



Amended and Restated

By-Laws

For

Golden Vista RV Resort

Restated March 5, 2024

Note: The By-Laws was previously Amended and Restated March 14, 2023. The following changes have been approved and incorporated into this document "By-Laws-Restated_March-5-2024.docx":

Due to an oversight, Amendment 1 which was approved by the Board on December 6, 2022 as item #7.0 G was NOT in the previously Restated By-Laws dated March 14, 2023 This amendment adds a preface to PART 4 "**Board of Directors**" and states:

"Arizona law 10-3830(A) requires Directors to act in good faith with honesty and sincerity of position; act with ordinary care, understand general association business, attend and participate in meetings, register dissent in a courteous manner; obtain general understanding of governing documents; adhere to the business judgement rule; and act in the best interest of the association as a whole, not one individual or group of individuals." (See Appendix B)

On March 5, 2024 as item 8.7, the Board approved Amendment 24-7 which amended Part 8 Committees as follows:

- ▶ Added Board Committee Liaison job description and responsibilities (paragraph 8.02), and
- ▶ Changed the following items under 8.03 D Budget Committee:
 - Submit project funding requests to Budget Committee by January 15th but no later than January 25th,
 - Changed "Repair and Replacement Reserve or the Capital Reserve Account" to read "Reserves Accounts", and
 - Added "(The Board established the Planning and Development Committee to review all requests for reserve funds and prioritize projects)."

TABLE OF CONTENTS
Amended and Restated By-Laws

Part 1 - Name and Location

1.01 Name1
1.02 Location1

Part 2 - Definitions

2.01 Association1
2.02 Common Areas.....1
2.03 Declaration1
2.04 Lot.....1
2.05 Member.....1
2.06 Owner1
2.07 Property1
2.08 Website.....2

Part 3 - Meeting of Members

3.01 Annual Meetings2
3.02 Special Meetings2
3.03 Notice of Annual and Special Meetings.....2
3.04 Quorum.....3
3.05 Voting.....3
3.06 Absentee Ballots.....3
3.07 Action by Electronic -- Written Ballot3
3.08 Parliamentary Authority3

Part 4 - Board of Directors

4.01 Number3
4.02 Term of Office4
4.03 Removal: Vacancy.....4
4.04 Compensation4
4.05 Action Taken Without a Meeting4
4.06 Election4

Part 5 - Meetings of Directors

5.01 Meeting Attendance.....5
5.02 Regular Meetings6
5.03 Special Meetings6
5.04 Order of Business.....6
5.05 Executive Session7
5.06 Informal Meetings7
5.07 Quorum.....7
5.08 Parliamentary Authority7

Part 6 - Powers and Duties of the Board of Directors

6.01 Powers.....7
6.02 Limitations8
6.03 Duties.....8

Part 7 Officers and Their Duties

7.01 Enumeration of Officers9
7.02 Election of Officers9
7.03 Term9
7.04 Special Appointments9
7.05 Resignation and Removal9
7.06 Vacancies10
7.07 Multiple Offices10
7.08 Duties.....10

Part 8 - Committees

8.01 Committees11
8.02 Liaison Officers11
8.03 Minimum Committees12

Part 9 – Books, Records and Documents

9.01 Books, Records and Documents13
9.02 Agreement to Comply With These Governing Documents14

Part 10 – Amendments

10.01 Passage of Amendments15
10.02 Conflict.....15
10.03 Amendment by Petition15
10.04 Petitions15

Part 11 - Miscellaneous

11.01 Miscellaneous17
11.02 Recall of a Director(s).....17
 Recall Petition.....18
 Notice of Recall Meeting.....19
 Recall Ballot.....20

**AMENDED AND RESTATED BY-LAWS
OF GOLDEN VISTA RV
RESORT ASSOCIATION, INC.**

**PART 1
NAME AND LOCATION**

- 1.01 Name. The name of the corporation is Golden Vista RV Resort Association, Inc. hereinafter referred to as the Association.
- 1.02 Location. The principal office of the Association shall be located at 3710 South Goldfield Rd., Apache Junction, Arizona, 85119.

