

OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
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The Pointe Community Association Bylaws

Revised

November 2014

BYLAWS

THE POINTE COMMUNITY ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is The Pointe Community Association, hereinafter referred to as the "Association." The principal office of the Association shall be located at the office of the current Management Company, or at such other address or location as the Board of Directors shall determine and publish to the members from time to time, but meetings of the Members and Directors may be held at such places within the State of Arizona, County of Maricopa, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to THE POINTE COMMUNITY ASSOCIATION, its successors and assigns, as said Declaration may have been or may be amended.

Section 2. "Common Area" shall mean all property owned by the Association for the mutual use and enjoyment of the Owners together with the improvements, fixtures, equipment and personal property located on or used in conjunction therewith. The Common Area encompasses all of the Property so designated in the Plat or any Tract Declaration, the fence or wall enclosing the Property if located in the Common Area, and shall include, without limitations, the roadways, sidewalks, curbs, gutters, parking areas, trails, drainage courses, natural areas, swimming pools, if any, and all utility lines and systems located on the Property and outside of the Exterior Residence Lines.

Section 3. "Declaration" shall mean and refer to the Declaration of Homeowner Benefits and Assurances applicable to the Properties recorded in Docket 12651, pages 51 et. seq., records of Maricopa County, Arizona.

Section 4. "Members" shall mean and refer to those persons entitled to membership as provided in the Declaration and Articles of Incorporation.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Residence which is a part of the Properties, including contract vendors, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Properties" 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.

Section 7. "Residence" shall mean and refer to each separate plot of land shown upon any recorded subdivision of the Properties with the exception of the Common Area and as so designated in the Declaration. Any portion of the Property, and the improvements thereon or used in conjunction therewith, which has been divided into a separate component for use as a Single Family or Multifamily Residence whether by the Plat or a Tract Declaration and regardless of whether any Improvements have been constructed thereon. Each separate portion of a Multifamily Residence within the Exterior Residence Lines shall constitute one Residence. The Residences include all of the Property excluding the Common Area.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. Regular Annual Meetings of the Members shall be held each November, at a date, time, and place established by the then acting Board of Directors, with notice of the date, time, and place of such Annual Meeting to be given to all of the Members, by regular mail, postmarked at least ten (10) calendar days but not more than fifty (50) calendar days prior to the date of such meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of eligible Members who are entitled to vote twenty-five percent (25%) of as many votes as they are entitled to exercise under the provisions of the Declaration. Written notice of each Special Meeting of the Members shall be given by, or at the direction of the Secretary or persons authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) calendar days but not more than fifty (50) calendar days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Members to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a Special Meeting, the purpose of the meeting.

Section 3. Emergency Meetings. The President or a majority of the Board members may call an Emergency Meeting as needed. Emergency Meetings do not need to be publicly posted. All Board members must be notified of said meeting in person or via phone, fax or electronic mail. The Board of Directors quorum for Emergency Meetings shall be at least five (5) Board members. A quorum of Board members will be required at any Emergency Meeting. This participation can be in person or via phone, fax, mail, or electronic mail.

Section 4. Eligibility. If any Owner shall be in arrears in the payment of any amounts due under any of the provisions of the Declaration for a period of fifteen (15) calendar days, or the minimum days allowed by state law, or shall be in default in the performance of any of the terms of the Declaration for a period of fifteen (15) calendar days, that Owner's right to vote as a member of the Association shall be suspended automatically and shall remain suspended until all payments are made and defaults cured.

Section 5. Quorum At All Meetings. The presence, in person or by absentee ballot at the meeting of Members entitled to cast one-fourth (1/4) of as many votes as they are entitled to exercise under the provisions of the Declaration, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, and the required quorum at any such subsequent meeting, which shall not be held before two (2) calendar days after the preceding meeting, shall be one-half (1/2) of the required quorum of the preceding meeting. This process continues every two days until a quorum is reached. If the following date falls on a legal holiday, the meeting shall be on the next day.

