

**NEW RIVER/DESERT HILLS COMMUNITY ASSOCIATION, INC (NR-DHCA)**  
**BYLAWS (Adopted September 11, 2012)**

**ARTICLE I MISSION STATEMENT**

*Section 1.1. Mission Statement.* The New River/Desert Hills Community Association is dedicated to the preservation of our Community and its rural life style as reflected by the Maricopa County Land Use Plan, New River Planning Area, approved and adopted April 7, 1999.

**ARTICLE II OFFICES**

*Section 2.1. Principal Office.* The principal office of the corporation shall be in Maricopa County, Arizona.

*Section 2.2. The Transaction of Business.* The corporation may transact business at such other place or places within or outside of the State of Arizona as may be designated from time to time by the Board of Directors and such business may at those locations be transacted with the same effect as though done at the principal office.

**ARTICLE III MEMBERS**

*Section 3.1. Membership.* A membership in good standing is an individual, family, or organization that has paid annual dues to the NR/DHCA. NR/DHCA has two categories of membership.

- 1) Regular Membership – Has at least one member eighteen (18) years of age or older and is a(n):
  - Individual residing in the New River/Desert Hills area herein defined in Section 8.1, or
  - Family (a group of two or more persons residing at the same address in the New River/Desert Hills area, or
  - Business, organization, or corporation that owns business property in the New River/Desert Hills area.
- 2) Honorary Membership – Has at least one member eighteen (18) years of age or older but has no persons residing or owning property in the New River/Desert Hills area.

The Board retains the right at their sole discretion, to accept Regular Memberships that have no members residing or owning business property in the New River/Desert Hills area, if it is deemed to be in the best interests of NR/DHCA.

Members are accepted without regard to race, color, national origin, religion, citizenship, sex, age, physical ability, or other non-merit based factors.

*Section 3.2. Annual Dues.* The existence and amount of annual dues to be paid by members of the corporation may be established by the Board of Directors at the discretion of the Board. The Board may also determine collection and waiver procedures for such dues and any sanctions to apply for the failure by any member to pay such dues on a timely basis, to include, without limitation, a suspension of the right of any such member to vote, participate or be present at any meeting of the membership of the Corporation or termination of membership. Anyone joining after November 1<sup>st</sup> will be considered paid for the following year.

*Section 3.3.1 Regular Membership Voting Rights.* Each Regular Memberships in good standing shall be entitled to one vote on whether to concur on any amendment to the Articles of Incorporation, for the election of members to the Board of Directors, and changes in the bylaws. All other sanctions by or on behalf of the Corporation shall be under the executive control, authority, and direction of the Board of Directors, except as the Board, in its sole discretion may decide to have members vote on particular issues.

- Memberships can submit their vote by mail, facsimile, or other secure electronic method if received by stated deadline.
- Voting at meetings may be by a show of hands or voice vote of those present, or by written ballot as determined by the presiding officer.
- Proxy voting shall be permitted. Appointment of a proxy by a Regular Membership shall be made on a form adopted by the Board and submitted by electronic communications or by mail. Proxies submitted via electronic written communications (e.g. facsimile or email) shall be digitally signed and returned from the present member's electronic communications address on file with the Board of Directors.
- All valid proxies shall be executed according to the Constitution and State Laws of Arizona.

*Section 3.3.2 Honorary Membership Voting Rights*

- Honorary Memberships shall not be entitled to a vote on whether to concur on any amendment to the Articles of Incorporation, for the election of members to the Board of Directors, and changes in the bylaws.
- Honorary Memberships represented on a committee shall be entitled to one vote in committee meetings.

*Section 3.4. Special Meeting of Members.* Special meeting of members may be held any place within the State of Arizona upon the call of the President, Secretary, one-third of the members of the Board of Directors, or ten of the memberships of the corporation in good standing. Only such business as specified in the notice of any special meeting may be transacted at that special meeting.

*Section 3.5. Notice of Meetings.* Notice of each meeting of members, which shall state the place, day, hour of the meeting and the reason for the meeting, shall be given by the Board of Directors to the members.

- Notice of each meeting will be provided to members via the Corporation's website. The notice shall also be delivered by electronic written or voice communications (e.g., phone, facsimile or email) or, if an electronic communications is not possible, by US mail.
- Notice is given by electronic communications shall be deemed to be delivered upon successful transmission of the message. Notice given by US mail shall be deemed to be delivered three business days from being deposited in the United States mail. Any known delivery error shall be investigated.
- A notice of any meeting at which it is proposed to repeal, alter, or amend all or part of the Articles of Incorporation or Bylaws shall contain a full description of the proposed repeal, alteration, or amendment including the full text of any proposed additions or deletions to the Articles or Bylaws.

*Section 3.6. Quorum.* At any meeting of the members, the presence of 12 or more of the memberships shall constitute a quorum. In the absence of a quorum, the meeting shall be adjourned from time to time until a quorum can be present. At a duly organized meeting, members present can continue to do business until adjournment even though enough members withdraw from the meeting to leave less than a quorum.

