

# APACHE VILLA HOME OWNERS ASSOCIATION, INC. BY-LAWS

## ARTICLE I NAME

**The name** of the Corporation is Apache Villa Home Owners Association, Inc., here after referred to as the “Association” or “Corporation.” The principal office and place of business of the Corporation shall be at 1235 South Ocotillo Drive, Apache Junction, Arizona 85120-6191.

## ARTICLE II DEFINITIONS

### SECTION 1.

**“Association”** shall mean and refer to Apache Villa Home Owners Association, Inc., (AVHOA) an Arizona nonprofit corporation, its successors and assigns.

### SECTION 2.

**An improved lot** shall mean any parcel of real property designated as a lot in Apache Villa Subdivision situated in Section 30, Township One (1) North, Range Eight (8) East of the G&SR B&M. A lot shall be deemed “improved” when a single-family residence has been completely constructed thereon and ready for occupancy.

### SECTION 3.

**“Owner(s)”** shall mean and refer to the recorded owner; whether one or more persons or entities of equitable or beneficial title (or legal title if same has merged) of any lot. “Owner(s)” shall include the purchaser of a lot under an executory contract for the sale of real property. The foregoing does not include persons or entities who hold an interest in any lot merely as security for the performance of an obligation. Except as stated otherwise herein, “Owner(s)” shall not include a lessee or tenant.

### SECTION 4.

- (A) **“Apache Villa Home Owners Association Members”** shall mean and refer to those persons who are owners as described in SECTION 3. of this ARTICLE II, who live within the boundaries and are governed by the CC&Rs of Apache Villa Subdivision. Unless they become dues paying members, they shall have voting rights only on issues pertaining to CC&Rs which affect all properties except the Association common grounds.
- (B) **“Dues Paying Member”** shall mean and refer to those persons who are owners as described in SECTION 3. of this ARTICLE II, and who have paid in full the current membership dues and been issued a membership key card by the Association Treasurer as described in ARTICLE VII, SECTION 6(D), provided, however, that any member

whose membership in the Association has been terminated for any reason whatsoever shall forfeit all interest in any funds or property of the Association, and any and all rights to the use of the Association name and property. The payment of annual dues is a condition for the continuation of dues paying membership.

SECTION 5.

**“Properties”** shall mean and refer to such real property as is brought within the jurisdiction of the Association.

**ARTICLE III  
CORPORATE SEAL**

**The Corporate Seal** shall be circular in form with the name of the Corporation and the State of Incorporation and the year thereof inscribed thereon.

**ARTICLE IV  
VOTING RIGHTS**

SECTION 1.

**Owner** of any lot in described area known as Apache Villa Subdivision will be allowed to register and obtain one ballot for said lot or address.

SECTION 2.

**One vote** per lot applies, regardless of the number of owners of said lot and only one vote per owner regardless of the number of lots owned.

SECTION 3.

**Only one vote** per current dues paying membership will be allowed where a dues paying member may have multiple ownership of said lots in Apache Villa Subdivision.

SECTION 4.

**When ballot voting, all Apache Villa Home Owners Association** members (see ARTICLE II, SECTION 4.) must register to obtain a ballot. An absentee ballot will be made available upon request to the Apache Villa Home Owners Association Secretary. Absentee ballots will be administered as follows:

(A) Requested in person, the Board Secretary or other Board member will hand the ballot to the requestor and have them sign a receipt. The receipt will be filed in the AVHOA

office. The requestor is no longer eligible to receive another ballot for that vote.

However, the requestor can surrender the absentee ballot if they wish to vote in person.

(B) Requested in writing, the written request will be filed by the Secretary or other Board member in the AVHOA office. The absentee ballot will be handed to the requestor or mailed to the requestor via certified mail “return receipt requested” along with a self-

addressed return envelope (addressed to the AVHOA) and an envelope that is marked “ABSENTEE BALLOT” with no other writing on it. The requestor will insert the completed ballot into the “ABSENTEE BALLOT” envelope, seal it, insert it into the self-addressed envelope, and then send it to the AVHOA via certified mail “return receipt requested.” The requestor is responsible for getting the absentee ballot back to the AVHOA office no less than one day before the vote.

- (C) The Apache Villa Home Owners Association Secretary must receive the completed ballot no later than one day prior to the election.
- (D) The absentee ballot will be opened at the time of the vote and placed with and counted with all other ballots that have been cast for that same purpose.

