

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**VILLA CATALINA HOMEOWNERS' ASSOCIATION,**  
**INC.**  
**an Arizona non-profit corporation**

## Table of Contents

ARTICLE I. NAME.....	1
ARTICLE II. NATURE AND APPLICABILITY .....	1
2.1:    Applicability to Owners and Others.....	1
2.2:    Purpose of the Association .....	1
2.3:    Replacement of Earlier Bylaws .....	1
ARTICLE III. DEFINITIONS.....	1
ARTICLE IV. SUPREMACY OF THE DECLARATION .....	1
ARTICLE V. ADMINISTRATION.....	2
ARTICLE VI. MEMBERSHIP AND VOTING RIGHTS.....	2
6.1:    Eligibility.....	2
6.2:    Delinquencies .....	2
6.3:    Voting in Person or by Proxy .....	2
6.4:    Voting by Written Ballot .....	2
6.5:    Transfer of Membership.....	2
ARTICLE VII. MEETINGS.....	3
7.1:    Date of Annual Meeting .....	3
7.2:    Special Meetings.....	3
7.3:    Notice of Meetings .....	3
7.4:    Presiding Officer .....	3
7.5:    Quorum.....	3
7.6:    Meetings of the Board.....	3
7.7:    Conduct of Meetings .....	4
7.8:    Right of Members to Attend Board Meetings .....	4
ARTICLE VIII. THE BOARD OF DIRECTORS.....	4
8.1:    Composition, Term of Office, and Re-election .....	4
8.2:    Qualifications for Election to the Board .....	4
8.3:    Nominations .....	4
8.4:    Election to the Board; Vacancies .....	4
8.5:    Quorum.....	4
8.6:    Powers and Duties .....	5
8.7:    Temporary Assistants .....	5

8.8: Handling Cases of Delinquency and/or Breach .....	5
8.9: Removal by Recall.....	6
8.10: Compensation Prohibited; Reimbursement Allowed.....	6
8.11: Action Taken without a Meeting .....	6
8.12: Waiver of Notice of Meeting .....	6
8.13: Nonliability of Board Members .....	6
ARTICLE IX. OFFICERS AND THEIR DUTIES .....	6
9.1: Enumeration of Officers .....	6
9.2: Election and Term of Office .....	7
9.3: Removal from Office and Filling Vacancies .....	7
9.4: The Chairman and Duties .....	7
9.5: The Vice Chairman and Duties.....	7
9.6: The Secretary and Duties.....	7
9.7: The Treasurer and Duties .....	7
ARTICLE X. COMMITTEES .....	8
10.1: Advisory Nature .....	8
10.2: Standing Committees and Term of Service .....	8
10.3: Other Committees .....	9
10.4: Committee Minutes and Committee Reports .....	9
ARTICLE XI. FINANCES .....	9
11.1: Annual Assessments .....	9
11.2: Use of Annual Assessments .....	9
11.3: Levying a Special Assessment .....	9
11.4: Annual Financial Reports and Availability of Association Documents .....	9
11.5: Fiscal Year .....	9
11.6: Borrowing Authority .....	10
ARTICLE XII. USE OF INCOME.....	10
ARTICLE XIII. INTERPRETATION.....	10
ARTICLE XIV. SEVERABILITY.....	10
ARTICLE XV. AMENDMENT .....	10

1 **VILLA CATALINA HOMEOWNERS' ASSOCIATION, INC.**  
2 **AMENDED AND RESTATED BYLAWS**

3  
4 **ARTICLE I. NAME**

5  
6 The name of the corporation shall be VILLA CATALINA HOMEOWNERS' ASSOCIATION,  
7 INC. (the "Association").  
8

9 **ARTICLE II. NATURE AND APPLICABILITY**

10  
11 **2.1: Applicability to Owners and Others:** The provisions of these Bylaws shall be  
12 applicable to VILLA CATALINA APARTMENT HOMES ("VILLA CATALINA" or the "Property") and  
13 to all present and future Owners therein. The acquisition of an Apartment will signify that the  
14 Bylaws are accepted, ratified, and will be adhered to by the Owner. Any other persons who might  
15 use the Property in any manner are also subject to these Bylaws and any Rules and Procedures  
16 promulgated hereunder.  
17

18 **2.2: Purpose of the Association:** The Association has been formed to provide (a) for  
19 the maintenance, management, care, and preservation of the buildings, grounds, and  
20 improvements thereon which comprise VILLA CATALINA; and (b) for the benefit of and the good  
21 relationship between all the Owners and residents in VILLA CATALINA.  
22

