

MEADVIEW CIVIC ASSOCIATION

BY-LAWS

AMENDED AND RESTATED MAY 27, 2013

THESE BY-LAWS SUPERSEDE ALL PREVIOUS BY-LAWS

ARTICLE I

DEFINITIONS

SECTION 1. DEFINITIONS. When referred to in these By-Laws the following definitions shall apply.

SECTION 2. ASSOCIATION. Association shall mean the Meadview Civic Association, Incorporated community of Meadview, Mohave County, Arizona.

SECTION 3. DEVELOPMENT. The development is that real property situated in the unincorporated community of Meadview, Mohave County, Arizona.

SECTION 4. LOT. Lot shall mean any plot of land shown upon a recorded subdivision map for, or in respect to, the development, or any portion of it, and in respect to which there is recorded a Declaration of Restrictions or an adoption and affirmation form subjecting the plot of land to assessments of the Association.

SECTION 5. OWNER. Owner shall mean any legal entity owning a lot.

SECTION 6. MEMBER. Member shall mean and include regular and social members as further defined in Article II.

SECTION 7. DEVELOPER. Any legal entity that acquires undeveloped land and sub-divides it into smaller parcels.

SECTION 8. FISCAL YEAR. Shall begin January 1 and terminate December 31 of each year.

SECTION 9. BOARD. Shall mean the duly elected or appointed Board of Governors of the Meadview Civic Association, Inc.

SECTION 10. RESIDENT. Shall mean a person who maintains his/her domicile on a lot as described in Article III Section 1 (i).

ARTICLE II

MEMBERSHIP

SECTION 1. MEMBERS. The membership of the Association shall consist of regular and social member. A regular member is one who has satisfied the requirements of Article II Section 2; a social member is one who has satisfied the requirements of Article II Section 8.

SECTION 2. QUALIFICATIONS. Persons owning real property in the development shall be eligible for membership. Person owning non-membership real property may become eligible for membership by paying both the initial fee and the annual assessment and by filing an adoption and affirmation form with the Mohave County recorder, thus permanently changing the status of that lot to a membership lot. A sub divider of real property in the development, who holds lots for sale shall not be eligible for membership on those lots held primarily

for sale. Where two or more persons are joint owners of real property, as joint tenants or as tenants in common or under community property, each such owner shall be eligible for membership provided there shall be only one vote or one signature for each lot. A member in good standing shall have one vote or one signature for each membership lot.

Whenever a member ceases to own real property in the development, he shall automatically be dropped from membership roll of the Association. Termination of membership shall not release any right or lien for annual assessments the Association may have against the real property of the person whose membership is terminated. When acquired, membership shall be a right appurtenant to the ownership of real property in the development and, should a member dispose of the real property, by sale, operation of law or otherwise (except by forfeiture for non-payment of its original purchase price). That membership shall be transferred to the person or persons, succeeding to ownership.

Should a member dispose of less than all of the real property, in respect to which the initial fee has been paid the person or persons, succeeding to ownership of each lot shall become a member (without payment of the initial fee).

If a membership lot should be divided into two or more lots, each of the newly created lots shall be membership lots and subject to the annual assessment.

Should a member, because of non-payment of the original purchase price, forfeit real property, or a portion thereof, in respect to which the initial fee has been paid, a subsequent owner of real property shall become a member only upon payment of initial fee.

SECTION 3. ASSESSMENTS AND DUES. The initial fee and the annual assessment are levied for the purpose of acquiring a fund for the construction, improvement, and maintenance of the facilities of the Association, and to provide for the use and enjoyment of the members.

Social Members' dues (Article II, Section 8) is required to assist in defraying current operating costs and maintenance of the facility.

Upon acquiring a lot, the buyer (s) shall pay an initial fee, (except under conditions stated in Article II, Section 2, Paragraph 3) determined by the Board of Governors to be in effect at the time. Should more than one lot be acquired, the initial fee shall be paid for each lot. Upon completing the acquisition of a lot (s) the initial fee must be paid to the Association. Once the initial fee has been paid (except as provided in Article II Paragraph 5) it need not be paid again.

