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COUNTY RECORDER



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WHEN RECORDED MAIL TO:
Valle Vista Property Owners Association Inc
Attn: Neal Meredith
9686 Conch Dr
Kingman AZ 86401

BYLAWS OF VALLE VISTA PROPERTY OWNERS ASSOCIATION INC

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BYLAWS OF VALLE VISTA PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

Offices

Section 1. **Principle Offices:** The principle offices of VALLE VISTA PROPERTY OWNERS ASSOCIATION, INC. shall be in the Valle Vista Subdivision, within the greater Kingman area of the County of Mohave, State of Arizona.

(Rev. 06-19-2007)

Section 2. **Other Offices:** the association may establish such office or offices at such other places within the State of Arizona as the Board of Directors may designate.

(Rev. 06-19-2007)

ARTICLE II

Definitions

Section 1. **Association:** "Association" shall mean and refer to VALLE VISTA PROPERTY OWNERS ASSOCIATION, INC. its successors and assigns.

(Rev. 06-19-2007)

Section 2. **Properties or Premises:** "Properties" or "Premises" shall mean and refer to all real property within the Association as described on the Plat.

(Rev. 06-19-2007)

Section 3. **Common Area, Common Facilities and Common Elements:** Common shall be and shall mean all property owned by the Association the common use and enjoyment including, but not limited to, all of the referred to except land specifically designated as a "lot" on any plat of record and all recorded amendments thereto in connection with said premises.

(Rev. May 6, 1999)

Section 4. **Lot:** "Lot" shall mean and refer to a separately designated and legally described freehold estate consisting of any plat of land and the improvements thereon shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

(Rev. 06-19-2007)

Section 5. **Member:** "Member" shall mean and refer to every person or entity that holds membership in the Association. A person shall be entitled to one membership for each Lot owned by said person in accordance with Article III of these Bylaws.

(Rev. 06-19-2007)

Section 6. **Owner:** "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of equitable title (or legal title if equitable title has merged) of any Lot which is part of the Properties.

(Rev. 06-19-2007)

Section 7. **Declarant:** Entire section is void.

(Rev. May 6, 1999)

ARTICLE III

Membership

Section 1. **Eligibility for Membership:** Membership in the corporation, except for membership of the incorporators and the first Board of Directors, shall be limited to record owners of equitable title (or legal title if equitable title has merged) of property in the following describer premises, and any additions thereto as may hereafter be brought within the jurisdiction of this association by annexation and for this purpose:

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Lots 1 through 818 inclusive, and Parcels A through S inclusive, Valle Vista, according to the plat of record in the office of the County Recorder of Mohave County, State of Arizona, in Docket 72-9552 on May 15, 1972. Covenants recorded on May 18, 1972 in Book 28, pages 205-211.

Lots 819 through 2612 inclusive, and Parcels A through Y, Valle Vista, according to the plat of record in the office of the County Recorder of Mohave County, State of Arizona, in Docket 72-21214 on October 3, 1972. Covenants recorded on November 1, 1972 in Book 68, pages 173-181.

Lot 2613 through 4304 inclusive, and Parcels A through T inclusive, Valle Vista, according to the plat of record in the Office of the County Recorder of Mohave County, State of Arizona, in Docket 73-17789 on June 18, 1976. Covenants Recorder on August 6, 1973 in Book 142, pages 240-247.

One membership in the corporation shall be issued to the record owner of equitable title (or legal title, if equitable title has merged) of each lot. The record owners of equitable title has merged) collectively shall be called the Council of Co-Owners. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. In the event any such lot is owned by two or more persons, whether as a community property, by joint tenancy in common, or otherwise, the membership as to such lot shall be issued in the named of all the owners, and they shall designate one person who shall hold the membership and have the power to vote said membership. No membership shall be issued to any other person or persons except as they may be issued in the substitution for outstanding memberships assigned to the new record owners for equitable title (or legal title, if equitable title has merged).

