

**SECOND AMENDED AND RESTATED BY-LAWS
OF
GREEN VALLEY VILLAS WEST CONDOMINIUM ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is **GREEN VALLEY VILLAS WEST CONDOMINIUM ASSOCIATION**, referred to as the "Association". The principal office of the Association shall be located in Pima County, Arizona, but meetings of Members and directors may be held at any location as determined by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Unless context otherwise specifies, the words and phrases used in these By-laws are defined in the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions which was recorded in the Office of the Recorder for Pima County, Arizona on April 8, 2010 at Docket 13783 at page 697, *et seq.* ("Declaration") in the official records of Pima County, Arizona, as same may be amended from time to time.

**ARTICLE III
MEETING OF MEMBERS**

Section 3.1 Annual Meetings. An annual meeting of the Members shall be held each year in February at a date and time determined by the Board of Directors.

Section 3.2 Notice and Place of Meetings. Written notice of a meeting of the Members shall be sent to each Member, by or at the direction of the Secretary, no less than ten (10) nor more than fifty (50) days prior to the meeting. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Association meetings shall be held at a suitable place, convenient for the Members, as determined by the Board of Directors.

Section 3.3 Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon the written request of Members representing at least twenty-five percent (25%) of the total votes in the Association. A special meeting requested by Members shall be noticed by the Association not more than ten (10) business days after receipt of a written request made in accordance with this Section. No business shall be transacted at a special meeting except as stated in the notice thereof.

Section 3.4 Quorum. Except as otherwise required in the Declaration or these By-laws, the presence of Members, in person or by absentee ballot, representing at least one-third (1/3) of the total eligible votes in the Association shall constitute a quorum. Members present at a duly called meeting at which a quorum is present may continue to do business until adjournment notwithstanding the departure of Members resulting in less than a quorum. If a quorum is not present at any meeting, the Members entitled to vote thereat may adjourn the meeting to another date and time, without providing notice to the Members, except for making announcement at the meeting of the continued date and time.

ARTICLE IV VOTING

Section 4.1 Voting Rights. Each eligible Member is entitled to one (1) vote; provided, however, that no more than one (1) vote may be cast for each Unit. In the event that a Unit is owned by more than one person and such owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Member casts a vote representing a certain Unit, it will thereafter be conclusively presumed for all purposes that he/she was acting with the authority and consent of all other owners of the same Unit unless objection thereto is made at the time the vote is cast. In the event more than one vote is cast for a particular Unit, none of the votes shall be counted and all of the votes for such Unit shall be deemed void. The vote of a majority of Members on a matter, provided a quorum is present, shall be the act of the full Membership, except as may be otherwise specifically provided in the Declaration, these By-laws or applicable statute.

Section 4.2 Voting Procedures. In any action taken by Members at a meeting, eligible Members may cast their votes in person or by absentee ballot. In advance of any meeting of the Members, the Board of Directors may set a record date that is not more than ten (10) days before such meeting for the determination of Members of record entitled to vote at such meeting. The Members entitled to vote at any meeting will be determined as of the applicable record date if one has been fixed and if not, as of the time the meeting is convened.

Section 4.3 Vote by Written Ballot. Any action that Members may take at a meeting of the Members, 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 must:

- A. Set forth each proposed action;
- B. Provide an opportunity to vote for or against each proposed action (other than election of directors);
- C. State the number of responses needed to meet the quorum requirement;
- D. State the percentage of approvals necessary to approve each action other than for an election of directors; and
- E. 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 twenty (20) days after the ballot is delivered.

Section 4.6 Retention of Ballots. Ballots cast in a vote on any matter shall be sealed and stored by the Association for a period of at least thirty (30) days.

ARTICLE V
BOARD OF DIRECTORS: NUMBER AND TERM OF OFFICE

Section 5.1 Number. The affairs of this Association shall be managed by a board of directors consisting of not less than five (5) nor more than nine (9) directors, all of whom must be Members. Prior to any election of directors, the Board of Directors may increase or decrease the number of directors on the Board which change shall be effective for such election.

Section 5.2 Term of Office. The term of office of each director shall be three (3) years and until a successor is elected and qualifies. The terms of directors shall be staggered such that the terms of no more than a majority of directors shall expire at the same time. The Nominating Committee shall be empowered to select candidates to serve for one-year or two-year terms in order to re-establish staggered terms. Each director may be elected for two (2) consecutive three-year terms, after which he/she shall be ineligible for re-election for a period of one (1) year. Any director who has served a term of at least two (2) years shall be considered as having served a full three-year term. Any term of less than two (2) years shall not affect the two (2) three-year term eligibility requirements.