**PART 2
DEFINITIONS**

- 2.01 Association. Association shall mean and refer to Golden Vista RV Resort Association, Inc., its successors and assigns.
- 2.02 Common Areas. Common Areas shall mean all real property owned by the Association for the common use and enjoyment of the owners.
- 2.03 Declaration. Declaration shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions of Golden Vista RV Resort, as amended or restated from time to time, which is recorded in the Pinal County Recorder's Office.
- 2.04 Lot. Lot shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common Areas.
- 2.05 Member. Member shall mean and refer to those persons entitled to membership as provided in the Declaration.
- 2.06 Owner. Owner shall mean and refer to the recorded owner, whether one or more persons or entities, of the fee simple title to a Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- 2.07 Property. Property shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

- 2.08 Website. Website shall mean and refer to <http://www.gvr.v.us/>, which is owned and maintained by the Association for the purposes of:
- A. Providing Association information to and from the member/owners;
 - B. Providing promotional resort information and, advertising properties for sale/rent to non-owners;
 - C. Providing a means of receiving official notices;
 - D. Providing a means to vote on official business.

PART 3

MEETING OF MEMBERS

- 3.01 Annual Meetings. Annual meeting of the members shall be held on the Tuesday after the Second Wednesday in February at a time designated by the Board of Directors. If the day for the Annual meeting of the members is a Federal or State of Arizona legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.
- 3.02 Special Meetings. Special meetings of the members may be called at any time by the President or a majority the Board of Directors. Any member or group of members may request that a special meeting be called by the Board of Directors to consider issues of importance and urgency to such member or group of members. A Special Meeting shall be called upon written request by at least twenty-five percent (25%) of the membership entitled to vote. A Special Meeting called at the request of members may only be held during the interval November 1st through March 31st. For a Special Meeting to Recall a Director (see Part 4, Para. 4.3) (ARS 33-1813).
- 3.03 Notice of Annual and Special Meetings. Written notice of each meeting of the members shall be given by the Secretary at the direction of the person or persons authorized to call the meeting, by providing a copy of such notice, not less than thirty (30) days nor more than sixty (60) days before such meeting to each member entitled to vote at such meeting.

Notice shall be provided via

- A. eMail - notice will be eMailed to the member's eMail address last appearing on the books of the Association, as provided by such member to the Association for the purpose of notice.

and/or

- B. US Postal Service - notice will be addressed to the member's address last appearing on the books of the Association, as provided by such member to the Association for the purpose of notice.

3.03 (continued)

Such notice shall include the agenda, place, date, and time of the meeting, and in the case of a special meeting, the purpose of the meeting.

The failure to receive actual notice of a meeting of the Board of Directors does not affect the validity of any action taken.

Once your ballot is cast, you may not vote again. Each ballot is valid only for the specific Membership Meeting reflected on the ballot and expires automatically after completion of that meeting. You may not vote on behalf of another member.

- 3.04 Quorum. The existence of a quorum at any meeting of the members shall be determined by the provision for quorums in the Declaration, except for the Recall of a Director, (see Part 4, Para 4.3) (ARS 33-1813).
- 3.05 Voting. Unless otherwise specified in the Declaration or By-Laws, a simple majority of votes received is required to approve a measure. Absentee, mail-in and electronic ballots are valid (ARS 33-1812).
- 3.06 Absentee Ballots. Any member may vote by an absentee ballot, which will be provided upon request.
- 3.07 Action by Electronic – Hand Written Ballot. Any action that the Association may take in an Annual or Special Meeting may be taken without a physical meeting if the Association has provided the members with a hard copy or electronic ballot.
- 3.08 Parliamentary Authority. In all instances when they are applicable and not inconsistent with these By-Laws and any other special rules the Association shall adopt, the rules contained in the current edition of Robert's Rules of Order shall govern.

PART 4 **BOARD OF DIRECTORS**

"Arizona law 10-3830(A) requires Directors to act in good faith with honesty and sincerity of position; act with ordinary care, understand general association business, attend and participate in meetings, register dissent in a courteous manner; obtain general understanding of governing documents; adhere to the business judgement rule; and act in the best interest of the association as a whole, not one individual or group of individuals." (See Appendix B)

- 4.01 Number. The Board shall consist of seven (7) Directors who shall be members of the Association in good standing. The Board may continue to conduct the affairs of the Association with up to two (2) vacancies until the next general election. In the event three (3) or more Board positions become vacant, the only authorized action of the remaining members of the Board shall be to select and appoint additional Board members to bring the Board to five (5) members,

and such action must be taken within 60 days dating from the date of the last vacancy if it occurs before March 31. Should a vacancy occur between April 1 and November 1 bringing the number of Board members to less than 5, the Board must appoint an additional member to the Board on or before the first meeting in November.