## SECTION 5.

### **Voting process is as follows:**

- ~~(A)~~ **Voting** may be by “show of hands,” “voice,” or ballot.
- (B) **Voting**, including election of Directors, shall be decided by a majority of the voting members unless otherwise indicated.
- (C) When electing Board members (by dues paying members only), the nominating committee of three (3) dues paying members which are new people every year, will function as the “ELECTION JUDGES” responsible for distributing the ballots to the eligible voters, collecting the completed ballots, placing them in one large container along with the absentee ballots, and mixing them before counting. The 1st and 2nd Vice Presidents are the “ELECTION SUPERVISORS” who supervise and may assist the “ELECTION JUDGES.”
- (D) The ballots will be counted and the totals recorded including write-ins for which all election ballots will provide space. Any ballot that has written comments or any other writing on it other than a name written in the write-in portion of the ballot, including absentee ballots, will be considered a spoiled ballot and will not be counted. Upon request by any member, the totals will be made available to them.
- (E) The Board of Directors President will announce the results.

## **ARTICLE V MEETINGS**

### SECTION 1.

**General meetings** of the Association members will be held on the first Saturday of the months of October through April at 8:30 A.M., at 1235 South Ocotillo Drive, Apache Junction, Arizona 85120-6191, unless otherwise scheduled by the Board of Directors.

### SECTION 2.

**Regular meetings** of the Board of Directors shall be held monthly, October through April on the Tuesday prior to the General Meeting of the Association at 8:30 A.M. at the principal office of the Association, 1235 S. Ocotillo Dr., Apache Junction, Arizona 85120-6191, unless otherwise scheduled and proper notice has been given. Off season and/or urgent Board decisions may be obtained via e-mail but a unanimous e-mail vote of all Board members is required to approve any action. Also, during the off season, the Board can meet via a conference call originating in Arizona, once proper notice is given.

SECTION 3.

**Annual meeting** of the Association members will be held on the first Saturday in February, at 8:30 A.M. At this meeting, a ballot vote for the election of the Board of Directors will be completed.

SECTION 4.

**The Organizational meeting** of the Board of Directors with the previous and new Directors in attendance shall be held on the Tuesday prior to the March General Meeting:

- (A) The first order of business shall be the election of new officers; the out-going Board members will have no vote in the election of the new officers. The newly elected officers will take office immediately.
- (B) The second order of business shall be the orientation of the new Board of Directors:
  - 1. Each officer will read out loud the duties described for that office as outlined in ARTICLE VII of the By-laws.
  - 2. The officers will equally divide the unofficial tasks that are not outlined in the officers' duties.
  - 3. Each officer will be designated as a contact person for specific functions and activities of the Association. The contact person's name with her/his list of functions and activities will be posted on the Association's clubhouse bulletin board for dues paying member-reference.

SECTION 5.

**Special meetings** of the Association members may be called at any time by:

- (A) The President
- (B) Written request of two (2) Directors, upon one (1) day notice to each Director and written notice posted on the Association's clubhouse bulletin board.
- (C) A dated written request of one-fourth (1/4) of current dues paying members of the Association stating the item to be considered at the special meeting. The meeting must be held within 30 days of the request.

SECTION 6.

**Quorum** at any Annual, General, or Special meeting of the dues paying members of the Association requires that a minimum of twenty (20) eligible voters be present at said meeting.

SECTION 7.

**Meeting notification** of each Annual, General, or Special meeting of all Association members shall be at least three (3) days prior thereto, and be posted on the bulletin board of the principal office of the Association and mailed, e-mailed, or personally delivered to the homes of each current member of Apache Villa Home Owners Association, or to dues paying members only, as appropriate, located within Apache Villa Subdivision.

SECTION 8.

**All meetings** of the Association shall be conducted in accordance with the Articles of Incorporation, By-laws, Open Meeting Law and accepted meeting practices.

## **ARTICLE VI DIRECTORS**

### **SECTION 1.**

**Director nominations** will be made as follows:

- (A) The President will establish annually in November, a new Nominating Committee comprised of three (3) people (including the chairperson). The Committee will develop a list of candidates and place their names in nomination at the January General Meeting.
- (B) Nominations will be accepted from the floor at the January General Meeting. Following this, nominations will be closed.

