

**BYLAWS OF THE
MOON VALLEY NEIGHBORHOOD ASSOCIATION, INC.**

ARTICLE I: DEFINITIONS

Section 1. “Association” shall mean and refer to the Moon Valley Homeowners Association, a nonprofit corporation organized and existing under the laws of the State of Arizona.

Section 2. “Homeowner” shall mean the owner of a dwelling within the geographic area described in Article III of the Association’s Articles of Incorporation.

Section 3. “Resident” shall mean the current person who resides in a dwelling within the geographic area described in Article III of the Association’s Articles of Incorporation.

ARTICLE II: LOCATION

The principle office of the Association shall be Maricopa County, Arizona and located at the premises of the then current president of the Association.

ARTICLE III: MEMBERSHIP

Section 1. Every person who is an owner of a fee or who holds a grantee’s interest in an agreement for sale on which a home has been constructed and in which such person resides for a period of thirty (30) days or more during the calendar year shall be eligible for membership in the Association. Only one resident of the home is eligible for membership in the Association and each home shall have one vote.

Section 2. If a home is being leased to a resident who is not the home owner, the membership in the Association may be transferred to the resident, provided the resident has resided in the home for a period of thirty (30) days. Only one resident of the home is eligible for membership in the Association and each home shall have one vote.

Section 3. The Association, by majority vote of its membership, may provide for reasonable dues or assessments to be paid by its members for purposes of operating and financing the objectives of the Association. The primary objective of the Association shall be the protection and improvement of the properties located in Moon Valley, including the right of the Association to own or improve public properties or to provide for the maintenance or beautification of public properties in the area. The failure of any member to pay dues or assessments properly authorized by the Association shall result in the suspension of said member during the period when the assessments remain unpaid, including the forfeiture of said member’s voting rights.

ARTICLE IV: ASSOCIATION PURPOSES AND POWERS

Section 1. The Association has been organized for the purpose of the protection and improvement of residential properties in the Moon Valley Neighborhood.

Section 2. The Association may, by three-fourths vote of its membership present at a special meeting called for such purpose, extend its membership privileges to adjoining properties or to consolidate or merge with other associations performing similar functions or organized for the same purposes for residential owners or adjoining properties; provided, however, that written notice shall be mailed at least thirty (30) days in advance of a special meeting of members and shall set forth the purpose of said meeting.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of up to eleven (11) Directors, who shall be members of the Association. Each Director shall hold office for a term of three (3) years or until released by a majority vote of the current Board or until the election of their successor.

Section 2. Vacancies in the Board of Directors shall be filled by the remaining Directors, any such appointed Director to hold office until a successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

ARTICLE VI: ELECTION OF BOARD OF DIRECTORS

Section 1. Election of the Board of Directors shall be undertaken at the annual meeting each year by written ballot as hereinafter provided. Each member shall have as many votes as there are directors to be elected. The names receiving the largest number of votes shall be elected. If the number of nominees for the Board is less than or equal to the number of vacant seats, a voice vote requiring a majority vote of its membership present shall be taken, instead of a written ballot, confirming the election of the member(s) to the Board.

Section 2. Nominations for election to the Board of Directors shall be made by a nominating committee, which shall be one of the standing committees of the Association.

Section 3. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the president of the Association prior to the annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at such annual meeting.

Section 4. The nominating committee shall make as many nominations for the election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. All nominations shall be made from among members of the Association, as defined in Article III, Section 1 of these Bylaws.

Section 5. If the election of the Board of Directors is made by written ballot, the ballots shall be delivered to the current secretary of the Board of Directors for tabulating. The secretary shall count and announce the results of the election to the members at each annual meeting.

Section 6. The Board of Directors may appoint any member of the Association, as defined in Article III, Section 1 of these Bylaws, to temporarily fill an empty seat on the Board at any time. The temporary Board member shall be nominated and elected at the next annual meeting after their appointment as outlined in Section 1 of this Article.

ARTICLE VII: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the power:

- (a) to call special meetings of the members whenever it deems necessary, and it shall call a meeting at any time upon written request of one-fourth of the voting membership;
- (b) to elect all officers and authorize the employment of agents or employees of the Association, and if such agents or employees' activities are authorized by the membership, fix their compensation and require of them such security or fidelity bond as it may deem expedient;
- (c) to establish, levy, assess and collect dues or assessments authorized, as provided by Article III, Section 2;
- (d) to exercise for the Association all powers, duty and authority vested in or delegated to this Association, except those reserved to the meeting or to members in these Bylaws.

