

# Sonora HOA Bylaws

## AMENDED AND RESTATED BYLAWS OF SONORA HOMEOWNERS ASSOCIATION, INC.

### ARTICLE I

#### NAME AND LOCATION

The name of the corporation is SONORA HOMEOWNERS ASSOCIATION, INC., hereafter referred to as the “Association.” The principal office of the corporation shall be located at Sun City West, Maricopa County, Arizona, but meetings of Members and Members of the Board of Management may be held at such places within the State of Arizona, County of Maricopa, as may be designated by the Board of Management.

### ARTICLE II DEFINITIONS

Section 1. “Association” shall mean and refer to SONORA HOMEOWNERS ASSOCIATION, INC., an Arizona non-profit corporation, its successors and assigns, comprised of Owners of Lots covered by the Declaration.

Section 2. “The Board” shall mean and refer to the Board of Management/Directors.

Section 3. “Common Area” shall mean all property owned or to be owned by the Association as more specifically provided in the Declaration.

Section 4. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the Recorder of Maricopa County, Arizona, at Instrument No 95-0549952.

Section 5. “Dwelling Unit” shall mean and refer to a “Casita” home constructed upon a Lot within the Properties.

Section 6. “Lot” shall mean and refer to the numbered Lots 1 through 182 of Sun City West Unit 58A and Common Area Tract “A” shown upon a recorded subdivision map of the Properties, together with the Dwelling Unit constructed thereon, as recorded in Book 403, of Maps, Page 20, records of Maricopa County, Arizona.

Section 7. “Member” shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 8. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as a security for the performance of an obligation. Lots where the fee simple title is vested, of record, in a trustee pursuant to a trust instrument, shall be considered as having legal title vested in the trustor.

Section 9. “Properties” shall mean and refer to that certain real property described in the Declaration.

Section 10. “Rec Centers” shall mean and refer to RECREATION CENTERS OF SUN CITY WEST, INC., an Arizona non-profit corporation, its successors and assigns.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members of the Association shall be held at an office or at other places within Maricopa County, State of Arizona, as may be designated by the Board. Any change in the date of the annual meetings shall be valid and effective without the necessity of amending the Articles of Incorporation of the corporation.

There shall be no less than two (2) meetings of the Board during each fiscal year.

Section 2. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by hand delivery or mailing a copy of such notice, postage prepaid, at least ten (10) days and not more than fifty (50) days before such meeting, to each Member entitled to vote thereat, addressed to the Member’s address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day, hour and purpose of the meeting, including the general nature of any proposed amendment to the declaration or bylaws, changes in assessments that require the approval of the members and proposal to remove a director or officer. If an Association website is available, notice shall also be posted on the website.

Section 3. Special Meeting. Special Meetings of the members may be called at any time by the President, a majority of the Board or upon written request of five percent (5%) of the Members who are entitled to vote. Special meetings shall be subject to the notice requirements in Section 2 of this Article.

Section 4. Quorum. A Quorum of the members shall be present upon receipt of ballots cast in person at the meeting and via absentee ballot submitted prior to the meeting, constituting 30% of the eligible votes of the membership. Votes cast by absentee ballot via mail, hand delivery, email, fax or other form of delivery are valid for the purpose of establishing a quorum.

Section 5. Voting. For purposes of voting, each Lot shall constitute one (1) voting unit, it being understood that the Owners of each Lot shall be entitled to one (1) vote among them, regardless of the number of persons who may own such Lot.

### ARTICLE IV

#### BOARD OF MANAGEMENT; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of the association shall be managed by the Board consisting of an odd number of not less than three (3) and no more than nine (9) members who must be Members of the Association. No more than one (1) member from a single Lot may serve on the Board at the same time. The Board shall have the power to appoint members to the Board in the event of a vacancy.

Section 2. Term of Office. Commencing with the first annual meeting of the Members held after this amendment is duly adopted, the Board Members terms shall be staggered as follows: a three (3) person Board shall consist of one (1) three (3) year term, one (1) two (2) year term, and one (1) one (1) year term; a five person Board shall consist of one (1) three (3) year term, two (2) two (2) year terms and two (2) one (1) year terms; a seven person Board shall consist of two (2) three (3) year terms, three (3) two (2) year terms and two (2) one (1) year terms; a nine person Board shall consist of three (3) three (3) year terms, three (3) two (2) year terms and three (3) one (1) year terms. The Board Members with the largest number of votes will get the longer terms. If there is a tie in the number of votes, the staggered terms will be

determined by the elected Board Members. After the fulfillment of the above-mentioned staggered terms, all subsequently elected Board Members' terms shall be three (3) years. A Board Member may only serve three (3) consecutive terms on the Board. After remaining off the Board for one (1) year, the candidate may again elect to run to become a Board Member.

