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Requested By: Debbie Cunningham  
Christina Rhodes - Recorder  
Cochise County, AZ  
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**Amended and Restated**

**Amendment to the Bylaws for**

**Chula Vista Estates HOA**

**Cochise County, Arizona**

**This document is being recorded to enter into public record the  
Chula Vista Homeowners Association Bylaws and for the purpose  
Of adding a new Article 11, Section 2.14 which is added to the Bylaws.**

**BY-LAWS  
OF  
CHULA VISTA HOMEOWNERS ASSOCIATION**

**ARTICLE I  
MEMBERS**

1.1 Eligibility. The members of the Chula Vista Homeowners Association, an Arizona non-profit corporation (hereinafter referred to as the "Association"), shall consist of those persons described as Members in the Articles of Incorporation and the Declaration of Covenants, Conditions and Restrictions for Chula Vista, which is recorded on January 7, 2000, at Document 00100569 in the official records of Cochise County, Arizona, (hereinafter referred to as the "Declaration"). As provided therein, all Members will be Class A Members except that the Declarant described in the Declaration shall be a Class B Member while it has four (4) votes per Parcel.

1.2 Succession. The membership of each Member shall terminate when he/she ceases to be an Owner of a Parcel (as defined in the Declaration) covered by the Declaration; and upon the sale, transfer or other disposition of his/her ownership interests in the Parcel, his/her membership in the Association shall automatically be transferred to the new Owner succeeding to such ownership interests as described in the Declaration and the Articles of Incorporation.

1.3 Meetings. Meetings of Members shall be held at such place in Cochise County, Arizona, as may be specified in the notice of the meeting. Annual meetings of the Members shall be held in April of each year, beginning in April of 2000, at such time and place as may be determined by the Board of Directors or at such other time as may be determined by the Board of Directors or by a majority vote of Members voting at any meeting of the Members. Special meetings of the Members may be called by the President or by a majority of the Directors or by Members having at least one-fourth (1/4) of the Class A votes entitled to be cast at such meeting. The notice of any special meeting shall state the time and place of such meeting and the purposes thereto. No business shall be transacted at a special meeting, except as stated in the notice, unless by consent of two-thirds (2/3) of the Members present, either in person or by proxy.

1.4 Notices. It shall be the duty of the Secretary to deliver or mail a notice of each annual or special meeting of the Members, stating the purpose thereof as well as the time and place where it is to be held, to each Member at this address as it

appears on the records of this Association, or if no such address appears, at the address of his/her Parcel, ~~at least ten (10) days~~ prior to such meeting. Notice of a special meeting to approve a special assessment or an increase in the annual assessment shall be made as provided in Article III, Section 3.5, of the Declaration.

1.5 Voting. Members shall have voting rights as provided in the Articles of Incorporation. Voting may be in person or by proxy.

1.6 Quorum. Except as provided in the Declaration, a quorum of Members for any meeting shall be constituted by Members represented in person or by proxy and holding forty percent (40%) of the votes entitled to be cast at such meeting.

1.7 Adjournments. If any meetings of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

## ARTICLE II BOARD OF DIRECTORS

2.1 Number--Staggered Terms. Initially, the Board of Directors of the Association (the "Board") shall consist of three (3) Directors. When the Declarant is no longer a Class B member, the Board shall thereafter consist of five (5) Directors. The Directors named in the Articles of Incorporation of the Association, and their replacements, shall hold office until their successors shall be elected and qualified at the first annual meeting of Members. At the first annual meeting of Members which occurs after the Class B ceases to exist, three (3) Directors shall be elected to serve a term of one (1) year and two (2) Directors shall be elected to serve a term of two (2) years. Thereafter, all Directors shall be elected to serve a term of two (2) years. Thereafter, all Directors shall be elected for a term of two years so that one year three will be elected and the next year two will be elected. Each Director shall serve until his/her successor shall be elected and qualified. Notwithstanding the foregoing, at any time during the period when the Declarant is a Class B member, the number of Directors may be increased to no more than five by a resolution approved by a majority of the Board. As long as the Declarant is a Class B member, Directors shall be elected to serve for one year terms, or until their successors have been elected and qualified.