Every membership lot shall be assessed with the payment due on January 31 of each year. Said assessment, if not paid by the due date shall constitute a charge on the lot and shall be a continuing charge until paid. The annual assessment shall not be refundable. A member may neither waive nor otherwise avoid responsibility for an annual assessment.

The assessment shall be, in addition, the personal obligation of the owner (s) of the lot (s) at the time due. The personal obligation shall not pass to a successor entitled unless expressly stated in writing.

Should an outstanding balance not be paid within 30 days of the due date, **a late fee set by the MCA Board. The Association may assign an unpaid balance account to a collection agency. In addition to the unpaid balance all collection fees will be assessed to the unpaid balance.** The Association may bring an action at law against the person(s) obligated to pay the annual assessment by filing a lien against the lot (s) in favor of the Association. Such lien shall be continuing until paid. Should the annual assessment remain delinquent, the Association may institute foreclosure proceeding to protect its interest. The prevailing party in an enforcement or foreclosure of lien action shall be entitled to reasonable attorney's fees and costs.

The assessment lien as filed shall be subordinate only to institutional mortgages or trust deeds so recorded.

A sale or transfer of a lot(s) shall not affect the annual assessment charge or lien. At the time of title transfer, the delinquent assessment or lien must be satisfied in which event the Association will execute a release of the charges or lien.

SECTION 4. RIGHTS AND PRIVILEGES. A member shall have no vested right, interest, or privilege in, or to the assets, functions, affairs, or franchises of the Association, or any right, interest or privilege which is, of itself, transferable or inheritable, or which continues after his membership ceases.

Use of the facilities is a privilege, not a right, and may be temporarily or permanently suspended by the Board of Governors as provided in Article III, Section 14.

SECTION 5. ADMISSION TO MEMBERSHIP. Upon acquiring a lot and payment of the initial fee, (Article II, Section 3, Paragraph 2) a person shall be a member, provided a person, (except as otherwise provided in Article II, Section II Paragraph 5) acquiring a lot in respect to which the initial fee has been paid, shall be a member upon its acquisition.

Should a person own or acquire real property in the development, other than real property in respect to which there is recorded a Declaration of Restrictions referring to the Association, he shall become a member upon payment of the initial assessment and execution of any instruments or document, including a Declaration of restrictions or a document of similar import necessary or appropriate to subject the real property to the lien of the annual assessment and to these By-Laws.

SECTION 6. CERTIFICATE OF MEMBERSHIP. Each membership lot shall be issued a Certificate of Membership certifying that membership. The Certificate shall be signed by the president and the Secretary of the Association.

Certificates of Membership shall be numbered and registered to correspond to the real property to which they relate and, on the Association's record of each certificate, there shall be entered the name of the person holding the certificate, the date of issuance and a lot number. Each Certificate of Membership shall be valid only when held by and registered in the name of a Member of the Association; shall be subject to the By-Laws then made and which may thereafter be made; and such By-Laws shall be considered and shall be an essential part of the Contract between the Association and the member holding the certificate.

Upon a member's disposition of real property in the development, the Certificate of Membership is void. A disposition (except by forfeiture) of the real property shall not be completed until a new Certificate of Membership has been issued to the person or persons succeeding to ownership. The Board of Governors may establish a reasonable charge for the transfer and re-issuance of a Certificate of Membership.

Should a Certificate of Membership be lost, it shall be replaced upon the filing of an affidavit with the Secretary explaining the lost. The payment of a reasonable charge, as established by the Board of Governors, shall defray the cost of replacing the Certificate.

No Membership or Certificate of Membership may, be sold, assigned or transferred.

SECTION 7. MEMBERS IN GOOD STANDING. A member shall be in good standing, when all lots owned for which the current and all delinquent assessments have been paid.

SECTION 8. SOCIAL MEMBERSHIPS. A Social Member is a resident of the Meadview area, but does not own property upon which membership in the Association is available, and who desires to participate in the social aspect/functions of the Association.

Social membership is obtained by applying to the Board of Governors for Membership, and by paying the annual dues upon being accepted. Dues shall not be prorated nor refunded.

The Board may accept or reject a social membership at any time for any reason. Once accepted, said membership is valid until further Board action.

A Social Member shall be subject to the same use and restrictions of the facility as a Regular Member.

A Social Member shall have no right to vote or petition in the affairs of the Association.