(Rev. May 6, 1999)

Section 2. Suspension of Membership: Membership in the Association can be suspended that conforms to Arizona law.

(Rev. 06-19-2007)

ARTICLE IV

Property Rights: Rights of Enjoyment

Section 1. Use and Enjoyment: Each Member shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Declarations and Articles of Incorporation. Any Member may delegate rights of enjoyment of the Common Area and facilities to family members, tenants or contract purchasers, who reside on the Property. Such Member shall notify the Secretary in writing of the name of any such delegate. The rights and privileges of such delegate are subject to suspension to the same extent as those of the Member.

(Rev. 06-19-2007)

Section 2. Reasonable Fees: Fees may be charged to Members or the delegate under the above paragraph for use of Common Facilities. The Association may provide for the issuance of limited rights to use the Common Facilities by persons not Owners or Members. Fees may be charged for such rights to non-members, either on a continuing basis or on a one-time-only basis, under such reasonable rules and regulations as may be provided by the Board.

(Rev. 06-19-2007)

ARTICLE V

Council of Co-Owners

Section 1. Annual Meeting: The annual meetings of the Council of Co-Owners shall be held on the last Friday of September, or at such time as the Council of Co-Owners may by majority vote approve. At such meeting, there shall be elected a Board of Directors in accordance with the requirements of Article VI of these By-Laws. The Council of Co-Owners may also transact such business of the Corporation as may properly come before them.

(Rev. May 6, 1999)

Section 2. Special Meeting: Special meetings of the Council of Co-Owners for any purpose or purposes other than those regulated by statute may be called by the President as directed by the resolution of the **BOARD REVIEW COPY ONLY - 11-08-12 For Board Review prior to ratification and Recording**

Board of Directors or upon a petition signed by the members who are entitled to vote one fourth (1/4) of all of the votes of the entire membership. Such petition shall state the purpose or purposes of such meeting. No business shall be transacted at a special meeting except as stated in the notice unless by consent of a majority of the members present, either in person or by proxy.

(Rev. May 6, 1999)

Section 3. Notice of Special Meeting: The President or Secretary shall give or cause to be given notice of the time, place and purpose of holding each special meeting by mailing or hand delivering such notice at least five (5) days prior to such meeting to each member of the Council of Co-Owners at the respective addresses of said members as they appear on the records of corporation.

(Rev. May 6, 1999)

Section 4. Quorum: The presence, either in person or by proxy, of at least ten percent (10%) of the members of the Council of Co-Owners of record shall constitute a quorum of the Council of Co-Owners for all purposes.

(Rev. May 6, 1999)

Section 5. Voting Rights: Each member of the Council of Co-Owners being present in person or by proxy shall be entitled to one vote for each lot owned by said member.

(Rev. May 6, 1999)

Section 6. Adjournment of Meetings: If the number of members necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place of meeting, the Chairman of the meeting, or a majority in interest of the members present in person or by proxy, may adjourn the meeting from time to time without notice other than an announcement at the meeting, until the necessary number of members shall be in attendance. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

(Rev. May 6, 1999)

Section 7. Proxies: A member may appoint only his or her spouse or any joint owner of his lot or any other member of the Council of Co-Owners as a proxy. In addition to the eligible proxy holders indicated above, any directors, officer or employee of a corporation which is a member of the Council of Co-Owners shall be eligible to hold and vote proxies of any member, including said corporation, upon being so authorized by said Corporation. Any proxy must be filed with the Secretary before the appointed time of each meeting or upon the calling of the meeting to order. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of the lot.

(Rev. May 6, 1999)

Section 8. Waiver of Notice: Any member may at any time waive any notice required to be give under these By-Laws. The presence of a member in person at any meeting of the Council of Co-Owners shall be deed such a waiver.

(Rev. May 6, 1999)

ARTICLE VI Directors

Section 1. Number of Qualifications: The business property and affairs of the corporation shall be managed, controlled and conducted by the Board of Directors. The Board of Directors shall be composed of seven (7) members.