23 **2.3: Replacement of Earlier Bylaws:** These Bylaws shall supersede and replace all  
24 earlier Bylaws and all Amendments to them. However, prior acts and actions taken in accordance  
25 with prior Bylaws are hereby validated and saved following adoption of these Bylaws. Any  
26 reference herein made to the Association's Bylaws will be deemed to refer to these Bylaws.  
27

28 **ARTICLE III. DEFINITIONS**

29  
30 The words used in these Bylaws shall be given their normal, commonly understood  
31 definitions. Capitalized terms shall have the same meaning as set forth in the Amended and  
32 Restated Declaration of Covenants, Conditions, Restrictions for Villa Catalina Apartment Homes,  
33 as it may be further amended (the "Declaration"), unless the context indicates otherwise. The  
34 term "Governing Documents" shall refer to the Declaration, the Articles, the Bylaws and the Rules.  
35

36 **ARTICLE IV. SUPREMACY OF THE DECLARATION**

37  
38 Nothing in these Bylaws is intended to conflict with or supersede in any way the  
39 Declaration or the Articles of VILLA CATALINA. If any question or dispute arises concerning a  
40 conflict of meaning between these Bylaws and the Declaration or the Articles, then the conflict or  
41 dispute shall be resolved in favor of the Declaration first, and then the Articles.  
42  
43  
44  
45



1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42

## ARTICLE VII. MEETINGS

**7.1: Date of Annual Meeting:** The annual meeting of the Association shall be held at 10:00 A.M. on the first Monday in December at a site selected by the Board of Directors.

**7.2: Special Meetings:** A special meeting of the Association may be called by the Chairman of the Association on his or her own initiative, upon the written request of a majority of the members of the Board, or upon a petition signed by forty percent (40%) of the eligible Members stating the purpose of the special meeting.

**7.3: Notice of Meetings:** Notices giving the date, hour, location, and agenda for the annual meeting shall be mailed or delivered by the Secretary to all Members not later than thirty (30) days in advance of such meeting. Notices for a special meeting of the Association shall be mailed or delivered by the Secretary to all Members not less than ten (10) nor more than thirty (30) days in advance of such meeting and shall clearly state the purpose of the meeting as well as the date, hour, and location.

**7.4: Presiding Officer:** The Chairman or the Vice Chairman of the Association shall preside at Board and Association meetings. However, if at any meeting of the Board or of the Association, both the Chairman and the Vice Chairman are absent, a temporary Chairman shall be chosen by majority vote from among the eligible Members present to preside at such meeting of the Board or of the Association.

**7.5: Quorum:** A quorum at any annual or any special meeting of the Association, except for a special meeting called to vote on a proposed special assessment, shall consist of fifty-one percent (51%) of the eligible Members, including proxies. However, for a special meeting called to vote on a proposed special assessment, the quorum shall consist of sixty percent (60%) of the eligible Members, including proxies. If the required quorum is not present at such annual or special meeting, another meeting may be called subject to the same notice requirements, but the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days after the preceding meeting.

**7.6: Meetings of the Board:** A meeting of the Board of Directors shall be held immediately following each annual meeting of the Association. At this meeting the Board shall elect its Officers and shall set up a schedule for its regular meetings. In addition, the Chairman may call a special meeting of the Board at any time and must call a special meeting upon the written request of any three (3) Directors. At least two (2) days before each regular or special meeting, a notice, preferably in writing, shall be given each member of the Board. In the event of an emergency, however, the Chairman may take appropriate action after consulting with as many Board members as he or she is able to reach.



1           **8.6: Powers and Duties:** The Board shall have all the powers and authority of an  
2 Arizona non-profit corporation, subject only to such limitations are expressly set forth in the  
3 Declaration, Articles, or these Bylaws. The Board shall have the power to do any and all lawful  
4 things which may be authorized, required, or permitted to be done by the Association under and  
5 by virtue of said Declaration, Articles, and Bylaws and to do and perform any and all acts which  
6 may be necessary or proper for or incidental to the exercise of any of the express powers of the  
7 Association. Without in any way limiting the generality of any of the foregoing provisions, the  
8 Board by majority vote shall have the power and authority at any time to do the following:  
9