- 4.02 Term of Office. All Directors shall hold office for a three (3) year term, with the respective terms to be staggered so that no more than three (3) Directors are to be elected in any one year, except to fill vacancies, in order to provide continuity and stability in the Association leadership. A partial appointed term of 18 months or more shall be considered a full term. A Director's term limit on the Board of Directors shall consist of not more than two (2) consecutive terms. Directors who have served two consecutive terms on the Board shall not be eligible for re-election or re-appointment to the Board for two (2) full years after the conclusion of their last term of office. The election results will be announced at the Annual Membership meeting. The newly elected Directors shall take office at the next scheduled Board meeting.
- 4.03 Removal/Vacancy. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Board or a recall petition by the members. (Note: for Recall of a Director(s), see Part 11, Para 11.2) (ARS 33-1813). In the event of death, resignation or removal of a Director, a successor may be selected by a majority of the remaining members of the Board and shall serve the unexpired term.
- Except in cases of illness or injury of a director and/or his/her immediate family, any director missing 51% of the advertised meetings of the Board of Directors either in person or via electronic means of communication by which all directors participating may simultaneously hear each other during the meeting in any one year between November 1 and March 31, shall be removed from the board and replaced by appointment by the majority of the board members.
- 4.04 Compensation. No director shall receive compensation for services rendered to the Association. However, directors may be reimbursed for actual expenses incurred in the performance of their duties.
- 4.05 Action Taken Without a Physical Meeting. When the Board can not physically assemble a quorum, action by other means is permitted. The Directors shall have the right to take any action in the absence of a physical meeting which they could take at a physical meeting by first obtaining the approval of the Directors. Any action so approved shall have the same effect as though taken at a meeting. The minutes shall be taken, recorded and posted conspicuously following any such meeting.
- 4.06 Election. Members of the Board of Directors shall be elected annually by the membership by secret ballot held on the last working day preceding the Annual Meeting, or at the discretion of the Board of Directors, by ballot pursuant to procedures established by the Board of Directors. The greatest

number of votes received shall determine which candidate will fill the vacancies stated on the ballot.

The Day of Record for ownership shall be two (2) working days prior to the election. Absentee, Mail-in and electronic ballots are valid and acceptable if received by the date/time specified on the ballot; however, all valid door ballots will be counted prior to the commencement of the meeting. Cumulative voting for the Board members is prohibited. Write-in candidates shall be permitted. The election results will be announced at the Annual Membership meeting.

PART 5

MEETINGS OF DIRECTORS

5.01 Meeting Attendance.

- A. Directors: In accordance with Arizona Open Meeting Law (A.R.S. Section 33-1804 <https://www.azleg.gov/ars/33/01804.htm>) requiring that all board meetings be held in the state of Arizona, all regular and special meetings of the directors of Golden Vista Resort shall be held at the resort located in Apache Junction, Arizona.

In accordance with Arizona Revised Statutes (A.R.S. Section 33-1804(E)(3)) permits any or all board of directors to participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director not present and participating in a meeting by another means of communication is deemed to be present in person at the meeting.

Between November 1 and March 31, Directors shall attend each regular or special meeting of the Board of Directors in person, if practicable. A quorum must be present in person at board meetings before other Directors may participate in a meeting by any another means. When a quorum is present other directors may participate in regular or special meetings via the use of any means of communication by which all participating directors and owners present may simultaneously hear each other during the meeting. A director participating in a meeting by any means of communication is deemed to be present in person to participate and vote at the meeting.

A director unable to attend a board meeting in person shall give advance notice that he/she plans to attend by use of another means of communication.

Except in cases of illness or injury of a director and/or his/her immediate family, each director is limited to three (3) times he/she may participate via another means of communication during each season of November 1 through March 31.

- B. Member/Owners: All meetings of the Board of Directors, except Executive Sessions, shall be open to all Member/Owners, or any person designated in writing as the Member/Owner's representative.

