

CORONADO FOOTHILLS HOMEOWNERS ASSOCIATION, INC.

BYLAWS

Article I: Name

The name of this corporation is “Coronado Foothills Homeowners Association, Inc.,” a nonprofit corporation organized and existing under the laws of the State of Arizona.

Article II: Purpose

The purpose of the Coronado Foothills Homeowners Association is to maintain, develop and promote the interests of persons who own real property in the subdivision known as Coronado Foothills Estates, Tucson, Arizona. This includes enforcement of the declaration of establishment of Conditions, Reservations and Restrictions for Coronado Foothills Estates.

Article III: Definitions

- A. Coronado Foothills Homeowners Association, Inc. may be used interchangeably with “CFHA.”
- B. Coronado Foothills Estates may be used interchangeably with “CFE.”
- C. “Declaration” refers to the declaration of establishment of Conditions, Reservations and Restrictions for CFE recorded in official Pima County records.
- D. “Fiscal Year” is defined as January 1 to December 31.
- E. “Member” refers to an owner and/or co-owner of one (1) or more lots in CFE – as recorded in the declarations – who have paid their CFHA dues for the current fiscal year.
- F. “Voting Membership”: Lots are allocated one (1) vote each. A member who owns more than one (1) lot is authorized one (1) vote for each lot provided that the dues for each lot are current. (Example: joint owners of a single lot are authorized only a single vote; however, if joint owners pay dues on two (2) lots, then the owners have two (2) votes.)
- G. A “Director” is a member of the CFHA Board of Directors.
- H. “Board” means Board of Directors.
- I. An “Officer” is the President, Vice President, Secretary and Treasurer elected by the Board of Directors.

Article IV: Dues

A. Dues for voting membership shall be established by the Board of Directors, subject to approval by majority vote of the membership present at the next Annual Meeting.

B. Membership in CFHA is voluntary.

C. Voluntary contributions of cash or property may be accepted from any person for the purpose of carrying on the objectives and purpose of CFHA.

Article V: Board of Directors

A. The Board of Directors shall exercise supervision over the general conduct and business of CFHA, and approve the reports of the President, Secretary and Treasurer.

B. Nominations for election to the Board of Directors shall be made by a nominating committee which shall be a standing committee of CFHA. The committee shall consist of three or more voting members. The Chair of the nominating committee shall be appointed by the Board. Nominations may also be presented in writing by any member. Each such nomination shall be submitted to the Chair of the nominating committee no later than thirty (30) days prior to the Annual Meeting. The nomination slate and ballot shall be checked for validity and correctness by two (2) Directors, and shall be included in the Annual Meeting notice.

C. Only members may be presented as nominees. There may be only one (1) Director from any voting membership. Directors' terms shall begin at the first Board meeting after the Annual Meeting.

D. There shall be no fewer than four (4) nor more than eleven (11) Directors. If there are eleven (11) or fewer nominees when nominations have closed, all nominees shall become Directors by declaration made at the Annual Meeting.

E. If there is an unfilled position on the Board of Directors, the President may nominate a member to be a Director, subject to a majority vote of the Board.

F. No Director of CFHA shall receive any compensation for service to CFHA. Reasonable and necessary out-of-pocket costs – as determined by the Board – shall be reimbursed.

Article VI: Officers

A. The Officers of CFHA shall be members of the Board of Directors elected by the Board at its first meeting after the Annual Meeting. They shall hold their respective offices from the date of their election until the following election of Officers, unless they resign, are removed or become disqualified, as provided by these Bylaws.

B. If any vacancy occurs in any CFHA office, that vacancy may be filled for the remainder of the unexpired term by a majority vote of the Board of Directors.

C. If any Officer is unable to perform official duties in a manner acceptable to a majority of Directors, the Board may, in its sole discretion and by a majority vote, transfer the power and duties of such Officer to any other Director or to any other voting member.

Article VII: Duties of Officers

A. The President shall be the chief executive officer of CFHA and shall perform such other duties as from time to time may be assigned by the Board. The President shall preside at all meetings of Members and of Directors. The President shall be an *ex officio* member of all committees.

B. The Vice President shall perform the duties of the President when the President is unable to perform those duties.

C. The Secretary shall record the votes and keep minutes of all proceedings, keep the records of the corporation, coordinate communications with the Directors and maintain possession of the corporate seal.

D. The Treasurer shall be the custodian of the funds of CFHA and of all securities, valuable papers and documents connected with and pertaining to the finances. The Treasurer shall record the names of all voting members together with their addresses and lot numbers. The Treasurer shall disburse funds as directed by the Board except for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board.

E. The Treasurer shall render a report at each Annual Meeting and at each quarterly Board Meeting or at the request of the President. Furthermore, the Treasurer shall submit all custodial records to an accountant chosen by the Board of Directors for an annual review of the books. The results of the accounting shall be presented at the Annual Meeting.

Article VIII: Meetings of the Board of Directors

A. Regular meetings of the Board of Directors shall be held quarterly. Other meetings may be called by the President or any three Directors, who must state the objectives of the meeting. A quorum is required for the transaction of business at any Board meeting. A quorum may be satisfied by the physical presence, or the real-time telephonic or electronic presence, of Directors.

B. All Board Meetings, other than executive sessions, shall be open to any member.

C. Robert's Rules of Order shall be the guide for all Board Meetings.

Article IX: Membership Meetings

A. An Annual Meeting of the members shall be held in the first quarter of the fiscal year at a date and time established by the Association's Board of Directors.

B. Special Meetings of CFHA members may be scheduled by the Board of Directors, or upon written request of not fewer than twenty (20) voting memberships.

C. Written notice of each Annual and Special Meeting shall be sent to each voting membership at least ten (10) days prior to the meeting date. No other notice is necessary. Each notice of a Special Meeting shall state the objectives of the meeting, and no business shall be transacted except what is stated in the notice.

D. Official business may be conducted by majority vote of the voting memberships present at each Annual and Special Meeting.

E. Each voting membership present at any Annual or Special Meeting may cast one (1) vote on each question.

F. Voting by proxy shall be permitted at each Annual and Special Meeting. Each voting membership present at such meetings may exercise no more than three (3) proxies. Each proxy document must include the following information: the full name, street address, lot number, phone number, date and signature of a member from the voting membership giving the proxy; the full name, street address, and lot number of a member from the voting membership to whom the proxy is given; and an identification of the specific meeting for which the proxy is given. To be valid, a proxy document must be submitted to the Treasurer no later than five (5) days prior to the meeting for which the proxy is given.

G. Robert's Rules of Order shall be the guide for all Annual and Special Meetings.

Article X: Bonding And Liability Insurance

There shall be a fidelity bond covering the President, Vice President, Secretary and ~~the~~ Treasurer, paid for by CFHA. Each Director and other duly appointed officer and agent shall be covered by liability insurance paid for by CFHA. The limits of coverage of such insurance and bond shall be determined by the Board of Directors.

Article XI: Committees

The President, with the approval of the Board of Directors, may appoint any committee for any purpose. Such committees shall have and exercise only such powers as specifically authorized by the Board.

Article XII: Bylaws – Interpretation and Amendment

A. The Board of Directors shall have full power and authority to interpret these Bylaws. Its decision on all questions of interpretation shall be final, binding and conclusive.

B. The Board of Directors may amend these Bylaws by a majority vote at any meeting of the Board, subject to approval by a majority of the voting memberships at any duly noticed meeting.