(Rev. May 6, 1999)

Section 2. Powers and Duties: the Board shall have the power and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by law or by the community documents directed to be exercised and performed by the Members. The powers of the Board shall include, but not limited to, all of the rights and duties of the Board as set forth elsewhere in these Bylaws. Article of Incorporation and in the Declarations applicable to the property described in Declarations, and shall also include the power to promulgate such reasonable rules and regulations pertaining to such rights and duties as may be deemed proper and which are consistent with the foregoing. The Board may delegate such duties as appear in the best interests of the Association and to the extent permitted by law.

(Rev. 06-19-2007)

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Section 3. Election and Term of Office: Directors shall be elected at the annual meeting of the Council of Co-Owners. Each director shall be elected for a term of three (3) years. The members of the Board of Directors shall be elected for terms which will, as nearly as possible, result in a situation whereby one-third (1/3) of the Directors will be elected each year to serve for a term of three (3) years. In the event that more than one-third (1/3) of the vacancies are filled at any meeting of the Council of Co-Owners, the terms of some of the directors may be shortened to one (1) or two (2) years in order to stagger the future election of directors as intended by this section. The election shall be by secret written ballot. The persons receiving the largest number of votes shall be declared elected. The number of directors may be altered from time to time by the action of a regular or special meeting call for such purpose. In the event of any increase in the number of directors in advance of the annual meeting, each additional director shall be elected by the then Board of Directors and hold office until his successor is elected and shall qualify.

In the event the number of members of the Board of Directors is at any time, increased, such additional Director or Directors shall be elected for a term or terms which will, as nearly as possible, result in a situation whereby one-third (1/3) of the Directors will be elected each year to serve for a term of three (3) years. The election shall be by open written ballot. The persons receiving the largest number of votes shall be declared elected. The number of Directors may be altered from time to time by the action of the majority of the members of the Council of Co-Owners at any regular or special meeting called for such purpose. In the event of any increase in the number of directors in advance of the annual meeting, each additional director shall be elected by the then Board of Directors and hold office until his successor is elected and shall qualify.

(Rev. May 6, 1999)

Section 4. Vacancies: Vacancies on the Board of Directors caused by any reason shall be filled by vote of the majority of the remaining directors even though they may consist of less than a quorum, and each person so elected shall be a director until his successor is elected by the members of the Council of Co-Owners at the next annual meeting.

(Rev. May 6, 1999)

Section 5. Removal of Directors: A director or directors may be removed, with or without cause, at any time, by an affirmative vote of the members of the Council voting at any regular or special meeting called for such purpose during which a quorum, as defined within Article V, is present. Successors will then be elected by the current board as defined within Section 4 above.

(Rev. 06-19-2007)

Section 6. Compensation: No compensation shall be paid to directors for their services as directors. Directors may be reimbursed for expenses approved in advance by the Board and in accordance with Section 8 below.

(Rev. 06-19-2007)

Section 7:

Section 8. Expenses: Nothing within this Article prohibits officers, Board or committee members or other members from being reimbursed for reasonable expenses incurred during and/or required by the performance of their powers, duties, responsibilities and/or service. Such expenses shall be reviewed and approved by not less than two Board members prior to disbursement.

(Rev. 06-19-2007)

Section 9. Organization Meetings: The first meeting of the Board with newly elected directors shall be held within ten days of the election, at such time and place as shall be fixed at the annual meeting, during which such directors were elected. If a majority of the Board is present, no notice to the newly elected directors shall be necessary in order to legally call such meeting. Notice to the Members must be made in accordance with Arizona Law.