ARTICLE IV

BOARD OF DIRECTORS: QUALIFICATIONS: TERM OF OFFICE

Section 1. Number and Qualification. The affairs of this Association shall be managed by a Board of nine (9) Directors, who shall be Owners who own at least one-half (1/2) of the fee title to a Residence within the Association or as otherwise approved by the Board of Directors. Furthermore, a Director must be a legal resident of the State of Arizona and must maintain his/her principal residence within the Pointe Community. If there is any dispute as to where a Member maintains his/her principal Residence the address used by the resident on his federal or Arizona state income tax return, Arizona Drivers License, or Voters Registration or, in the absence of the foregoing identification, other evidence as approved by Board of Directors, shall be conclusive. In the event that any Board member ceases to meet all of the qualifications set forth in Article IV, Section 1 of the Bylaws, the position shall become vacant and shall be filled according to Article IV, Section 5 of the Bylaws.

Section 2. Term of Office. The Board of Directors shall consist of a total of nine (9) Directors. At each election, the Members shall elect a total of six (6) Directors. Whenever possible, the Members shall annually elect one (1) Director from each of the different types of homes, to wit, Court home, Garden home (attached), and Single Family residence (detached). These Directors shall serve for two (2) year staggered terms. The Members shall also annually elect three (3) Directors from the community at large. These Directors shall serve for a one (1) year term. In the event that there are no qualified nominees from a particular type of home or a nominee withdraws prior to the election, the Director elected at large receiving the highest number of votes shall serve a two (2) year term to fill this position and maintain the two (2) year staggered terms of these Directors. Refer to Article V, Section 4 for vacancies thus created. Incumbent Directors shall hold office until their successor is elected or appointed. Term of office shall begin at the close of the Annual Meeting.

Section 3 . Removal. Any Director may be removed from the Board of Directors, with or without cause, by a vote of two-thirds (2/3) of the Members of the Association. Furthermore, any Director may be removed if that Director has missed three (3) consecutive regularly scheduled meetings of the Board of Directors. Regular meetings are defined as one (1) meeting per month. Any Director may be removed from the Board of Directors by a majority of votes if the Director is under criminal investigation by any legal authority. Also, any Director may be removed from the Board of Directors with or without cause by the vote of at least six (6) or the equivalent of 75% of the other Directors.

Section 4. Vacancies. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining Directors from amongst potential candidates representing the type of home of the previous Director. If no Homeowner of that type of home can be found, the Board of Directors may select the replacement from another type of dwelling. Potential candidates must apply to the Board of Directors and must meet the qualifications as stated in Article IV, Section 1, in order to enable the Board of Directors to make a selection. The appointed Director shall serve for the unexpired term of his/her predecessor.

Section 5. Suspension. Any Director must be suspended if she or he shall be in arrears in the payment of any assessments, dues, or liens under any of the provisions of the Declaration for a period of fifteen (15) days, or shall be in default in the performance of any of the terms of the Declaration for a period of fifteen (15) days. That Director's right to vote as a member of the Board of Directors shall be suspended and shall remain suspended until all payments are made and defaults cured. Board members acting on behalf of the Board of Directors or the Association without the full knowledge and consent of the Board of Directors shall be suspended from all Board activity and voting for a period of at least 90 days for a first offense and expelled from the Board of Directors for any recurring unilateral action. All suspensions must have the affirmative votes of at least five (5) Directors.

Section 6. Compensation. No Director shall receive compensation for any service he/she may render to the Association except as provided in the Declaration. However, any Director may not be reimbursed for his/her actual expenses incurred in the performance of his/her duties without prior written consent by the majority of the Board of Directors.

