fee for the time and costs of copying Association records. Association records may be withheld from disclosure to the extent that the portion withheld relates to any of the following:

1. Personnel or medical records;
2. Communication between an attorney for the Association and the Association;
3. Pending or contemplated litigation;
4. Pending or contemplated matters relating to enforcement of the Association's governing documents;
5. Meeting minutes or other records of a session of a meeting of the Board of Directors that is not required to be open to all members pursuant to statute



IN WITNESS WHEREOF, we cause these governing documents to be executed on this 23<sup>rd</sup>  
day of July, 2019.

Green Valley Townhouse Association 5, Inc.

By Betty DeVoto  
Betty DeVoto, President

By Linda Huckaba  
Linda Huckaba, Secretary

STATE OF ARIZONA     )  
                                      ) ss.  
COUNTY OF PIMA         )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of  
July, 2019 by Betty DeVoto and Linda Huckaba, President and Secretary re-  
spectively, of Green Valley Townhouse Association 5 Inc., an Arizona Association, who ac-  
knowledgeed that they, as such officers, being authorized so to do, executed the foregoing in-  
strument for the purpose therein contained by signing the name of the Association by them-  
selves as such officers.

Katarina Bevilacqua  
Notary Public

My Commission expires: 7 September 2021