### **Section 3. Removal and Vacancies.**

A. At a special meeting of the Association at which a quorum is present, any Board Director can be removed by the Members, with or without cause, by the vote of a majority of the Members who are voting. For the purposes of removal, quorum exists if twenty percent (20%) of the Owners who are eligible to vote in the Association are present at the meeting or have returned an absentee ballot. The procedure for removing Board Directions shall comply with Arizona Revised Statute 33-1813.

B. In the event of death or resignation of a Board member, a successor shall be selected by the remaining members of the Board, and shall serve for the remaining term of the predecessor.

Section 4. Compensation. No Board member shall receive compensation for any service rendered to the Association. However, any Board Member may be reimbursed for actual expenses incurred in the performance of their duties.

## **ARTICLE V**

### **NOMINATION AND ELECTION OF BOARD**

Section 1. Nomination. Nomination for election to the Board shall be made by a Nominating Committee. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members and such appointment shall be announced ninety (90) days prior to the annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be from Members.

Section 2. Election. Election to the Board shall be by secret written ballot. At such election the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

## **ARTICLE VI**

### **MEETINGS OF THE BOARD**

Section 1. Regular Meetings. Meetings of the Board shall be held at the discretion of the Board, but at least twice annually, at such place and hour as may be fixed from time to time by the resolution of the Board. Notice to members of any Board meeting shall be given at least forty-eight hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board. The notice shall state the date, time, place and purpose of the meeting. Notice to members of a meeting of the Board is not required if emergency circumstances require action before notice can be given.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by any two (2) Board Members, after not less than three (3) days notice to each Member of the Board. Notice to members of any special meeting of the Board shall be given at least forty-eight hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board. The notice shall state the date, time and place of the meeting.

Section 3. Quorum. A majority of the Members of the Board shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Open Meetings. Regular and special meetings of the Board shall be open to all Members of the Association. The Board may, with the approval of a quorum of its Members, adjourn a meeting and reconvene in executive session to discuss and vote upon personal matters, litigation in which the Association is or may become involved and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall be first announced in open session.

## **ARTICLE VII**

### **POWERS AND DUTIES OF THE BOARD**

#### **Section 1. Powers. The Board shall have power to:**

(a) Adopt and publish rules and regulations governing the use of the Common Area and the personal conduct of the Members and their guests of the Association, and to establish penalties for the infraction thereof. Updates and/or changes to the rules and regulations shall be approved by a majority vote or written assent of the Members of the Association prior to adoption and publishing by the Board;

(b) Suspend the voting rights of a Member during any period in which such Member shall be 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 for infraction of published rules and regulations;

(c) 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 these Bylaws, the Articles of Incorporation, or the Declaration, as the same may be amended from time to time, including but not limited to enforcement of restrictions contained therein;

(d) Employ a manager, an independent contractor, or such other employees as it deems necessary for a term not to exceed one (1) year, and to prescribe their duties; and

(e) Pay all taxes and/or assessments which are, or could become a lien on the Common Area or a portion thereof; and contract for casualty, liability and other insurance on behalf of the Association; and delegate its powers to committees, officers or employees of the Association as may be expressly authorized by these Bylaws, the Declaration or Articles of Incorporation; and prepare budgets and financial statements for the Association; and enter upon any privately owned Lot as necessary in connection with construction, maintenance or emergency repair for the benefit of the Common Area or the Members.

(f) See that a summary of the budget for each fiscal year is distributed to the membership not less than forty-five (45) days before the beginning of the fiscal year and that copies of the full budget are available for copying, said budget to include at least the following information:

(1) Estimated revenue and expenses on an accrual basis.

(2) The amount of the total cash reserves of the Association currently available for replacement or major repair of any common facilities used for the benefit of all Owners, and for contingencies.

(3) An itemized estimate of the remaining life of, and the methods of funding to defray the cost of repair, replacement or additions to, major components of the Common Area and any facilities used for the benefit of all Owners for which the Association is responsible.

#### **Section 2. Duties. It shall be the duty of the Board to:**

(a) Cause to be kept a complete record of all of its acts and corporation affairs, and to present a written statement thereof to the Members of the Association following all meetings of the Board, Member meetings and special meetings, and the annual meeting of the Members. These written statements shall also be posted to the Association's website, if said website is available.

- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
- (d) Send written notice of each assessment to every Owner subject thereto at least thirty(30) days in advance of each annual assessment period;
- (e) Pursue legal remedies against Owners who have failed to remit amounts owed to the Association, as set forth in the Declaration and/or pursuant to Arizona law. ;
- (f) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payments;
- (g) Procure and maintain adequate liability and hazard insurance, if applicable, on property owned by and activities of the Association;
- (h) Cause the officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (i) Cause the Common Areas to be maintained.