All Member/Owners or their representative, after being qualified by the recording secretary, shall be permitted to speak at appropriate times during the deliberations and proceeding. If the Member/Owner or their representative wishes to speak, they must go to the microphone before commencing.

The Board of Directors may place reasonable restrictions and time limits on those persons speaking during the meeting, but shall permit a Member/Owner or their designated representative to speak before the Board takes any formal action on an item under discussion, in addition to any other opportunities to speak. The Board shall provide for a reasonable number to speak on each side of an issue.

- 5.02 Regular Meetings. Notice to members of the meetings of the Board of Directors shall be by newsletter, conspicuous postings, eMail, the official resort website (<http://www.gvr.v.us/>) or any other reasonable means as determined by the Board of Directors, at least forty-eight (48) hours in advance. An affidavit of notice by an officer of the Corporation is prima facie evidence that notice was given as prescribed in this section.

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, place and agenda of the meeting. The failure to receive actual notice of a meeting of the Board of Directors does not affect the validity of any action taken at that meeting.

- 5.03 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President, or by any three (3) Directors, after not less than five (5) days notice to each Director. Notice requirements are the same as for Regular Meetings.

- 5.04 Order of Business. An agenda shall be prepared at least 48 hours prior to regularly scheduled meetings. The President shall be responsible for development of the agenda with advice and consent of the full Board, and published and distributed by the Secretary of the Board prior to all scheduled meetings. Published agendas may be amended at any time by a majority vote.

- 5.05 Executive Sessions. An Executive Session may be called at any time by President or three (3) Board members. Executive Sessions are closed to the membership. Executive Sessions shall consider only the following items:
- A. Legal advice of any attorney for the Board or Association, on final resolution of any matter for which the Board received legal advice or that concerned pending litigation. The Board may disclose information about that matter in an open meeting except for matters that are required to remain confidential by terms of a settlement agreement or judgment.
 - B. Pending or contemplated litigation.
 - C. Personal, health and 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. Matters relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the Association or an employee of a contractor of the Association who works under the direction of the Association.
- 5.06 Informal Meetings. The Directors must follow the open meeting and notice requirements if a quorum of the Board meets informally to discuss Board matters regardless of whether the Board votes or takes action on any matters.
- 5.07 Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision approved by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.
- 5.08 Parliamentary Authority. In all instances when they are applicable and not inconsistent with these By-Laws and any other special rules the Association shall adopt, the rules contained in the current edition of Roberts Rules of Order shall govern.

PART 6

POWERS, LIMITATIONS AND DUTIES OF THE BOARD OF DIRECTORS

- 6.01 Powers. The Board of Directors shall have power to:
- A. Adopt and publish rules and regulations governing the use of the Common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
 - B. Suspend the voting rights and right to the use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association, and suspend the

right to use of the recreational facilities of a member during any period in which non-monetary violations of the Declaration, By-Laws and the published Rules and Regulations of the Association remain uncured.

- 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 By-Laws, the Articles of Incorporation, or the Declaration.
 - D. With approval of the Board, the Treasurer has the authority to establish a line of credit, at a bank of the Board's choosing, not to exceed \$50,000.
- 6.02 Limitations. The foregoing notwithstanding without prior approval by a majority vote of the members at an annual meeting or special meeting of the members, the Board of Directors shall not have the power to borrow money or to make and issue notes, bonds and other negotiable instruments, mortgages, deeds of trust or take similar action nor shall the Board of Directors have the power to authorize an expenditure in excess of \$75,000.00 which is not included in an approved budget, unless an emergency threatening health, safety or immediate damage to the property exists, or as necessary for unplanned maintenance or repairs.
- 6.03 Duties. It shall be the duty of the Board of Directors to:
- A. Cause to be kept a complete record of all its acts and corporate affairs.
 - B. Supervise all officers, agents and employees of the Association, and to ensure that their duties are properly performed.
 - C. To establish and enforce assessments as provided in the Declaration. The Association shall not impose a regular assessment that is more than twenty percent (20%) greater than the preceding fiscal year's assessment without the approval of the majority of the membership of the Association. (ARS 33-1803)
 - D. 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 payment.
 - E. Procure and maintain adequate liability and hazard insurance on property owned by the Association.
 - F. Cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate.
 - G. Cause the Common Areas to be maintained.