Section 7. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting, by obtaining the approval of a majority of the Directors submitted to the Secretary by an original, electronic mail, or faxed signature to be included in the Board of Directors Minutes of the Meeting and reaffirmed at the Board's next Regular Meeting. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 8. Restriction of Authority. No individual Board Member of the Association may take any action which incurs expenses, which would serve to bind the Association, including the execution of any contracts, incurring liability or indebtedness, engaging or consulting with any legal counsel, accounting firm, or other professional advisor on behalf of the Association without the prior approval of a majority of the Board of Directors by written resolution.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominating Committee Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairperson who is a continuing member of the Board of Directors, a representative from the Management Company, and two (2) or more members of the Association.

The Nominating Committee shall be appointed by the Board of Directors at least one hundred and twenty (120) days prior to each Annual Meeting.

Section 2. Duties of the Nominating Committee. The Nominating Committee must accept nominations for election to the Board of Directors from eligible members. The Nominating Committee shall screen applicants for eligibility and review all nominee application forms. It shall also contact the current Board of Directors to determine who may be interested in re-running for the Board. The Committee shall also encourage homeowners to submit their names as nominees. The Nominating Committee shall verify with the Management Company so as to the good standing of the nominees as per Article III Section 1.

The Nominating Committee shall prepare a mailing with the nominee bios of 50 words or less to be included in the ballot mailing.

Section 3. Nominees Qualifications

Nominees must hold ½ legal ownership of the property or as otherwise approved by the Board of Directors, nominees must maintain their principal residence within the Pointe Community, nominees must be an Association member in good standing as defined in Article III Section 3, no husband and wife or co-owners may be nominees and/or serve on the Board of Directors simultaneously and no one under criminal investigation by a legal authority may be a nominee nor serve on the Board of Directors. Knowledge of such investigation may be considered by the Board but no background checks of nominees may be done at the time of nomination vetting.

Section 4. Nominating Procedures. The Board of Directors shall open nominations and send a written notice to all Owners stating the process and criteria. Nominations must be opened at least sixty (60) calendar days prior to the ballots being sent out. Nominations shall be closed three (3) weeks prior to the election. Nominations are to be sent to the current Management Company then given to the Nomination Committee. The Nominating Committee will check for qualifications according to Article III, Section 3. All eligible candidates' names shall be given to the Management Company and placed on the ballot.

Section 5. Teller Committee. The Board of Directors must appoint a Teller Committee to tabulate the ballots at the Annual Meeting. This Committee shall consist of Members of the Association in good standing. The Teller Committee Members shall not be associated in any way to the candidates or continuing Directors of the Board.

Each candidate may have one (1) representative present at the time of votes tabulation. No candidate may be present or involved in the tabulation of votes or verification of ballots.

Section 6. Elections and Ballots Tabulation Procedures.

6.1 Secret Ballot. Election to the Board of Directors shall be by secret ballot either in person or by mail-in ballot.

At any meeting of the members any members may vote in person or by mail-in ballot. Mail-in ballots shall be mailed to the current Management Company by the date specified on the ballot. At such election, the members may cast in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration.

The outer mailing envelope in which the ballot is returned must contain the permanent address and the lot number of the residence and must be signed by the Association member on the front upper left hand corner of the envelope.

Further, to be counted, the mail-in ballots must arrive at the Management Company no later than closing of business day, two (2) days prior to the Annual Meeting.

6.2. Mail-in Ballot. In accordance with Arizona Law, members may vote on Association matters in person or by mail-in ballot. Mail-in ballots shall be returned to the current Management Company by the date and time specified on the ballot. Once cast, an absentee ballot is irrevocable.

6.3 Ballots Secrecy Envelope. The Management Company and the Secretary shall take reasonable steps to ensure that all ballots remain secret and are verified to be from eligible members. A secrecy envelope must accompany the ballot mailing packet and labeling this envelope "secret ballot only" on the outside.

6.4 Voting. Only one vote shall be cast per residence. Any vote cast representing a specific residence will be thereafter conclusively presumed that such vote was cast with the full knowledge and agreement of all owners of said residence. In the event that more than one vote is cast for a particular residence, none of the votes cast shall be counted and will become void. There will be no cumulative voting as denied in State Law.