(Rev. 06-19-2007)

Section 10. Regular Meetings: Regular meetings by the Board may be held at such time and place as shall be determined by a majority of the directors. At least two such meetings shall be held during each fiscal

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year. Notice of regular meetings of the Board shall be given to the Members in accordance with Arizona law. Any notice of a meeting shall state the time and place of the meeting. The failure of any Association Member to receive actual notice of a meeting of the Board does not affect the validity of any action taken at the meeting. Directors must be given two days notice of regular Board meetings.

(Rev. 06-19-2007)

Section 11. Special Meetings: Special meetings of the Board require the same notice provisions as do regular meetings. Special meetings also require specific notice to each director, within twenty-four hours, given personally or by mail, telephone, fax or email, which notice shall state the time, place (as herein above provided) and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice upon the written request of at least two directors.

(Rev. 06-19-2007)

Section 12. Waiver of Notice: Before, or at, any meeting of the Board, any director may, in writing, waive notice of such meeting and such waiver shall be equivalent to the giving of such notice. Attendance by a director at any such meeting of the Board shall be a waiver of notice. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. This section relates to director notice only and has no impact upon the Member notice requirements above.

(Rev. 06-19-2007)

Section 13. Quorum: One-half of the occupied Board positions by directors present shall constitute a quorum for the transaction of business. If, at any meeting of the Board, there is less than a quorum present, a majority of those present may adjourn the meeting until a quorum can be achieved but such adjournment may not exceed thirty days. Every act or decision done or made by the Board at a duly held meeting at which a quorum is present shall be regarded as the act of the Board unless the Articles or Incorporation, Declarations or these Bylaws otherwise specifically require the affirmative vote of a larger quantity of directors on a specific matter.

(Rev. 06-19-2007)

Section 12. Adjournments: The board of Directors may adjourn any meeting from day to day or for such other time as may be prudent or necessary in the interests of the corporation, provided that no meeting may be adjourned for a period of longer than thirty (30) days.

(Rev. May

Section 15. Action Taken without a Meeting: If an emergency condition exists which prohibits time for open meeting notice, the directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a quorum of directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

(Rev. 06-19-2007)

Section 16. Fidelity Bonds: The Board shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds or dishonest employee insurance. The premium on such bonds or insurance shall be paid by the Association.

(Rev. 06-19-2007)

ARTICLE VII

Officers

Section 1. Designation: The principal officers of the Association shall be President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board. The directors may appoint an Assistant Secretary and/or an Assistant Treasurer, and such other officers as in their judgment may be necessary.

(Rev. 06-19-2007)

Section 2. Election of Officers: The officers of the Association shall be elected by the Board during the organization meeting after new directors are elected.

(Rev. 06-19-2007)

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Section 3. Removal of Officers: Upon an affirmative vote of the Board, any officer may be removed either with or without cause, and the successor shall be elected at any regular or special meeting of the Board called for that purpose. To the extent that discussion of personal information is necessary, those discussions may be held in closed session.

(Rev. 06-19-2007)

Section 4. Resignation of Officers: Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date 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.

(Rev. 06-19-2007)

Section 5. Vacancies: a vacancy in any office may be filled in the manner prescribed for election of officers as defined under Section 2 above. The officer elected to fill such vacancy shall serve for the remainder of the term of the officer he/she replaces.

(Rev. 06-19-2007)

Section 6. President: The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the Members and of the Board. The President has all of the general powers and duties that are granted by the directors, which are normally vested in the president of a corporation, including but not limited to, the discretionary power to appoint committee to assist in the conduct of affairs of the Association.

(Rev. 06-19-2007)

Section 7. Vice President: The Vice-President shall take the place of the President and perform those duties wherever the President shall be absent, unable to act or refuses to act. If neither the President nor the Vice-President is able to act, the Board shall appoint other directors do so on an interim basis. The Vice-President shall also perform such other duties as determined by the Board.

(Rev. 06-19-2007)

Section 8. Secretary: The Secretary shall keep the minutes of all meetings of the Board and Members. The Secretary shall be in charge of the membership books and such other books and papers as the Board may direct; and shall perform the duties incidental to the Office of the Secretary.