*Section 3.7. Conduct of Meetings.* Meetings of the membership may be conducted in accordance with Robert's Rules of Order at the discretion of the presiding officer.

*Section 3.8. Membership Transfer Restriction.* No member shall have the right or power to transfer, pledge, sell, assign, or otherwise dispose of any right, title, or interest in or to membership in the corporation.

*Section 3.9. The Termination of Members.* Membership in the Corporation shall be forfeited whenever the Board of Directors of the Corporation, by a vote of two-thirds of its members, shall determine forfeiture is appropriate for good cause.

#### **ARTICLE IV BOARD OF DIRECTORS**

*Section 4.1. Number, Qualification and Election.* The Board of Directors of the Corporation shall consist of not less than five (5) persons and not more than eleven (11) persons. The total number of board members shall be an odd number. The number of directors may be increased or decreased by a majority vote of the full board of directors at any meeting called for that purpose.

- Each director must be a member in good standing as is defined for a Regular Membership in Section 3.1
- Shall be elected to serve for two years. There shall be no restriction of a Board member serving successive terms in office.
- Elections shall be held at the March annual meeting of the membership at which a quorum exists or the first successive membership meeting at which a quorum of eligible voting memberships exists.
- Openings on the Board shall be filled starting with the candidate receiving the highest number of votes on down until all vacancies are filled. See Section 3.1 Voting Rights.
- Board members shall be elected by a majority vote of the memberships present who are eligible to vote, except as otherwise provided herein.

*Section 4.2. Vacancies.* A vacancy on the Board of Directors for an un-expired term shall be filled by the Board of Directors from among regular of the Corporation for the balance of the vacating member's term of office. A member of the Board of Directors shall vacate his or her Board membership if that member is absent for more than three consecutive meetings without good cause. Good cause shall be within the sole discretion of a majority of the remaining members of the Board of Directors.

*Section 4.3. Powers and Duties.* It shall be the duty of the Board of Directors to:

- Direct the management of property and affairs of the Corporation.
- Exercise all corporate powers granted to the Corporation.
- Appoint the officers of the Corporation.
- Adopt the initial bylaws of the Corporation.
- Amend or rescind the Bylaws of the Corporation.
- Establish ad hoc and standing committees of the Corporation.
- Appoint committee chairmen.
- Either appoint committee members or to delegate such authority to the chairmen of each committee.
- Exercise the removal powers conferred by these Bylaws.

Generally, and without limitation, except as may be contained in the Articles of Incorporation and by these Bylaws, the Board shall have the general power and authority to operate, manage and control the concerns, affairs and business of the Corporation and shall operate the Corporation in a prudent and careful manner.

*Section 4.4. Resignation.* Any director may resign at any time by giving written notice of resignation delivered to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

*Section 4.5. Removal Powers.* Except as otherwise provided herein, the Board of Directors shall have the power and authority to remove any committee appointee or chairman, any officer or any director by a vote of a simple majority of the complete Board of Directors at any meeting called for that purpose or at any regular meeting of the Board of Directors where all members of the Board have been notified in written or electronic communications at least one week in advance of a proposal to vote on a removal. No removal action shall be taken by the Board of Directors until the appointee, officer or Board member has been advised of the specific charges for removal, given a reasonable time to prepare a response, and afforded a hearing before the Board of Directors.

*Section 4.6. Meetings.* Except as otherwise provided herein, meetings of the Board of Directors may be held at any time and at any place upon not less than three days' notice by the President, Secretary or by one-third of the members of the Board. Either before or after a meeting of the Board of Directors, a director may waive written notice of the meeting, and such waiver shall be deemed the equivalent of having received notice. Special emergency meetings may be held upon a minimum of twenty-four (24) hours notice to at least a quorum of the directors upon reasonable efforts to notify all Directors.

*Section 4.7. Quorum.* A simple majority of the current membership of the Board of Directors shall constitute a quorum. The concurrence of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be necessary to conduct the business of the Board, except as otherwise provided herein. Less than a quorum may adjourn the meeting to a later date, when the meeting may be held without further notice.

- The Board shall permit any or all members to participate in a regular or special Board meeting through the use of any means of communication by which all members participating may simultaneously communicate/interact during the meeting.
- A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

*Section 4.8. Voting.* At any meeting of the Board of Directors, each director shall be entitled to one vote. Proxies may not execute voting rights. Polling of the board using written electronic communications may be done to create a record of the voting on a particular issue.

*Section 4.9. Adjournments.* Any meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted thereat; other than by announcement at the meeting, at which the adjournment is taken shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

## **ARTICLE V OFFICERS**

*Section 5.1. Designation of Titles.* The titles of the officers of the corporation shall include, but not be limited to President, Vice President, Secretary, Treasurer, and such other officers as may be necessary or expedient for the proper conduct of the business of the corporation as may from time to time be determined by the Board of Directors. The same person may hold any two or more of such offices except those of President and Secretary and of Treasurer and Secretary. The Board of Directors may leave any office vacant indefinitely, so long as there is a President or a Vice President and a Secretary.