### **SECTION 2.**

**The elected or appointed Director(s):**

- (A) Must be the only Board member from a household.
- (B) Cannot be a Director for more than two elected consecutive two-year terms. Eligibility for reelection requires one or more year's absence.

### **SECTION 3.**

**Board member compensation:**

- (A) Board members are given compensation in the amount of the annual membership dues as approved by the general dues paying membership on February 5, 2005.
- (B) This compensation is applied after the Board member has been elected to the Board and elected as an Officer. Since the elected member will have paid their annual dues prior to being elected they will be compensated in the following years for the terms served.

### **SECTION 4.**

- (A) **The business and affairs** of the Association shall be managed and controlled by a Board of five (5) Directors in accordance with all Federal, State, County and local laws. Two Directors shall be elected at the Annual Meeting held in February of the even years and three Directors shall be elected at the Annual Meeting held in February of the odd years. Each Director shall hold office for a term of two (2) years, with the term beginning immediately as defined in ARTICLE V, SECTION 4 (A).
- (B) **Assistants.** Each director shall have the option of requesting volunteer assistants.
- (C) **A Summer Assistant to the Board** may be appointed, if deemed necessary. This individual will assist the Board during summer months in the event that there is no or only one Board member who is a full-time resident. This person will act only as an assistant and will perform duties as directed by the Board and will have no voting rights. The individual must be a full-time resident, a current dues paying member of the Association, and bonded.

### **SECTION 5.**

**A "Bingo Proceeds Coordinator"** shall be appointed by the Board of Directors of the Association at the annual Organizational Meeting for a term of 12 months to comply with the Arizona Bingo Laws (effective in 2000). Bonding is optional, depending on the amount of Bingo income.

### **SECTION 6.**

**A vacancy of a Director** shall be filled by the Board of Directors at any time. Said appointee shall fill the unexpired term.

#### SECTION 7.

**Any Director may:**

- (A) Be removed at any time by an affirmative vote of the majority of Association dues paying members who are eligible to vote at a Special Meeting called for that purpose.
- (B) Resign at any time giving a dated written notice to the Board of Directors. This resignation as an officer is also a resignation from the Board of Directors of the Association.

#### SECTION 8.

**In addition to any and all powers** conferred upon the Board by the Articles of Incorporation, the By-laws, and the Laws and Statutes of the State of Arizona, the Board shall have specifically, and not by way of limitation, the following authority and powers:

- (A) To prescribe rules and regulations for the use of any and all facilities owned or controlled by the Association, provide copies of the same to new members and post in locations accessible to all members.
- (B) To place before the dues paying membership for approval all proposed changes to the Rules and Regulations.
- (C) To suspend or expel dues paying members for violation of any of the Rules and Regulations as set forth in the document available in the Association office, but no dues paying member may be expelled or suspended without first having the opportunity to appear in person before the Board.
- (D) No expelled dues paying member, or one under suspension, shall under any circumstances be permitted to vote or use any facilities owned or controlled by the Association on their own or as a guest of any member.

#### SECTION 9.

**Three (3) Directors shall constitute a Quorum** and be required for the adoption of any resolution when Directors are meeting in person or on a conference call.

### **ARTICLE VII OFFICERS**

#### SECTION 1.

**The officers of the Association** shall be President, First Vice President, Second Vice President, Secretary, and Treasurer. All officers shall be members of the Board of Directors.

#### SECTION 2.

**The President** shall:

- (A) Preside at the meetings of the Association and the Board of Directors, enforce all rules and regulations of the Association, and have general control and supervision of the Association and its management in implementing the resolutions of the Board of Directors.
- (B) Call a special meeting of the Association or the Board of Directors if deemed necessary.
- (C) Cast the tie-breaking vote on all matters in case of a tie vote.
- (D) Establish committees as appropriate in conjunction with the Second Vice President.

- (E) Prepare and maintain a “President Procedures Manual” and pass it on to the next President.

### SECTION 3.

#### **The First Vice President** shall:

- (A) Have all the powers of the President in the President’s absence or inability to act. If the office of the President becomes vacant, the First Vice President shall fill the un-expired term of the President.
- (B) Be responsible for maintaining current CC&Rs, By-laws, and Rules and Regulations at the Association office; providing copies of the By-laws and Rules and Regulations to all new members and posting them in locations accessible to the membership.
- ~~(C)~~ Be responsible for the use, operation, maintenance and cleaning of the clubhouse facilities including the swimming pool and swimming pool area.
- (D) Be responsible for the purchase and inventory control of furniture, materials and equipment and for making the inventory available to the Treasurer for depreciation scheduling and tax reporting.
- (E) Be responsible for enforcing the HOA storage procedures.
- (F) Prepare and maintain a “First Vice President Procedures Manual” and pass it on to the next First Vice President.