Section 5.3 Removal by Members. One or more directors may be removed from the Board by the vote of a majority of Members entitled to vote and voting on the matter at a meeting duly held in conformance with the procedures set forth in A.R.S. § 33-1243. The quorum requirement of a meeting to remove one or more directors shall be the presence of Members, in person or by absentee ballot, representing at least twenty percent (20%) of the total votes in the Association.

Section 5.4 Vacancies. In the event of death or resignation of a director, the remaining directors, even if less than a quorum, shall appoint a director to serve in such vacancy and the director so appointed shall serve for the unexpired term of his/her predecessor. A vacancy created by the removal of a director may be filled by appointment by the Board or by vote of the Members, at the discretion of the Board.

Section 5.5 Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties. Directors will be reimbursed for any out-of-pocket funds used to pay for expenses incurred in conducting Association business, provided that the expenditure has prior approval of the Board and provided that director submits all applicable bills and receipts to the Treasurer. Neither a director nor an officer may be an employee of the Association.

Section 5.6 Indemnification. The members of the Board of Directors shall not be liable to the Association or to any Owner for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Association shall indemnify and hold harmless each of the members of the Board of Directors against all contractual liability to others arising out of contracts made by the Board of Directors on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Declaration or of these By-laws.

**ARTICLE VI
NOMINATION AND ELECTION OF DIRECTORS**

Section 6.1 Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall accept nominations for election to the Board of Directors from among Members in good standing (current in the payment of assessments and in compliance with the Declaration and Association Rules and Regulations). The Nominating Committee shall provide the Board with a slate of candidates at least sixty (60) days prior to the election of directors.

Section 6.2 Election. At any election of directors, the candidates receiving the most votes shall be elected to fill the vacancies on the Board of Directors. Cumulative voting is not permitted.

**ARTICLE VII
MEETINGS OF DIRECTORS**

Section 7.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined, from time to time, by a majority of the directors. At least five (5) regular meetings shall be held during each fiscal year.

Section 7.2 Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President or any two (2) directors. In the event of an emergency where the safety of Members, personnel or property is in jeopardy, a meeting for the same day may be called by telephone or electronic mail by any one (1) director of the Association.

Section 7.3 Notice to Members; Open Meetings. Notice to Members of Board meetings shall be given at least forty-eight (48) hours in advance of such meetings by newsletter, conspicuous posting, or other reasonable means as determined by the Board unless emergency circumstances require action by the Board before notice can be given. Except for matters that the Board, at its election, may address in executive session as set forth below, Members (or any person designated by a Member in writing as the Member's representative) shall be permitted to attend regular and special Board meetings and speak at an appropriate time before the Board takes formal action on any matter.

The Board, in its sole discretion, may address the following matters in executive session:

- A. Privileged communication between an attorney for the Association and the Association.
- B. Pending or contemplated litigation.

C. Personal, health or financial records of an individual member of the Association, an individual employee of the association or an individual employee of a contractor for the Association, including records of the Association directly related to the personal, health or financial information about an individual member of the Association, an individual employee of the Association or an individual employee of a contractor for the Association.

D. Records relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the Association or an individual employee of a contractor of the Association who works under the direction of the Association.

Section 7.4 Quorum and Voting. The presence, in person or by telephonic or video conference, of a majority of the actual number of directors at a duly held meeting of the Board shall constitute a quorum, and such quorum shall be deemed to exist until such meeting is adjourned, notwithstanding the departure of one or more directors. Any decision made by a majority of the directors who are present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Directors may not vote by proxy.

Section 7.5 Action Without a Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting if all directors consent to such action in writing and the matter has been fully addressed at an open meeting of the Board or emergency circumstances require immediate action by the Board. Any action taken by unanimous written consent shall be reflected in the minutes of the next regular Board meeting.

ARTICLE VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.1 Powers. The Board of Directors shall have all of the powers of a board of directors of an Arizona non-profit corporation, subject only to those limitations set forth in the Articles of Incorporation, these By-laws, and the Declaration. The Board has the power to do any and all lawful acts, which may be authorized by the Articles, these By-laws, the Declaration, or any applicable law, and any acts, which may be necessary or incidental to the exercise of any of the express powers of the Association. In addition to any other powers, the Board of Directors has the specific power to:

A. Suspend the voting rights of a Member during any period in which the Member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days or for so long as the violation is in effect, whichever is longer, for infractions of the Declaration or the Association's Rules and Regulations.

B. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of the By-laws, the Articles of Incorporation, or the Declaration.

C. Declare a vacancy on the Board of Directors in the event that a director is absent from three (3) consecutive regular Board meetings without good cause.

D. Employ a property manager, independent contractors, and any other employees or professionals/consultants which the Board deems necessary, and to prescribe their duties.