*Section 5.2. Selection, Term and Removal.* The Board shall elect officers annually at the first BOD meeting following the election of Directors at the Annual Meeting of the Membership.

*Section 5.3. Resignation and Vacancies.* Any officer may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office may be filled by the Board of Directors.

*Section 5.4. President.* The President shall preside at all meetings of the members and the Board of Directors. The President shall be the chief executive officer of the corporation, subject to the policies established by the Board of Directors.

*Section 5.5. Vice President.* The Vice President shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act unless otherwise restricted by the Board. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board.

*Section 5.6. Secretary.* The Secretary shall see that the minutes of all meetings of members, the Board of Directors, and all committees are kept and communicated to the webmaster and newsletter editor. The Secretary will assist the President as directed with correspondences, press releases, and other communications.

*Section 5.7. Treasurer.* The treasurer shall have general custody of all the funds and financial assets of the Corporation except such as may be required by law to be deposited with any state official and see to the deposit of the funds of the corporation at such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under the Treasurer's direction and supervision, and the Treasurer shall render financial reports to the President and directors at proper times. The Treasurer shall have charge of the preparation and filing of such financial and other reports and returns as may be required by law.

## **ARTICLE VI COMMITTEES**

*Section 6.1. General.* The Board of Directors may at any time designate standing or ad hoc committees having or exercising the authority or a portion of the authority of the Board of Directors in the management of the Corporation as the Board may deem advisable, may fix the terms and duties of such committees and may appoint and, pursuant to these Bylaws, remove their personnel. Members of such committees shall be Regular or Honorary Memberships of the Corporation.

*Section 6.2. Records of Committees.* Each committee will provide an oral or written report to the Board of Directors on activities and meetings undertaken. That report will be preserved with the minutes of the Board of Directors.

*Section 6.3. Notice of Committee Meetings.* The chair of the committee or the secretary of the corporation shall give notice of all committee meetings.

*Section 6.4. Resignation.* Any member of any committee may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors in accordance with these Bylaws may remove any member of any committee.

*Section 6.5. Vacancies.* A vacancy on any committee may be filled for the un-expired portion of the term in the same number in which original appointment to such committee is made.

Section 6.5. Vacancies. A vacancy on any committee may be filled for the un-expired portion of the term in the same number in which original appointment to such committee is made.

Section 6.6. Quorum. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of that committee.

**ARTICLE VII REPEAL, ALTERATION, OR AMENDMENT**

Section 7.1. Repeal, Alteration, or Amendment. These Bylaws may be amended or altered, or substitute Bylaws may be adopted only by the affirmative vote of a simple majority of the Directors at any regular or special meeting of the Board of Directors at which a quorum is present, provided that actual notice of the meeting, stating the proposed changes to the Bylaws, has been given. Any changes must be approved by the membership at the next general, special or annual membership meeting.

**ARTICLE VIII NEW RIVER/DESERT HILLS AREA**

Section 8.1. Definition. The area encompassed in the Maricopa County Land Use Plan, New River Planning Area with the exception of Anthem and lands within the Plan that have been annexed by Phoenix or Cave Creek.

**ARTICLE IX EFFECTIVE DATE**

Section 9.1. Effective Date. These Bylaws shall become binding and effective immediately upon their adoption by the Board of Directors.

**ARTICLE X CIVIL LIABILITY**

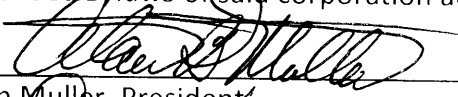
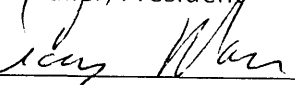

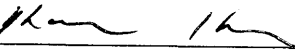
Section 10.1 Civil Liability. New River/Desert Hills Community Association, Inc. gives notice that all of its members, its Board of Directors, and anyone acting as a volunteer on behalf of the Board of Directors of the Corporation shall be held harmless from all civil liability except for actual gross negligence.

===== ADOPTION CERTIFICATION =====

Approved by the Board of Directors at the board meeting held June 26, 2012; and Adopted by the membership at the member meeting September 11, 2012.

We, the undersigned, do hereby certify,

That each of us is a duly elected officer of the New River/Desert Hills Community Association, Inc., and that the foregoing *Bylaws*, consisting of six pages, including signature page, constitute the amended *Bylaws* of said corporation adopted on September 11, 2012.

 _____ Alan Muller, President	<u>9/11/12</u> Date
 _____ Terry Marron, Vice President	<u>9/11/12</u> Date
 _____ Jerry Knorr, Secretary	<u>091112</u> Date
 _____ Kara Knorr, Treasurer	<u>9-11-12</u> Date