2.2 Election. Directors shall be elected by the Members at the annual membership meetings.

2.3 Vacancies. Any vacancy occurring in the Board may be filled by a majority vote of the remaining Board Members.

2.4 Annual Meetings. The first meeting of a newly elected Board shall be held immediately following the annual meeting of Members, if practicable, and in any event within ten (10) days of election, at such place as shall be fixed at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, provided a majority of the whole Board shall be present.

2.5 Regular Meetings. Regular meetings of the Board may be held at such place and times as shall be determined from time to time by a majority of the Directors but at least one meeting shall be held during each fiscal quarter. Notice of regular meetings of the Board shall be given to each Director personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

2.6 Special Meetings. Special meetings of the Board may be called by the President on three (3) days' notice to each Director given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose for the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of any two Directors.

2.7 Waiver of Notice. Before, at or after any meeting of the Board any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

2.8 Quorum. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. If, at any meeting of the Board, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

2.9 Action Without Meeting. The Board of Directors may, acting by unanimous written consent, take any action which could have been taken at a regular or special meeting of the Board.

2.10 Removal. Any Director may be removed from office by two-thirds vote of the Members present at a meeting of the Members in person or by proxy at a meeting duly noticed for such purpose.

2.11 Compensation. Directors shall receive no compensation for their services unless expressly provided for in resolutions duly adopted by the Members.

2.12 Powers and Duties. The Board shall have the following powers and duties:

a. To elect and remove the officers of the Association as hereinafter provided;

b. To administer the affairs of the Association and any property of the Association to the extent permitted by applicable law;

c. To engage the services of a manager or managing agent who shall manage and operate the affairs and property, if any, of the Association and carry out the duties of the Association upon such terms and for such compensation and with such authority as the Board may approve;

d. To formulate policies and promulgate rules and regulations for that administration, management and operation;

e. To provide for the operation, maintenance, repair and replacement of the common easements and other areas to be maintained by the Association as provided in the Declaration, and payments therefor, and to approve payment vouchers or to delegate such approval to the officers or the manager or managing agent;

f. To provide for the designation, hiring and removal of employees and other personnel, including accountants and attorneys and to engage or contract for the services of others, and to make purchases for the maintenance, repair, replacement, administration, management and operation of any property of the Association and areas to be maintained by the Association, and to delegate any such powers to the manager or managing agent (and any such employees or other personnel who may be the employees of a managing agent);

g. To appoint committees of the Board and to delegate to such committees the Board's authority to carry out certain duties of the Board;

h. To prepare and adopt the annual budget, and to provide the manner of assessing and collecting from the Members their respective shares of such estimated expenses, as hereinafter provided;

i. To exercise all of the rights, powers and duties granted to it by the Declaration and the Articles;

j. To procure and maintain adequate property, liability and other insurance as required by the Declaration; and

k. Unless otherwise provided herein or in the Declaration, to comply with the instructions of a majority vote of the Members as expressed in a resolution duly adopted at any annual or special meeting of the Members.

2.13 Non-Delegation. Nothing in this Article II or elsewhere in these By-laws shall be construed to grant to the Board or to the officers of the Association any powers or duties which, by law or by the Declaration, have been delegated to the Members.

### ARTICLE III OFFICERS

3.1 Designation. At each annual meeting of the Board, the Board shall elect the following officers of the Association:

a. A President who shall preside over the meetings of the Board and of the Members and who shall be the chief executive officer of the Association;

b. A Vice President who shall in the absence or disability of the President perform the duties and exercise the powers of the President;

c. A Secretary who shall keep the minutes of all meetings of the Board and of the Members and who shall in general perform all the duties incident to the office of Secretary;

d. A Treasurer who shall be responsible for financial records and books of account and the manner in which such records and books are kept and reported; and

e. Such additional officers as the Board shall see fit to elect.

3.2 Powers. The respective officers shall have the general powers usually vested in such officers; provided that the Board may delegate any specific powers to any other officer or impose such limitations or restrictions upon the powers of any officer as the Board may see fit.

3.3 Term. Except as provided in Section 3.4, each officer shall hold office for the term of one (1) year or until his/her successor shall have been elected and qualified.