- H. Perform or cause to be performed all other obligations of the Association described in the Declaration.
- I. Prominently display the minutes of all meetings within fourteen (14) days.
- J. Establish an appeals procedure which provide Lot Owners the opportunity to submit complaints to the Board for consideration and disposition. Decisions of the Board shall be final.
- K. To develop, approve, and revise the annual budget.
- L. Receive Petitions from the Membership. (see Part 10)
- M. Recuse oneself due to conflict of interests if a contract, decision or other action “for compensation”, benefits a member of the Board or a Board member’s family. This declaration must be made in open session and prior to any discussion or vote on the matter in question.

PART 7
OFFICERS AND THEIR DUTIES

- 7.01 Enumeration of Officers. The officers of this Association shall be a President, Vice-President, Secretary, and Treasurer, and such other officers as the Board may from time to time by resolution create. Officers shall at all times be a member of the Board of Directors.
- 7.02 Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following the Annual Meeting of the members. The duties of presiding officer will be assumed by the senior officer in order of: President, Vice-President, Secretary and Treasurer. Should all elected offices be vacated the newly constituted Board will appoint a presiding officer, until such time as new officers are elected.
- 7.03 Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve.
- 7.04 Special Appointments. The Board may appoint officers to special assignments as the affairs of the Association may require, each of whom shall have such authority, and perform such duties as the Board may from time to time determine.
- 7.05 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. 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 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.

- 7.06 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 being replaced.
- 7.07 Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special officers pursuant to 7.4 of these Articles.
- 7.08 Duties. The duties of the officers are as follows:
- A. President. The President shall preside at all meetings of the Board of Directors and shall see that the orders and resolutions of the Board are carried out.
 - B. Vice-President. The Vice-President shall act in the place and stead of the President in the event of absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
 - C. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing members of the Association together with addresses; and to ensure the Documents Review committee provides proper security over original governing documents and their current electronic copies as well as archival hard copies for the Association; and shall perform such other duties as required by the Board.
 - D. Treasurer. The Treasurer shall monitor the receipt and management of all monies of the Association and shall monitor the disbursement of funds as directed by resolution of the Board of Directors; shall ensure the keeping of proper books of account; cause an annual financial audit with full disclosure of all Association financial affairs to be prepared by a Certified Public Accountant at the completion of each fiscal year.

Said Audit Report shall be completed within six (6) months of the end of the fiscal year, and made available to the membership on the Resort website at <https://engage.goenumerate.com/s/goldenvistaresort/dyndocuments.php?group=118743> no later than thirty (30) days following completion of said audit: and shall prepare an annual budget and a statement of annual budget and a statement of income and expenditures for the Board. Present the approved budget to the membership at the first regular Board meeting after its adoption and on the Resort website at <http://www.gvrv.us/>.

The treasurer shall instruct the Election Committee an Annual Ballot concerning excess membership income. The Ballot information shall include the following: Vote to approve Tax Election under Federal

Revenue Ruling 70-604 for the current Fiscal Year.

The Board recommends a “yes” vote.

Yes..... No.....

A yes vote is to approve the election of Revenue Ruling 70-604 so that any excess of membership income over membership expenses will not be considered taxable income by the IRS for the current fiscal year.

PART 8 **COMMITTEES**

- 8.01 Committees. The Board of Directors shall establish and appoint standing and ad hoc committees as deemed necessary in carrying out its duties.
- 8.02 Liaison Officers. A board member shall serve as a Committee Liaison; however, no director shall serve as a member of any committee, except:
1. on the Architectural Review Committee (ARC) 8.03 A as required by Arizona statute (ARS § 33-187) and
 2. on the Budget Committee as required in Bylaw 8.03 D.

Liaison Job Description. The Board Appointed Liaison Officer is responsible for facilitating communication and collaboration between the Board of Directors and the committee assigned. They serve as a bridge, connection and coordinating efforts to ensure smooth and efficient decision-making.

Liaison Responsibilities.