ARTICLE VIII: DIRECTOR'S MEETING

Section 1. Meetings of the Board of Directors shall be held at the request of the president.

Section 2. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) directors after not less than three (3) days' notice to each director.

Section 3. The transaction of any business of any meeting of the Board of Directors, however called or noticed or whenever held, shall be valid as though made at a meeting duly held after regularly called and noticed, if a quorum is present.

ARTICLE IX: OFFICERS

Section 1. The officers shall be a president, a vice-president, a secretary and a treasurer. All of these officers shall be members of the Board of Directors.

Section 2. The officers shall be chosen by majority vote of the Board of Directors.

Section 3. All officers shall hold office at the pleasure of the Board of Directors.

Section 4. The president shall preside at all meetings of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried out.

Section 5. The vice-president shall preside at all meetings of the Board of Directors and perform all of the duties of the president in their absence.

Section 6. The secretary shall be ex-officio the secretary of the Board of Directors, shall record the votes and keep minutes of all proceedings in a database to be kept for that purpose, shall sign all certificates of membership, shall keep records of the Association, and shall record in a database kept for that purpose the names of all members of the Association, together with their addresses as registered by such members.

Section 7. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business adopted by the Board. The treasurer shall sign all checks of the Association for amounts up to five thousand dollars (\$5000.00) and shall get approval from the Board of Directors for all checks of the Association which exceed five thousand dollars (\$5000.00).

ARTICLE X: COMMITTEES

Section 1. The standing committees of the Association shall be the nominating committee, the social committee, the planning and development committee, the exterior Christmas decoration committee, the deed restrictions committee, the communications committee, and the special projects committee.

Section 2. The president may appoint such other committees as from time to time are required for the business or projects of the Association.

Section 3. Each committee shall consist of a chairman and two (2) or more members and shall include a member of the Board of Directors for Board contact. All committees shall be appointed by the president of the Association.

Section 4. The nominating committee shall have the duties and functions described in Article VI.

Section 5. The planning and development committee shall bring to the attention of the Board or the membership any construction projects or situations which it feels are detrimental to the area, or which it feels are necessary for the improvement and maintenance of the area, and shall advise the Board of Directors of projects and activities which it feels are in the best interest of the members and should be undertaken by the Association.

Section 6. The social committee shall plan and provide social activities for the membership.

ARTICLE XI: MEETING OF MEMBERS

Section 1. The regular annual meeting of the membership shall be called at the discretion of the Board of Directors.

Section 2. Special meetings of the members for any purpose may be called at any time by the president, vice-president, the secretary or treasurer, or by any two (2) members of the Board of Directors,

or upon written request of the members who have a right to vote one-fourth of all the votes in the membership.

Section 3. Notice of any meeting shall be given to the members by the secretary. Notice may be given to the members by sending a copy of the notice through the mail to the address appearing on the books of the corporation or via electronic mail to the email address appearing on the books of the corporation. Unless otherwise specified in these Bylaws, notice of any meeting, regular or special, shall be given at least six (6) days in advance of the meeting.

Section 4. The presence at the meeting of members entitled to cast or of proxies entitled to cast, one-tenth of the votes of membership who have paid their annual dues shall constitute a quorum for any action covered by these Bylaws.

ARTICLE XII: PROXIES

Section 1. At all meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the secretary. No proxy shall extend beyond a period of eleven (11) months and every proxy shall automatically cease upon sale or conveyance by the member of his home or property.

ARTICLE XII: BOOKS AND PAPERS

Section 1. The books, records, and papers of the Association shall be subject to the inspection of any members through a written request to the current secretary of the Board. The secretary shall provide the requested records within five (5) business days of the date of the written request.

ARTICLE XV: AMENDMENTS

Section 1. The Bylaws may be amended at a regular or special meeting of either the Board of Directors or members of the Association by a vote of a majority of a quorum of members present in person or by proxy. Members may propose amendments at any time to the Board of Directors or at regular meetings of the Association.

These Bylaws duly adopted and approved at a meeting of the Board of Directors held on the 13th day of September, 1994.

These Bylaws were duly amended and approved at a regular meeting of the Board of Directors held on the 13th day of January, 2016.

These Bylaws were duly amended and approved at a regular meeting of the Board of Directors held on the 10th day of May, 2017.