## **ARTICLE VIII**

### **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Officers. The officers of this Association shall be a President, Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Multiple Offices. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.

Section 3. Election of Officers. The election of officers shall take place at the first meeting of the Board following each Annual Meeting of the Members.

Section 4. Term. The offices of this Association shall be elected by the Board, and each shall hold office for their term, unless the officer shall resign sooner, or shall be removed, or otherwise disqualified to serve.

Section 5. Special Appointments. The Board may appoint such other Members of the Association to serve on committees 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 6. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If an officer is removed from office they will remain a Director of the Board and can be appointed to a new office on the Board as determined by a majority of the Board of Directors. A Director may only be removed from the Board as detailed in Article IV, Section 3 of these Bylaws and A.R.S. 33-1813.

Section 7. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer, if currently on the Board, appointed to such vacancy shall serve for the remainder of their term. If the appointee is from the membership and not currently on the Board, they will fulfill the term of the vacancy as referenced in Article IV, Section 3.

Section 8. Duties. The duties of the officers are as follows:

**(a) President**

The president shall preside at all meetings of the Board and casual or special meetings of the Members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

**(b) Vice President**

The Vice President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the office by the Board.<sup>13</sup>

**(c) Secretary**

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members and disseminate copies of the minutes of the Board meetings, Member meetings and Special meetings to Members of the Association; post information to the Association's website, if said website is available; keep the corporate seal of the Association, and affix it on all papers requiring said seal; serve 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 direct the receipt and deposit in appropriate bank accounts of all monies of the Association, and shall disburse such funds as directed by resolution of the Board; see that proper books of account are kept; provide current financial statements at Board and Member meetings; and shall supervise the preparation of an annual budget and a 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 IX COMMITTEES**

Section 1. General. The Board shall appoint a Nominating Committee, and other committees as deemed appropriate in carrying out its purpose, as provided in these Bylaws.

Section 2. Design Reviews. All Lots shall be subject to a limited design review process in favor of the Board or a committee appointed by the Board for this purpose.

**ARTICLE X INDEMNIFICATION**

Every officer or director of the Association shall be indemnified by the Association against all expenses, liabilities and penalties, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made a party or in which they may become involved by reason of any acts or omissions alleged to have been committed by them while acting within the scope of their employment as a director or officer of the Association, including any settlement thereof, provided that the Board determines that such person acted in good faith and did not act, fail to act or refuse to act willfully

with gross negligence, or with fraudulent or criminal intent with regard to the matter involved in the action or proceeding.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board Member or Officer of the Association or was serving at the request of the Association as a Board Member or Officer against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Association would have had the power to indemnify them against such liability under this Article. The right of indemnification herein above provided shall not be exclusive of any rights to which any Board member or officer of the Association may otherwise be entitled by law.

## **ARTICLE XI BOOKS AND RECORDS**

Except as provided in subsection (a) of this article, 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 not charge a Member or any person designated by the Member in writing for making material available for review. 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 of fifteen cents per page.

(a). Books and records kept by or on behalf of the Association and the board may be withheld from disclosure to the extent that the portion withheld relates to any of the following:

1. Privileged communication between an attorney for the Association and the association.
2. Pending litigation.
3. Meeting minutes or other records of a session of a Board meeting that is not required to be open to all Members pursuant to section 33-1804.
4. 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.
5. 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.

(b). The Association shall not be required to disclose financial and other records of the Association if disclosure would violate any state or federal law.

(c). Every Board Member shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association.

## **ARTICLE XII**

### **ASSESSMENTS**

As more fully provided in the Declaration, each Owner is obligated to pay to the Association Assessments and Special Assessments, if any. Any assessments which are not paid within thirty (30) days of the due date shall be considered delinquent, shall constitute a lien on the Lot of the Owner who fails to pay them and

shall bear interest from the date of delinquency at the rate provided in the Declaration. The Association may bring an action at law against the Owner personally obligated to pay the assessment or foreclose the lien against the Lot, and interest, costs, and reasonable attorneys' fees of any such action or foreclosure shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by removal or replacement of plant materials, by non-use of the Common Area, by non-use of the landscape maintenance or other services provided by the Association, or by abandonment of their Lot.

### **ARTICLE XIII**

#### **CORPORATE SEAL**

The Association shall have a seal bearing the name of the Association.

#### **ARTICLE XIV AMENDMENTS**

Section 1. The Bylaws may be amended at a regular or special meeting of the Members at which a quorum is present, by a vote of a majority of the absentee ballots, plus the ballots cast by the Members at the meeting.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

### **ARTICLE XV**

#### **FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year.

**In witness whereof**, I have executed these Bylaws this Fourth day of May, 2018.

David Gordon

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President

**ATTEST:**

Karen Smith

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Secretary