E. Grant easements over, across or under the Common Areas for public utilities, ingress, egress and such other purposes as may be deemed advisable by the Board.

Section 8.2 Duties. As more fully set forth in the Declaration, and subject to the provisions of the Declaration, the Board of Directors has the duty to:

A. Accept for membership all persons owning a Unit in Haven Green Valley West, Units 480-840, or 842-1153 (aka Green Valley Villas West).

B. Adopt and amend the budget for the Association.

C. Set the amount of the annual assessment against each Unit prior to the start of the next fiscal year.

D. Send written notice of the amount of the Annual Assessment to every Owner at least thirty (30) days prior to the start of the next fiscal year.

E. Record a lien against any Unit for which assessments are delinquent, and bring an action at law or lien foreclosure action against the Owner personally obligated to pay the Assessments, provided such action is cost effective in the sole discretion of the Board of Directors.

F. Issue, or cause an appropriate officer to issue, upon demand by any Unit Owner, or his/her agent, a certificate setting forth whether or not any assessment has been paid. The Board may charge a reasonable fee for the issuance of the certificate. Issuance of a certificate shall be conclusive evidence of the payment of this fee.

G. Procure and maintain liability and hazard insurance on property owned by the Association in amounts determined by the Board of Directors at its sole discretion.

H. Procure fidelity insurance on all officers or employees having fiscal responsibilities.

I. Maintain the Common Area and all other areas, which are the responsibility of the Association as provided for in the Declaration.

Section 8.3 Liability of Board Members. No Member of the Board of Directors shall be personally liable to any Member or his/her assigns for any damage, loss or prejudice suffered or claimed on account of any act or omission of the Association, its representatives or employees provided that such Board member has, upon the basis of such information as may be possessed by him/her, acted in good faith.

**ARTICLE IX
OFFICERS AND THEIR DUTIES**

Section 9.1 Enumeration of Offices. The offices of the Association shall be a President and Vice-President, a Secretary, and a Treasurer, who shall at all times be members of the Board of Directors, and such other officers which the Board may from time to time by resolution, create.

Section 9.2 Election of Officers. The election of officers shall take place at an organizational meeting of the Board of Directors following each election of directors which shall be held at least five (5) days prior to the next regularly scheduled Board meeting. The retiring President shall preside at the organizational meeting.

Section 9.3 Term. The officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless he/she resigns or is removed or is otherwise disqualified to serve prior to the expiration of the term of office.

Section 9.4 Special Offices. At any time, the Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 9.5 Resignation and Removal. Any officer may be removed from office by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Any resignation becomes effective on the date the resignation is received by the Secretary or President, or on the date specified in the notice. It is not necessary for the Board to accept an officer's resignation to make it effective.

Section 9.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 9.7 Multiple Offices. No person shall simultaneously hold more than one officer, except in the case of special offices created pursuant to Section 9.4 of this Article.

Section 9.8 Duties. Officers shall have the following duties to the extent that such duties have not been delegated to an Association employee or management company under contract with the Association:

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, upon resolution of the Board, sign all leases, mortgages, deeds and other written instruments and agreements and shall co-sign all promissory notes. The President shall be an ex-officio member of all committees, except the Nominating Committee.

B. Vice President: The vice-president shall act in the place and instead of the president in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board. If neither the President nor Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis.

C. Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; provide notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

D. 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. In addition, the treasurer shall sign all promissory notes of the Association; insure that all checks of the Association are signed by two officers of the Board of Directors of the Association; keep proper books of account; cause an annual review of the Association books to be made by an independent accountant at the completion of each fiscal year; prepare an annual budget and statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE X COMMITTEES

Section 10.1 Standing Committees. Standing committees, other than the Nominating Committee, shall include a member of the Board of Directors as chairperson, appointed by the President with the approval of the Board, and at least three (3) members of the Association. The following committees shall be standing committees:

A. Architectural Committee: This Committee shall review and recommend for action all requests to the Board involving structural changes to unit interiors, changes in existing exterior configuration for changes to or encroachment upon the common elements. It shall be responsible for maintaining aesthetic and structural excellence in the Villas and buildings among the common elements, which shall include performing an inspection of the exterior of a Unit prior to any sale of such Unit and reporting the findings thereof to the Board.

B. Grounds Committee: This Committee shall work to maintain and enhance the attractive appearance of the Common Elements, in compliance with Association specifications regarding the approved list of trees, shrubs and native plants.

C. Communications Committee: This Committee shall maintain communications within the Association and shall be especially concerned with maintaining an adequate flow of accurate information between the Board and the Membership of the Association.

D. Documents Committee: This Committee shall maintain continuous review of the documents governing the Association with special emphasis on the Covenants, Conditions and Restrictions, the By-Laws, the Rules and Regulations, and the policies of the Board of Directors. It shall recommend to the Board any action needed to keep these documents in compliance with changing statutes and to keep the policies current to make them more effective.