3.4 Vacancies. Vacancies in any office shall be filled by the Board at regular or special meetings thereof. Any officer may be removed at any time by the Board at a regular or special meeting thereof.

3.5 Compensation. The officers shall receive no compensation for their services, unless expressly provided for in a resolution duly adopted by the Board.

3.6 Bonding. The Board may require in its sole discretion that officers, directors, managers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

#### **ARTICLE IV ASSESSMENTS**

4.1 Annual Budget. The Board shall cause to be prepared an estimated annual budget for each fiscal year of the Association. Such budget shall take into account the estimated common expenses and cash requirements for the year, including salaries, wages, payroll taxes, legal and accounting fees, supplies, materials, parts, services, maintenance, repairs, replacements, landscaping, insurance, fuel, power and all other common expenses. The annual budget shall provide for a reserve for contingencies for the year and a reserve for replacements in future years in reasonable amounts as determined by the Board. To the extent that the assessments and other cash income collected from the Members during the preceding year shall be more or less than the expenditures for such preceding year the surplus or deficit as the case may be shall also be taken into account.

4.2 Assessments. Subject to the limitations of the Declaration, the estimated annual budget and the annual assessment for each fiscal year shall be approved by the Board, and copies thereof shall be furnished by the Board to each Member not later than thirty (30) days prior to the beginning of such year. Annual assessments shall be paid in two (2) equal semi-annual installments due on such dates as the Board of Directors shall determine. In the event that the Board shall not approve an estimated annual budget or shall fail to determine new assessments for any year or shall be delayed in doing so, each Member shall continue to pay during that assessment period the amount of his/her respective assessment as last determined. No Member shall be relieved of his/her obligation to pay his/her assessments for common expenses by abandoning or not using his/her Parcel.

4.3 Annual Report. Within ninety (90) days after the end of each fiscal year or as soon thereafter as shall be practicable, the Board shall have prepared an Annual Report for such year so ended showing the receipts and expenditures and such other information as the Board may deem desirable. Said Annual Report shall be made available to each Member upon request.

4.4 Supplemental Budget. In the event that during the course of any year it shall appear to the Board that the monthly assessments determined in accordance with the estimated annual budget for such year are insufficient or inadequate to cover the estimated common expenses for the remainder of such year, then the Board shall prepare and approve a supplemental budget covering the estimated deficiency for the remainder of such year, copies of which supplemental budget shall be furnished to each Member and thereupon a supplemental assessment shall be made to each Member for his/her proportionate share of such supplemental budget, however, the Board may not increase the annual assessments in excess of the maximum annual assessments except as provided in the Declaration.

4.5 Special Assessments. Special assessments, including any expenditures for capital improvements shall be limited as provided in the Declaration.

4.6 Lien. Every Member shall be personally liable to pay his/her assessment in accordance with the Declaration. As provided therein, each assessment and any other monies due the Association shall be secured by a lien against the Member's Parcel and improvements thereon. The Association and the Board shall have the authority to exercise and enforce any and all rights and remedies as provided for in the Declaration or these By-laws or otherwise available at law or in equity for the collection of all unpaid assessments.

4.7 Records and Statement of Account. The Board shall cause to be kept detailed and accurate records in chronological order of all receipts and expenditures. Payment vouchers may be approved in such manner as the Board may determine. The Board shall, upon receipt of ten (10) days notice to it or the Association and upon payment of a reasonable fee, furnish any Member a statement of his/her account setting forth the amount of any unpaid assessment or other charges due and owing from such Member.



**ARTICLE V  
INTERPRETATION**

The provisions of the Declaration are hereby incorporated herein by reference as if fully and completely set forth herein. In the case of any conflict between the Articles and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

**ARTICLE VI  
CORPORATE SEAL**

The Board may provide a suitable corporate seal containing the name of this Association, which seal shall be in charge of the Secretary. If so directed by the Board, a duplicate of the seal may be kept and used by the Treasurer or any Assistant Secretary or Assistant Treasurer. The seal shall not be required for any purpose in connection with the corporate documents or acts, unless required by law.

**ARTICLE VII  
FISCAL MANAGEMENT**

7.1 Fiscal Year. The fiscal year of this Association shall be the calendar year and shall begin on the first day of January of every year, except that the first fiscal year of this Association shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board should corporate practice subsequently dictate.