- 10           a. to adopt an annual budget for the Association.
- 11           b. to establish, levy, and collect annual, special and reimbursement assessments in  
12 accordance with the Declaration.
- 13           c. to establish and maintain reserve funds for capital expenditures and  
14 contingencies.
- 15           d. to procure and maintain comprehensive liability and all-risk property insurance as  
16 well as such other types and amounts of insurance as the Board in its business  
17 judgment deems appropriate.
- 18           e. to file annual state and federal income tax returns for the Association.
- 19           f. to pay out of the annual assessments and/or reserve funds specified amounts for:
  - 20           (1) real estate taxes and assessments,
  - 21           (2) all public utilities, except for the Owners' telephone and cable television,
  - 22           (3) insurance premiums on the Common Elements and structure,
  - 23           (4) repair and replacement of common facilities and equipment,
  - 24           (5) maintenance of buildings and grounds, and
  - 25           (6) other expenses as budgeted and approved.
- 26           g. to provide for and establish the duties for an on-site manager or to contract with a  
27 management company to provide the necessary management services.
- 28           h. to select, hire, supervise, pay, and dismiss employees.
- 29           i. to contract for services.
- 30           j. to render semi-annual and annual financial reports to all Association members.
- 31           k. to draw up, publish, and enforce Association policies, rules, and procedures.
- 32           l. to organize and elect from its members the Officers authorized in Section 9.1  
33 below.
- 34           m. to process such easements as have been authorized by the Association.
- 35

36           **8.7: Temporary Assistants:** The Board may authorize the Chairman to appoint one or  
37 more temporary assistants, to approve the person or persons appointed, and to specify his, her,  
38 or their duties.  
39

40           **8.8: Handling Cases of Delinquency and/or Breach:** The Board shall handle most  
41 cases of delinquency and/or breach of any provision of the Declaration, the Bylaws, or the Rules.  
42 In doing so, the Board shall follow the policies and procedures in the Declaration and any Board  
43 policy in order to provide fairness and due process for all parties.  
44





1  
2       **9.2: Election and Term of Office:** The Officers of this Association shall be elected  
3 annually by the Board at its meeting which immediately follows the annual meeting. Each Officer  
4 shall hold office for one (1) year unless he or she shall sooner die, resign, be removed, or be  
5 otherwise disqualified to serve; and shall be eligible for reelection.  
6

7       **9.3: Removal from Office and Filling Vacancies:** Upon an affirmative vote of a  
8 majority of the members of the Board, any Officer may be removed, with or without cause. The  
9 removed Officer's successor may be elected at any regular meeting of the Board or at any special  
10 meeting of the Board called for such purpose. A vacancy in any Office shall be filled by election  
11 by the Board. The Officer elected to such vacancy shall serve for the remainder of the term of the  
12 Officer he or she replaces.  
13

14       **9.4: The Chairman and Duties:** The Chairman shall be the chief executive officer of  
15 the Association. He or she shall (a) preside at all meetings of the Board and of the Association at  
16 which he or she is present, (b) appoint members to all Committees, (c) appoint and describe the  
17 duties of such temporary assistants as the Board may authorize and approve, (d) serve as the  
18 official agent or representative of the Association, and, as such, sign all legal documents and/or  
19 contracts on behalf of the Association, and (e) have all of the general powers and duties which  
20 are usually vested in the Office of Chairman of a corporation.  
21

22       **9.5: The Vice Chairman and Duties:** The Vice Chairman shall (a) exercise the powers  
23 and duties of the Chairman in the absence of the Chairman, and (b) be an ex officio member of  
24 all standing Committees.  
25

26       **9.6: The Secretary and Duties:** The Secretary or his or her designee shall (a) keep  
27 records of all meetings and proceedings of both the Board and the Association, (b) keep on file  
28 copies of all reports and other documents of the Board and of the Association, (c) receive, certify,  
29 and record all proxies and/or powers of attorney, (d) publish and circulate to all members notices  
30 of Association meetings, notify Directors of Board meetings, and post on community bulletin  
31 boards notices of Board meetings for the information of all other members of the Association, (e)  
32 maintain membership rosters, and (f) perform all other duties normally associated with this office.  
33 In the Secretary's absence, the Chairman shall appoint some other Board member or any member  
34 of the Association to serve as Secretary pro tem for that meeting. If the Association employs and  
35 defines the specific responsibilities of a Manager or a management firm, the person or persons  
36 keeping the records and performing other ministerial or administrative functions shall report to  
37 and be responsible to the Secretary.  
38

39       **9.7: The Treasurer and Duties:** The Treasurer shall oversee and be responsible for  
40 all the financial matters of the Association. If the Association employs and defines the specific  
41 responsibilities of a Manager or a management firm, the person or persons keeping the financial  
42 records shall report to and be responsible to the Treasurer. General duties of the Treasurer shall  
43 include, but shall not be limited, to: (a) maintaining all financial records of the Association, (b)  
44 collecting, issuing receipts for, and depositing all funds in such accounts as the Board may direct,

(c) paying bills as authorized by the Board or in accordance with authorized procedures, (d) preparing budgets for submission to the Board, (e) submitting all account records for professional audit or review as directed by the Board, and (f) serving as an ex officio member of the Finance Committee.