1. Know and understand their committee objectives, processes, and concerns. The Liaison is a member of the committee with voice but without vote. Support the leadership of the committee chair and encourage member participation in meetings, workshops, brainstorming sessions, and problem solving.
2. Facilitate communication between the Board of Directors and the committee assigned. Let the committee know and understand the needs of the Board of Directors, including timeline for completion of desired tasks. Inform the Board of issues or information that the committee feels that the Board needs to know and understand.
3. Foster an understanding that committee functions and tasks need to be completed within the framework of community needs, cost effectiveness and the Golden Vista Master Plan.

4. Attend and participate in committee meetings and workshops. Ensure that stakeholder needs are considered in committee decisions. Stakeholders may be, but not limited to, Golden Vista groups and clubs, residents, other committees, other liaisons and Golden Vista Management.

8.03 The minimum committees are as follows:

- A. Architectural Review Committee (ARC). A committee shall be established by the Board of Directors to develop Architectural Guidelines for Board's approval with the intent to assist members to achieve the level of individual Lot design and keep current with requirements of related applicable governmental regulations. Oversee, certify compliance and report failure of member compliance with established Guidelines. Recommend modifications to the Design Guidelines, as appropriate. The Architectural Review Committee shall include at least one board member who shall serve as chairperson of the committee. (ARS § 33-1817)
- B. Election Committee. A committee shall be established by the Board of Directors to provide all of the services, material and facilities necessary to conduct an election or approval vote on behalf of the Board for the Association in accordance with the Governing Document's procedures. This committee shall consist of five (5) members. The members of this committee shall be members of the Association who are not members of the Board of Directors or candidates. Duties include, but are limited to, preparing ballots, forms, conducting elections and certifying the results to the Board, developing procedures for recounts or other challenges, storing ballots in a secure area until their disposal is directed by the Board. Spouses/companions of candidates may serve on the committee, but shall not be involved in ballot counting.
- C. Nomination Committee. A committee shall be established by the Board of Directors to present nominations to the membership for persons to be elected to the Board of Directors of the Association. This committee shall consist of five (5) members of the Association who are not members of the Board of Directors or candidates. To be eligible for the Board of Directors, all candidates must be in good standing as defined as follows: (1) no liens against their Lot(s), (2) current dues paid in full and (3) no legal actions pending between the Association and the candidate. This Committee shall prepare and distribute to the membership, prior to the election, the names of the nominees, in good standing, together with a brief biographical sketch of each nominee. No more than one (1) owner of a Lot(s) may serve on the Board at the same time.
- D. Budget Committee. A committee shall be established by the Board of Directors to prepare a proposed budget for each fiscal year. The committee shall consist of not more than 7 (seven) members. The committee shall be chaired by the current Association treasurer and will include 1 or 2 other

Board Members, 3 or 4 Association members, and the Resort Manager as a non-voting advisor. The Budget Committee will meet to prepare a proposed operating budget for presentation to the Members at the Annual Membership meeting. (as required by Para. 6.7 of the CC&Rs).

The Budget Committee Chairperson will request individuals, clubs and activity groups to submit requests to the Budget Committee for project funding for the ensuing fiscal year by January 15th but no later than January 31st. These requests will be reviewed by the Budget Committee to determine if they involve funds from the Operating Budget or from the Reserve Account. Requests other than those that may be funded by Reserve Account will be considered by the Budget Committee in the development of the annual operating budget. Requests that may be funded by the Reserve Account will be referred to the Planning and Development Committee. (The Board established the Planning and Development Committee to review all requests for reserve funds and prioritize projects). A prioritized list of proposed projects funded by reserve accounts must be submitted to the Budget Committee no later than March 1st.

Following the Annual meeting, the Budget Committee may revise the proposed operating budget as required by new information. The committee will prepare project lists for the Reserve Account, based on prior requests from the Board, input from the Manager and from the Planning and Development Committee.

No later than the last meeting in March, the Budget Committee will present to the Board, for their review and approval, a final Proposed Operating Budget for the ensuing fiscal year, along with the list of proposed Reserve Fund Projects and a recommended amount (either a percentage of the Annual Assessment or a fixed dollar amount), to be contributed to the Reserve Accounts. Also included should be supporting information to assist the Board in setting the Regular Annual Assessment (as required in Para. 9.3 of the CC&Rs).