6.5 Tabulation of Ballots. The candidates receiving the largest number of votes shall be elected in accordance with Article IV Section 1 of these Bylaws. If there are vacancies with different terms, the candidate(s) receiving the larger number of votes will be elected to the two (2) year term. Whenever possible, the candidate for each of the three (3) dwelling categories receiving the highest number of votes will serve a two (2) year term.

6.6 Tie Vote. If there is a tie in any vote, the Board of Directors shall, at their discretion, utilize a random chance method to break the tie such as the flip of a coin or the draw of a card.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be fixed from time to time by resolution of the Board of Directors. Notice of the meeting shall be conspicuously posted in writing not less than forty-eight (48) hours prior to the scheduled meeting, and/or noticed through the Association Newsletter. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any Director after not less than forty-eight (48) hours written, faxed or telephone notice to each Director. Notice to the membership must be conspicuously posted to the membership not less than forty-eight (48) hours in advance of the meeting.

Section 3. Emergency Meetings. The President or a majority of the Board of Directors may call Emergency Meetings as needed. Emergency Meetings do not need to be publicly posted.

Section 4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act and/or decision done or made by a majority of the Directors present in person, via phone, fax or electronic mail at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. No director shall vote by proxy.

In case Board vacancies reduce the number of Directors, quorum shall be as follows:

Number of active Directors	Quorum Requirement
Nine (9)	Five (5)
Eight (8)	Five (5)
Seven (7)	Four (4)
Six (6)	Four (4)
Five (5)	Three (3)

No Board shall operate with less than five (5) Directors.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) Adopt and publish Rules and Regulations governing the use of the Common area and facilities, within the Property, 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 use of the Common Area of a Member during any period in which such Member shall be in default in the payment of any assessment or fines levied by the Association. Such rights may also be suspended after notice and hearing for any infraction of published Rules and Regulations;

- (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 Bylaws, the Articles of Incorporation, or the Declaration;
- (d) Declare the office of a Member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; as stipulated in Article IV Section 4 of these By-laws;
- (e) Employ a manager, an independent contractor, or such other employees, consultants, attorneys, accountants and the like, as they deem necessary, and to prescribe their duties.

Section 2. 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 and to present a final statement thereof to the members at the Annual meeting of the members, or at any Special meeting. Such records and financial statements may be requested in writing and a copy provided to any member upon three (3) working days written notice to the current Management Company;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration to:
 - (1) Fix the amount of the assessment against each Residence prior to the Annual Meeting. If the Board of Directors takes no action, the existing assessment shall remain unchanged. When recommended by the Finance Committee, the Board of Directors shall have the power to amend the Annual Budget and/or monthly or yearly assessments at any time during the course of the fiscal year to provide adequate funds to run the financial affairs of the Association.
 - (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) calendar days in advance of each annual assessment and at least ten (10) calendar days before a monthly assessment. Failure to provide such notice shall not relieve any Owner from the obligation to pay such assessment;
 - (3) Foreclose the lien against any property for which assessments are not paid after due date or to bring an action at law against the Owner personally obligated to pay the same, or both. Homeowners shall be notified of any liens against their property by Certified, Return Receipt mail. Failure to provide such notification shall not invalidate any lien, but shall merely give the delinquent Owner a right to a copy of said lien upon demand.
- (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 of Directors 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; and to obtain adequate insurance coverage to indemnify any and all of its existing and former Directors, officers, employees, and agents against errors and omissions;
- (g) Cause the Common Area and Court Homes to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice-president, Secretary, and Treasurer. The officers must be members of this Association and the Board of Directors.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each Annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he/she shall sooner resign, be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors may appoint such other individuals as the affairs of the Association may require, each of whom shall serve for such period, have such authority, and perform such duties as the Board of Directors may, from time to time determine.