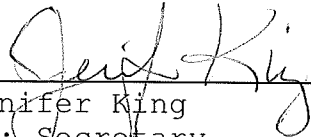
7.2 Books of Account. Books of account of this Association shall be kept under the direction of the Treasurer on a consistent basis in accordance with good accounting practices. The books and records of the Association shall be available for inspection by any Member during reasonable business hours. The Project Documents shall be available for inspection by any Member during reasonable business hours at the principal office of the Association, where copies may be purchased at reasonable cost.

7.3 Contracts. Unless otherwise provided by the Board, all contracts shall be executed on behalf of the Association by either the President or Vice President and countersigned by any of the following officers: Secretary, Treasurer, Assistant Secretary of Assistant Treasurer.

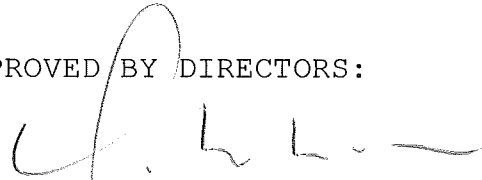
**ARTICLE VIII  
AMENDMENTS**


These By-laws may be amended from time to time by the Board or at a regular or special meeting of the Members, by the affirmative vote of a majority of a quorum of Members present in person or by proxy. Amendments may be proposed by the Board or by petition signed by at least one-quarter of the Members. Notwithstanding the foregoing, the Declarant alone (without a vote of the Board or the Members) may amend these By-laws in order to conform these By-laws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Declarant.

ADOPTED by the Board of Directors this 25 day of January, 2000.

By:   
Jennifer King  
Its: Secretary

APPROVED BY DIRECTORS:

  
Donald Martin

  
Matt Martin

  
Scott Martin

**AMENDMENT TO BYLAWS OF THE CHULA VISTA  
HOMEOWNERS ASSOCIATION DATED APRIL 11<sup>th</sup>, 2016  
RELATING TO QUALIFICATIONS OF DIRECTORS**

**WHEREAS**, Article VIII of the bylaws provides that the Board of Directors may amend the bylaws from time to time; and

**WHEREAS**, circumstances have arisen that indicate to the Board that the best interests of the Association are served by establishing qualifications of directors; and:

**WHEREAS**, having duly deliberated on and investigated the merits of establishing qualifications of directors, the Board adopted the following Amendment to the Bylaws of the Association:

Capitalized terms used in this Amendment shall have the meanings as defined in the Community Documents.

A new Article II, Section 2.14 is added to the Bylaws as follows:

2.14 Qualifications of Directors. Directors must be record Owners. Directors must be in good standing. Candidates to serve on the Board must be in good standing. A director who loses good standing status is automatically removed from the Board by operation of these bylaws. Good standing means not delinquent in the payment of any assessments, late fees or fines, not in litigation with the

Association or no open violations that have not been cured for thirty (30) days after due notice.

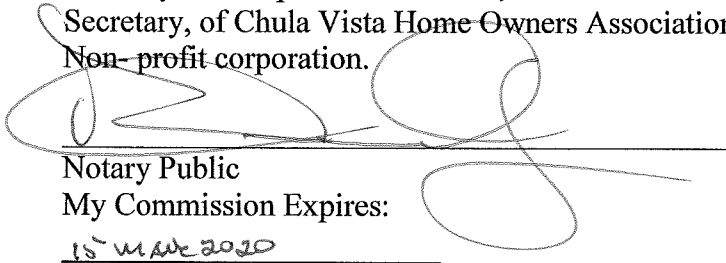
**THIS AMENDMENT TO BYLAWS OF THE CHULA VISTA HOMEOWNERS ASSOCIATION RELATING TO QUALIFICATIONS OF DIRECTORS** was approved by a majority vote of the Board on this 11<sup>th</sup> day of APRIL 2016.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

STATE OF ARIZONA)  
)ss  
County of COCHISE)

The foregoing instrument was acknowledged before me this 11 day of April, 2016, by Christopher Zimmerman, the President and Deborah Cunningham, the Secretary, of Chula Vista Home Owners Association, Inc., an Arizona Non-profit corporation.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:  
15 MAR 2020