### SECTION 4.

#### **The Second Vice President** shall:

- (A) In the absence of the President and the First Vice President, assume the office of President. The Second Vice President also shall fill vacant offices of the First Vice President, Secretary, or Treasurer until the Board appoints a replacement. As directed by the President, the Second Vice President shall perform the duties of the above officers in event of an extended absence.
- (B) In conjunction with the President, schedule in March, all Association activities for the October through April period, contract entertainment as necessary, and appoint committee chairpersons to oversee the activities. The chairpersons will staff their committees, up to a maximum of six (6) persons (including the chairperson), when and as appropriate. The list of activities and activity chairpersons will be published and made available to the membership.
- (C) Appoint in March, the standing committee chairpersons to oversee shuffle board, jam sessions, billiards, etc., for the next 12 months.
- (D) Prepare and maintain a “Second Vice President Procedures Manual” and pass it on to the next Second Vice President.

### SECTION 5.

#### **The Secretary** shall:

- (A) Keep minutes of all Board of Director meetings, General Meetings, Annual Meetings or Special Meetings. The Secretary shall post notices of all meetings on the Apache Villa clubhouse bulletin board and in the clubhouse. All Apache Villa Home Owners Association minutes shall be kept and maintained at the Association office.
- (B) Carry on Board approved correspondence, keep all non-financial records, maintain membership rosters, and be supervisor of the clubhouse bulletin board, including posting of officially endorsed notices by an officer or committee chairperson.
- (C) Oversee news letter publishing and all electronic communications.

- (D) Prepare and maintain a “Secretary Procedures Manual” and pass it on to the next Secretary.

SECTION 6.

**The Treasurer** shall:

- (A) Be custodian of all Association funds and its financial accounts.
- (B) Make payments upon receipt of a reimbursement voucher, statement, or signed written request from the Board. Only one Director signature is needed on all checks issued.
- (C) Disburse Association funds and have Association accounts audited/reviewed annually by a Committee appointed by the Board of Directors or an outside firm.
- (D) Collect dues and issue membership key cards with the assistance of the Board of Directors and maintain the official hard copy of the Association dues paying membership applications.
- (E) Consult with two other officers to make financial decisions during summer months without a Board meeting.
- (F) Oversee the completion and mailing of all tax forms necessary for Federal, State or County reporting and review the forms with the Board annually.
- (G) Prepare and maintain an “Accounting Procedures Manual” and pass it on to the next Treasurer.

SECTION 7.

**All officers** must be bonded.

## **ARTICLE VIII AMENDMENT PROCEDURE**

SECTION 1.

**The President** with the assistance of the Second Vice President will appoint a By-laws Committee of five (5) people (including the chairperson), no less than every five (5) years, to review and recommend changes as appropriate. The President shall be the Committee Chairperson.

SECTION 2.

**These By-laws** may be amended in whole or in part by resolution adopted by two-thirds (2/3) of the dues paying members who are entitled to vote and are present to vote or have submitted an absentee ballot, provided notice of the proposed amendments have been given as herein provided. Voting shall be by ballot to assure one vote per lot, or membership (See ARTICLE IV).

SECTION 3.

**Notice** of any proposed amendment of the By-laws shall be given at least two (2) weeks before such meeting to the dues paying members who are entitled to vote. The notice shall contain a copy of the proposed amendment and be posted on the bulletin board of the principal office of the Association and mailed or personally delivered to the Apache Villa address of each dues paying member.

**PREPARED BY THE BY-LAW REVISION COMMITTEE**

**Jeff Bell  
Brant  
Burns**

**LaRue Boyle  
Byrdie Booker  
Bonnie Gustafson**

**Ron  
Dan**

**REVIEWED BY THE AVHOA BOARD ON MARCH 11, 2014**

**Mindy Dresback, 2nd V.P.**

**Ted Lewis, 1st V.P.**

**Brenda Link, Secretary**

**Ray Nellis, Treasurer**

**John VerMaas, President**

**APPROVED BY DUES PAYING MEMBER VOTE ON APRIL 5, 2014**