PART 9

BOOKS, RECORDS AND DOCUMENTS

- 9.01 Books, Records and Documents. The Governing Documents are the laws and regulations of Golden Vista RV Resort Association, Inc., and will be published and available to member/owners on the Golden Vista Resort website. <https://engage.goenumerate.com/s/goldenvistaresort/dyndocuments.php?group=118740>

Other proprietary username and password protected books, records and documents will be published and available on the Golden Vista RV Resort website <http://www.gvrv.us/> and accessible only to approved member/owners.

One hard copy or thumb drive of the current Governing Documents shall be provided to a new purchaser at the time property in the Resort is purchased.

Additional hard copies, CD or thumb drive copies may be requested and paid for at the front office.

With the exception of personnel records, confidential information and materials pertaining to legal matters/actions, the books, records, papers and Documents of the Association shall at all times, during reasonable business hours, be subject to inspection by any member /owner.

A request to review, make and pay for copies of any Association books or records (not published and available to enrolled member/owners on the website) by a member/owner must be in writing, and submitted to the Resort Manager at least ten (10) working days in advance and meet the following criteria:

- A. The Request must be made in good faith.
- B. The purpose for the request must be described in detail.
- C. The records requested must relate or be connected to the purpose described.
- D. The purpose for the request must not involve matters covered in Bylaw 5.05 Executive Sessions, or exceptions in the previous paragraph.

The Resort Manager shall make the determination if the purpose for the request falls with allowable parameters or request a legal determination and/or review by the Board of Directors.

The following Documents

1. The Declaration,
2. Articles of Incorporation,
3. By-laws of the Association,
4. Design Guidelines,
5. Rules and Regulations

will be permanently maintained together with copies of all amendments in

- (a) the Resort office,
- (b) the Document Committee's locked file cabinet and
- (c) digital form backed up on an offsite server designated by the Board of Directors.

9.02 Agreement To Comply With These Governing Documents

The Governing Documents herein are the laws and regulations of the Golden Vista RV Resort Association, Inc. In compliance with AZ statute 33-1806, the purchaser(s) must acknowledge in writing the following statement:

"I hereby acknowledge that the Declaration, By-Laws and Rules of the Association constitute a contract between the Association and me (the purchaser). By signing this statement, I acknowledge that I have read and understand the Association's contract with me (the purchaser). I also understand that as a matter of Arizona law, if I fail to pay my association assessments, Golden Vista RV Resort Association, Inc. may foreclose on my property".

PART 10
AMENDMENTS

- 10.01 Passage of Amendments. These By-Laws may be amended at a regular or special meeting of the Board.
- 10.02 Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.
- 10.03 Amendments by Petition. A group of twenty-five (25) percent or more of the voting membership in good standing may Petition (see By-Laws 10.4 for definition of a Petition) the Board of Directors to amend any provision(s) of the governing document(s). Petitions must be submitted at least 60 days prior to the Annual Meeting. The Board will acknowledge receipt of the petition at its next meeting, and within 15 (fifteen) days determine the validity of the count, appoint an Ad-Hoc committee chaired by the Documents Committee chairperson. The Committee shall be made up of 2 petition signers, 1 member at large, 2 Board members and 1 member of the Documents Committee, other than the chairman. The purpose of this committee is to review the petition for its effect on such document(s), make pertinent comments and forward an Amendment(s) of such governing document(s) to the Board of Directors for Action. The Board, if it deems the Amendment(s) proper and beneficial to the membership, and only involve the three (3) subordinate governing documents, may approve the Amendment(s) without further action, or if the Board takes exception to all or any part of the revision(s), it may attach its comments and refer the issue to the Membership at the next General Election, as a single package. Passage of such an Amendment (s) will be by a simple majority of those responding. However, if the Amendment(s) involve the Articles of Incorporation and/or The Declaration of Covenants, Conditions and Restrictions, they must, in their entirety, be referred to the Membership with or without Board comments, at the next General Election. Passage of such Amendment(s) shall be by sixty (60) percent of a quorum vote cast by the Association Members.
- 10.04 Petitions. All petitions should include a statement explaining the reason for the petition. It must be signed by the presenter(s). A copy of any petition that concerns a change to any Golden Vista document will be shown to the document committee to determine which documents would be involved and to determine if it would cause a conflict with Arizona statutes. Petitions to amend should follow the format below.