ARTICLE III

BOARD OF GOVERNORS

SECTION 1. NUMBER OF MEMBERS. The business and affairs of the Association shall be managed and controlled by an elected Board of Governors which shall consist of not less than three (3) members nor more than twenty-five (25) members who shall be members of the Association in good standing. The Board of Governors shall elect from their members a President, First Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

SECTION 1. (i) Candidates must be permanent residents of Meadview, Arizona for a period of one (1) year on their Deeded MCA Membership Lot immediately preceding declaration of their intention to run for the Board of Governors and continuing during their entire term. located within Meadview in any of the following units: Meadview Highlands, Meadview Valley Unit 1, Meadview Terrace Unit 2, Meadview Knolls, Meadview Valley Unit 2, Meadview Foothills, Meadview City Center, Meadview Unit 1, Meadview Unit 2, Meadview Terrace, Meadview

Country Estates, Meadview Unit 8, Meadview Unit 5, Meadview Unit 4, Meadview Unit 3, Meadview Unit 9, Meadview Unit 6, and Meadview Unit 7.

SECTION 1. (ii) Candidates and members of Committees and Board Members in good standing (as defined in Article II Section 7) as to each and every lot in which such candidates or member holds any interest.

SECTION 1. (iii) A Candidate is ineligible to serve on the Board of Governors if the candidate has a family member on the Board of Governors of the Association living in the same household.

SECTION 1. (iv) A candidate is ineligible to serve on the Board of Governors if the candidate has a family member employed by the Association.

SECTION 2. PRESIDENT. Subject to the direction of the Board of Governors, the President shall preside at all meeting of members and of the Board of Governors. The President shall sign on behalf of the Association, all conveyances, mortgages and contracts, and shall do and perform all other duties as may be assigned by the Board of Governors. The President shall be an officio member of all committees. The position of President maybe held by the same person for only two (2) consecutive one (1) year terms plus a partial year prior to the (2) 1 year terms, if elected mid-term. After one year passes that person will be eligible to be elected president again under the terms of the position of President.

SECTION 3. FIRST VICE-PRESIDENT. At the request of the President, or in the event of the President's absence or disability, the First Vice-President shall perform the duties, possess and exercise the powers of the president, and shall perform other duties as may be assigned by the Board of Governors.

SECTION 4. SECOND VICE-PRESIDENT. In the absence or disability of the First Vice-President, the Second Vice-President shall perform the duties of the First Vice-President, and perform other duties as may be assigned by the Board of Governors.

SECTION 5. SECRETARY. The Secretary shall record the minutes of all proceedings of the Board of Governors and the minutes of the members' meetings in books and on magnetic tapes provided by the Meadview Civic Association. The Secretary shall have custody of the Meadview Civic Association Corporate Seal and such records as the Board of Governors may direct; may sign necessary documents with the President according to Article III, Section 2, and shall perform all duties incident to the office, under direction of the Board of Governors.

SECTION 6. ASSISTANT SECRETARY. The Assistant Secretary shall aid and assist as directed by the Secretary and shall perform other duties as may be assigned by the Board of Governors.

SECTION 7. TREASURER. The treasurer shall have custody of all receipts, disbursements, funds and securities of the Association, and shall design and purpose an operating budget for the forthcoming year and shall perform all other duties incident to the office of Treasurer, under the direction of the Board of Governors.

SECTION 8. ASSISTANT TREASURER. The Assistant Treasurer shall aid and assist as directed by the Treasurer and shall perform other duties as may be assigned by the Board of Governors.

SECTION 9. ANNUAL, REGULAR, AND EXECUTIVE MEETINGS. Annual Meetings shall be scheduled as prescribed in the Articles of Incorporation. Immediately after the conclusion of the Annual Membership Meeting and election procedures, there will be a meeting of the newly formed Board of Governors to elect officers for the following year.

Regular meetings shall be scheduled for the second Saturday of each month in the Meadview Civic Association's Facility. No special notice shall be required for Annual and Regular Meetings of the Board of Governors.

Executive Meetings of the Board of Governors may be called by the President or three (3) members of the Board for any time and place, provided reasonable notice of such meetings shall be given to each member of the Board before the time appointed for such meetings.