(Rev. 06-19-2007)

Section 9. Treasurer: The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as may be designated by the Board.

(Rev. 06-19-2007)

Section 10. Compensation: No compensation shall be paid to officers for their services as officers.

(Rev. 06-19-2007)

Section 11. Delegation: The Secretary and Treasurer may delegate their duties to the Association's manager, officers, employees or independent contractors, but will remain responsible for supervising the execution of those duties.

(Rev. 06-19-2007)

ARTICLE VIII
Powers, Rights and Duties of the
Association and Members Thereof

The Association and its Members shall have all the powers, rights, duties and obligations set forth in the Declaration, Articles of Incorporation and these Bylaws, and such other rules and regulations as may be adopted and/or amended by the Board.

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(Rev. 06-19-2007)

Article II above. It shall be the primary purpose of such management agreements to provide for the administration, management, repair and maintenance of said real property, all improvements thereon designated as common elements, and the roofs and exterior walls of the residence units.

The terms of aid management agreements shall be as determined by the Board of Directors to be in the best interests of the Corporation, and shall be subject to the Articles of Incorporation, these By-Laws and the Declaration of Covenants, Conditions and Restrictions affecting said property.

(Rev. May 6, 1999)

ARTICLE IX Corporate Seal

The Board of Directors shall provide a suitable corporate seal containing the name of the corporation, which seal shall be in the custody and control of the Secretary. The corporate seal shall be in circular form, shall have inscribed thereon the name of the corporation, the year it was organized and the word "Arizona". If and when so directed by the Board of Directors, a duplicate seal may be kept and used by such officer or other person as the Board of Directors shall name.

(Rev. May 6, 1999)

ARTICLE X Miscellaneous

Section 1. **Books and Accounts:** books and accounts of the association shall be kept under the direction of the Treasurer and in accordance with reasonable standards of accounting procedure and prudence.
(Rev. 06-19-2007)

Section 2. **Auditing:** At the closing of each fiscal year, the books and records of the corporation shall be audited by a Certified Public Accountant, whose report will be prepared and certified. Based on such reports the corporation will have available for inspection by its members a statement of the income and disbursements of the corporation for each fiscal year.

(Rev. May 6, 1999)

Section 3. **Financial and Other Records:** Except for those records which may be withheld from disclosure under Arizona law, all financial and other records of the Association shall be made readily available, at the business office of the Association, for examination by any Member or any person designated by the Member in writing as the Member's representative. Copies of such records may be made available for purchase.

(Rev. 06-19-2007)

Section 4. **Execution of Association Documents:** With the prior authorization of the Board, or through established operating procedures, all notes, checks and contracts or other obligations shall be executed by not less than two officers on behalf of the Association.

(Rev. 06-19-2007)

Section 5. **Fiscal Year:** The fiscal year of the Association shall be determined by the Board and shall be subject to change by the Board should Association practice subsequently necessitate such change.

(Rev. 06-19-2007)

Section 6. **Conflict in Documents:** In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declarations and these Bylaws, the Declarations shall control.

(Rev. 06-19-2007)

ARTICLE XI
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Amendment of These By-Laws

Except as provided below, these Bylaws may be amended, at any regular or special meeting called for that purpose, by affirmative vote of a majority of the directors present during which a quorum, as prescribed in Article VI, Section 13 is present. Quorum requirements, as included within Article V, Section 4 of these Bylaws, may only be amended by Members at the annual meeting or a special meeting called for that purpose during which a quorum, as defined within Article V, Section 4, is present.

(Rev. 06-19-2007)

This copy is furnished the Director for his review. The Bylaws were previously amended and reviewed by a former Board of Directors but have not been ratified. After review and with the Board' approval the Bylaws will be on file in the office of the Mohave County Recorder, Kingman, Arizona

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Submitted for Board review and approval.

NEAL MEREDITH
Board Secretary

November 8, 2012