ARTICLE X. COMMITTEES

10.1: **Advisory Nature:** All Committees shall be advisory, and their reports and recommendations shall be made to the Board for its action.

10.2: **Standing Committees and Term of Service:** There shall be five (5) Standing Committees whose members shall be appointed by the Chairman to serve for one (1) year and who shall be eligible for reappointment. The Standing Committees are as follows:

a. **Finance Committee:** The Finance Committee shall: (1) present to the Board a proposed annual operating budget to include funds for maintenance, contingencies, and reserves; (2) oversee all the Association's financial matters; and (3) make such additional financial recommendations as the Board may request or the Committee may deem appropriate. After the Board has adopted or modified the Committee's proposed budget, the Board shall send a copy of it to every Member of the Association. The Treasurer shall be a Finance Committee member.

b. **Architectural Review Committee:** The Architectural Review Committee, as authorized in the Declaration, shall carefully examine and make written recommendations to the Board regarding any and all proposed plans for any structural or decorative changes in the buildings, including balconies, of VILLA CATALINA. The concern of the Committee shall focus on the quality of the proposed changes and their overall harmony with the existing structures and decor.

c. **Landscaping Committee:** The Landscaping Committee shall: (1) oversee the work of the contracted landscaping crew and provide direction on new plantings, etc.; (2) ensure all Landscaping related contracts are up-to-date; (3) ensure landscaping meets requirements to maintain historical status; (4) oversee all special landscaping projects, e.g. irrigation; and (5) make recommendations to the Board on additional expertise that may be required to ensure the short and long-term health of Villa Catalina landscaping (e.g. arborist, irrigation specialists, etc.).

d. **Facilities Committee.** The Facilities Committee shall: (1) lead the development of ongoing reserve studies and project annual capital expense requirements; (2) advise the Board on scheduling capital maintenance and improvement projects, including scheduling projects recommended by the Reserve Study; (3) review bids and bid specifications developed by the Community Manager and recommend action on such matters for Board consideration; and (4) report to the Board on facilities issues requiring action and follow through.

1 e. Nominating Committee: The Nominating Committee shall, prior to November 1st of  
2 each year, prepare and present to the Board a slate of candidates in sufficient number  
3 to fill all Board positions. The Secretary shall send this slate of candidates to every  
4 Member of the Association in advance of the annual meeting as provided in Section  
5 8.3 above.  
6

7 **10.3: Other Committees**: There shall be such other Committees as the Board may  
8 authorize, whether permanent or temporary.  
9

10 **10.4: Committee Minutes and Committee Reports**: Each Committee shall keep  
11 minutes of its meetings and shall submit its reports and recommendations, preferably in writing,  
12 to the Board. Such reports and recommendations shall be kept on file by the Secretary or the  
13 Manager.  
14

## 15 **ARTICLE XI. FINANCES**

16

17 **11.1: Annual Assessments**: The Association shall be financed by assessments fixed  
18 on an annual basis by the Board. Such assessments, expressed in terms of a single sum, and  
19 based on each Owner's Percentage Share in the Common Elements, shall be payable monthly  
20 on the first day of each month. However, the Board may also designate advance quarterly, semi-  
21 annual, or annual payments.  
22

23 **11.2: Use of Annual Assessments**: The annual assessments shall be used to meet  
24 operating expenses, to provide for capital repairs, replacements, and improvements, and to pay  
25 for such other expenses as the Board determines to be necessary and appropriate and in accord  
26 with approved budgetary procedures.  
27

28 **11.3: Levying a Special Assessment**: The Board shall also have the power, with the  
29 assent of the Members as provided in the Declaration to levy a special assessment upon each  
30 Member as a one-time payment or with payment made on a monthly, quarterly, semi-annual, or  
31 annual basis. Such funds shall be used only for the specific purpose or purposes for which they  
32 are levied.  
33

34 **11.4: Annual Financial Reports and Availability of Association Documents**: At its  
35 sole discretion, the Board, as a Common Expense, shall obtain an annual audit, review or  
36 compilation of the Association's finances. During normal business hours, or under other  
37 reasonable circumstances, the Association shall make available for inspection by Owners,  
38 prospective purchasers of Apartments, and lenders who have financed or may reasonably be  
39 expected to finance the purchase of an Apartment or Apartments in the Property, current copies  
40 of the Governing Documents. Owner may review the books and records of the Association in  
41 accordance with the pertinent provisions in the Arizona Non-Profit Corporations Act.  
42

43 **11.5: Fiscal Year**: The fiscal year of the Association shall run from January 1st through  
44 December 31st.  
45