PETITION TO AMEND
ANY GOLDEN VISTA DOCUMENT

A separate petition is required for each intended Amendment.

Members entitled to sign a petition: *“The record Owner of a Lot shall be entitled to one membership in the Association and shall be entitled to one (1) vote for each Lot Owned. In the event a Lot is owned by two or more persons, the membership as to each such Lot shall be joint.” (CCR’s 6.4) Therefore, only one (1) person per lot may sign this petition.*

By signing below, I, a lot owner in the Association, hereby indicate that I fully understand the purpose of this petition and how it will affect the governing document it is intended to amend.

Document and numbered paragraph to be amended.

Briefly stated, what is the **PURPOSE** of this proposed Amendment?

Proposed amendment. State specifically how it is to appear in the amended document.

Name (print)	Lot #	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

PART 11

MISCELLANEOUS

- 11.01 Miscellaneous. The fiscal year of the Association shall begin on the first day of July, and end on the last day of June.
- 11.02 Recall of a Director(s) (ARS 33-1813). Definition: For the purpose of clarification, Arizona Revised Statutes 33-1813, Para. a; The Declarant is the Association and all Board members, whether elected or appointed by the Board, are equally subject to the same recall status.
- A. A petition (Annex A) signed by 10% (108) or more members, in good standing, presented to the Board of Directors will cause a Special Meeting to be scheduled within thirty (30) days of such receipt and the dispatch of a Notice of Recall Meeting letter (Annex B).
 - B. The Board of Directors shall post notice of a proposed recall action on the official Resort website at <http://www.gvr.v.us/> and will cause Recall Ballots to be provided to all members of the Association via eMail at the address provided by the member or via the USPS at their listed home of record (if not currently in the Resort) (Annex C). If currently in the Resort, they may be hand distributed or mailed to their in-Resort address.
 - C. At the Membership Meeting, the presence of the number of validated Owners ballots to whom at least 20% (215) votes are allocated, is sufficient for a quorum. If a quorum is present by person and or ballots, a simple majority is sufficient to carry the issue.
 - D. If a Recall Petition is submitted to the Board and the vote at the Membership meeting is unsuccessful to remove the Director(s), that Director(s) is/are safe from another Recall Petition during the rest of that term.
 - E. Records of a petition and meeting minutes must be kept for one (1) year by the Association. If there is litigation over the recall process, the loser will be obligated to pay the winner's reasonable attorneys fees and costs.

**RECALL PETITION
Golden Vista RV Resort Association Inc.**

Date _____

By signing below, I, a unit owner in the Association, hereby indicate my desire to hold a membership meeting for the purpose of voting on removing the following Director(s) from office:

Name _____ Name _____
Name _____ Name _____

Name (Print) Lot # Signature

**NOTICE OF RECALL MEETING
Golden Vista RV Resort Association Inc**

Date_____

On _____ (date), a petition signed by the required number of owners was submitted to hold a Special membership meeting for the purpose of voting on the removal of the following Director(s):

Name_____

Name_____

Name_____

Name_____

As a result, and as required by law, a vote on the removal question must be held within thirty (30) days of the submission of the petition. Therefore, a special membership meeting has been called for _____ (date). On that date, a Special membership meeting will be held, but the vote for removal must, pursuant to Arizona law, be conducted by absentee/mail ballot. Therefore, enclosed for your use is a ballot that must be returned by 4 PM on the date stated on the BALLOT to the address on the enclosed envelope.

RECALL BALLOT
Golden Vista RV Resort Association Inc.

A Special membership meeting has been called to consider the recall of the listed Board Director(s). Please indicate below your approval or disapproval for recall of each named Director.

	Approve Removal	Disapprove Removal
Name _____	_____	_____
Name _____	_____	_____
Name _____	_____	_____
Name _____	_____	_____

Once you have completed your ballot, return it to the Association in the pre-addressed and stamped envelope. Ballot must be received at the Association office by 4 PM on _____ in order to be counted. On the back of the envelope marked "BALLOT", put your Lot number(s), Name and address and your signature (a must).

NOTE: Only one (1) ballot per lot, multiple Lot Owners will be furnished one (1) ballot per lot for each recorded lot owned.