Section 5. Resignation. Any officer may resign at any time giving written notice to the Board of Directors, 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.

Section 6. Removal. Any officer may be removed from office with or without cause by an affirmative vote of five (5) Directors of the Board. Furthermore, any officer must be removed if that officer has missed three (3) consecutive, regularly scheduled monthly meetings of the Board. A regular scheduled meeting is defined as one meeting per month.

Section 7. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the office he/she replaces.

Section 8. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices.

Section 9. Duties. The duties of the officers are as follows:

President

The President shall: preside at all meetings of the Board of Directors; see that orders and resolutions of the Board of Directors are carried out; sign all leases, mortgages, deeds, contracts, and other written instruments and Promissory notes, as approved by the Board.

Vice-President

The Vice-president shall: act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors.

Secretary

The Secretary shall: record the votes and keep in an official binder, the records of all Resolutions, Motions, Agendas, and Minutes of all meetings; the proceedings of the Board of Directors and of the Members; keep the Corporate Seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their address, and shall perform such other duties as required by the Board of Directors.

Treasurer

The Treasurer shall: Act as overseer for all dispersals, direct and oversee the operations of the current management company with regard to the receipt and deposit, in appropriate bank accounts, of all monies of the Association and shall direct and oversee the disbursement of such funds as directed by the Board of Directors; shall sign all promissory notes of the Association when directed to do so by vote of the Board of Directors; shall direct and oversee the keeping of proper books of account; shall direct the calculation of taxes, shall cause an annual audit or accounting review at the direction of the Board of the Association's books to be made by a certified public accountant after the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and have a copy of each delivered to the Members. The Treasurer shall serve as Chair of the Finance Committee.

Restriction of Authority

No individual officer of the Association may take any action which incurs expenses, which would serve to bind the Association, including the execution of any contracts, incurring liability or indebtedness, engaging or consulting with any legal counsel, accounting firm, or other professional advisor on behalf of the Association without the prior approval of a majority of the Board of Directors by written resolution or meeting minutes of the first or any subsequent Board Regular or Special Meeting.

ARTICLE IX

COMMITTEES

Section 1, Standing Committees and Definitions,

Architectural Committee:

As defined in HBA Declaration Paragraph 8.

Finance Committee:

The function of this Committee is to propose an annual operating budget, reserve funds budgets and to monitor expenditures. Any member of the Association may serve on this committee. The Treasurer shall serve as Chair of the Finance Committee. The members of the Finance Committee must be approved by the Board of Directors. Any member of the Association may attend the Finance Committee meetings.

Section 2, Other Committees, The Board of Directors may authorize other Committees and appoint Chairs for all Committees. From time to time the Board of Directors may authorize other Special Committees or Study Panels as deemed appropriate in carrying out its purpose. Term of office shall be from Annual Meeting to Annual Meeting.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member upon seven (7) calendar days prior written notice, except documents which enjoy privilege status under state law. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost. Directors shall have access to all Association documents.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments not paid when due shall be delinquent. If the assessment is not paid within fifteen (15) calendar days after the due date, the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his/her Residence.

ARTICLE XII

AMENDMENTS

Section 1. Amendments. These Bylaws may be amended at any Annual or Special meeting of the Members by a vote of a majority of a quorum of the Members present in person or by proxy at such a meeting.

Section 2. Conflict of Documents. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control: and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of The Pointe Community Association, an Arizona Corporation, and the foregoing Bylaws constitute the Bylaws of said Association as duly adopted at a meeting of the Association Members thereof, held on the 6 day of March 2015

IN WITNESS WHEREOF, I have hereunto subscribed by name and certification of said Association this 6 day of March 2015



Secretary

State of Arizona
County of Maricopa

In witness whereof, before me this 6th day of March, 2015 appeared before me Sofia Durrett, Secretary of the Pointe Community Association.

Notary Public