E. Budget and Finance Committee: This Committee shall review the operating costs of the Association. It shall assist in preparing the annual budget for presentation to the Board. The Treasurer shall be the Chairperson of this Committee.

F. Maintenance Committee: This Committee is responsible for overseeing the maintenance of the structural portions of the common elements, including sidewalks. It shall conduct periodic inspections and make recommendations to the Board and Property manager for needed repairs, improvements and replacements.

G. Nominating Committee: The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members. The Nominating Committee shall consist of a Chair, and two or more members of the Association, none of whom shall be directors. This committee shall be charged with preparing a slate of candidates to be presented to the Board at least sixty (60) days prior to the Annual Meeting and shall have an ongoing responsibility for seeking out qualified people to serve the Association on the Board.

Section 10.2 Ad-Hoc Committees. These committees shall research and investigate specific matters requiring special attention outside of any standing committee's responsibilities. The President, with Board approval, shall appoint the committee members and designate who shall be the chairperson.

ARTICLE XI MANAGEMENT

The administrative duties and responsibilities of the Board and its officers may be delegated to a general manager employed by the Association or to a management company under written contract with the Association which provides for the following: (i) termination by either party with or without cause upon thirty (30) days notice and without a termination fee; and (ii) a term of no more than one (1) year, which term may be automatically renewed by agreement of both parties.

ARTICLE XII BOOKS AND RECORDS

Section 12.1 Inspection by Members. Except for those records set forth in paragraph 5.1.2, all financial and other records of the association shall be made reasonably available for examination by any Member or any person designated by the Member in writing as the Member's representative. The Association shall have ten (10) business days to fulfill a request for examination. On request for purchase of copies of records by any Member or any person designated by the Member in writing as the Member's representative, the Association shall have ten (10) business days to provide copies of the requested records. The Association may charge a fee for making copies of not more than fifteen cents (15¢) per page or any greater amount allowed by law.

Section 12.2 Limitations on Inspection of Records. Books and records kept by or on behalf of the Association or Board of Directors may be withheld from disclosure to the extent that the portion withheld relates to any of the following:

- A. Privileged communication between an attorney for the Association and the Association.
- B. Pending litigation.
- C. Meeting minutes or other records of a session of a board meeting that is not required to be open to all Members pursuant to A.R.S. § 33-1248.
- D. Personal, health or financial records of an individual Member of the Association, an individual employee of the association or an individual employee of a contractor for the Association, including records of the Association directly related to the personal, health or financial information about an individual Member of the Association, an individual employee of the Association or an individual employee of a contractor for the Association.
- E. Records relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the Association or an individual employee of a contractor of the Association who works under the direction of the Association.

**ARTICLE XIII
ASSESSMENTS**

As more fully set forth in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. No Owner may waive or otherwise escape liability for the assessment provided herein by non-use of the Common Area, abandonment of his/her Unit, or for any other reason.

**ARTICLE XIV
CORPORATE SEAL**

The Association may have a seal in circular form having within its circumference the words: GREEN VALLEY VILLAS WEST CONDOMINIUM ASSOCIATION. A corporate seal shall not be a prerequisite to the validity of any instrument executed by or on behalf of the Corporation.

**ARTICLE XV
AMENDMENTS AND CONFLICTS**

Section 15.1 Amendment to By-laws. These By-laws 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 Members voting on the matter, whichever is less. Amendments shall be signed by the President and Secretary of the Association.

Section 15.2 Conflicts in Documents. In the event of any conflict between the Declaration and these By-laws, the Declaration shall control. In the event of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control.

**ARTICLE XVI
MISCELLANEOUS**

Section 16.1 Fiscal Year. The fiscal year of the Association shall begin on January 1 and end on the last day of December of every year.

Section 16.2 Notices.

A. Unless otherwise provided herein, any notice required by these By-laws to be given shall be in compliance with these By-laws if in writing and delivered to the person intended by hand, deposited in the U.S. Mail, or sent via electronic means with consent of the recipient.

B. When any notice is required to be given under the provisions of the Declaration, the Articles of Incorporation or these By-laws, a waiver of that notice, in writing, signed by the person or persons entitled to that notice, whether before or after the time stated therein, shall be the equivalent of delivering timely notice to such a person.

Section 16.3 Special Corporate Acts. All checks over \$250.00, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Association and all contracts for sale, purchase agreements, deeds, mortgages and other written contracts and agreements to which the Association shall be a party must be signed by two (2) officers of the Association, unless otherwise required by law. The Board of Directors may designate specific officers who may sign such instruments in the name of the Association.