SECTION 10. QUORUM. The Governors shall act only as a Board and no individual Governor shall

have the power as such. A majority of the Governors in the office at any time shall constitute a quorum for the transaction of business. The act of the majority of the Governors present at any meeting where there is a quorum shall be the act of the Board of Governors.

SECTION 11. ORDER OF BUSINESS. The Board of Governors may determine the order of business at its meetings.

SECTION 12. CHAIRPERSON. At all meetings of the Board of Governors the President, or in his/her absence, the First Vice President or the absence of all three, a chair person chosen by the Governors present shall preside.

SECTION 13. TERMS OF MEMBERS OF THE BOARD. The number of members elected to the Board each year shall be that number to bring the total members to the level prescribed by the Board of Governors. The term of office for Board Members shall be three (3) except in those instances when a Board Member has resigned. Then a new Board Member will be elected at the next annual meeting to serve the remainder of the term of the member who resigned. Terms have been appropriately staggered to reflect a constancy of personnel of the Board at any time. (See exception, Sect. 18)

SECTION 14. POWERS. All powers of the Association, except as otherwise provided in these By-Laws, shall be hereby vested in and shall be exercised by the Board of Governors.

SECTION 15. LIMITATION OF POWERS. The Membership, as a whole must restrict the Board of Governors in passage or denial of certain proposals. The passage or denial of these proposals will be determined by the majority of votes, cast by ballot, at an Annual or Special Membership Meeting called for that purpose. Therefore, the following powers will remain with the whole membership.

- (i) Expenditures of unbudgeted monies in excess of ten thousand dollars (\$10,000.00) annually.
- (ii) The increasing of annual assessments or levying of special assessments.
- (iii) All new construction or refurbishment of existing buildings in excess of ten thousand dollars
- (iv) Purchasing of Capital Equipment.
(\$10,000.00).
- (v) Propose a negative cash flow budget.
- (vi) A Member of the Board of Governors shall not vote on any action before the Board, in which the member may have a conflict of interest.
- (vii) Except that the fund designated as reserve or contingency may be used for the protection of the Association and/or its assets in the event of an emergency. Such use of designated funds must be approved by the majority vote of the Board of Governors present at a regular Board Meeting.
- (viii) The MCA By-Laws cannot be revised by the Board of Governors. Any revisions must be voted on by the membership at the Annual Election or a Special Election called for by the Board of Governors. All members will be individually notified of the proposed revisions.

SECTION 16. ANNUAL REPORT. The Board of Governors at the close of the Association's fiscal year, shall submit an annual report of the financial transactions and property status to be published in the March/April edition of the Meadview Monitor and read at the Annual Membership Meeting.

SECTION 17. RESIGNATION. A Member of the Board of Governors may resign verbally or in writing. All resignations submitted in writing must be read at the next regular Board Meeting.

SECTION 18. VACANCIES. Whenever a vacancy in membership of the Board occurs, the remaining members of the Board shall have the power, by the majority vote, to select a qualified member of the Association to serve until the next annual election. At that time, after the full term offices have been satisfied, the person(s) receiving the next highest votes will be elected to fill any unexpired term.

SECTION 19. SUSPENSION/REMOVAL. Any member of the Board of Governors may be suspended from the Board of Governors by the affirmative vote of the majority of the entire Board or removed by the members authorized to elect Board Members at any annual or social meeting called for that purpose; for nonfeasance, malfeasance; or misfeasance; for conduct detrimental to the interest of the Association; for lack of

sympathy with its objectives; or refusal to render reasonable assistance in carrying out its purposes. The Board Member proposed for suspension shall be entitled to at least five (5) days' notice of the meeting at which time such suspension is to be voted upon and shall be entitled to appear before, and heard at such meeting. A Board Member will be automatically removed from the Board after missing 2 consecutive monthly meetings, that were not approved by the Board of Governors.

SECTION 20. COMPENSATION. The Board of Governors of the Association shall serve as Board Members without compensation.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. There shall be an annual meeting of the members of the Association in the facilities of the Association on the Saturday immediately preceding Memorial Day each year at 10:00 o'clock A.M. for the transaction of business as may come before the meeting; however business that affects the total membership must be conducted only after all members in good standing have been individually notified thirty (30) days prior to such a meeting, according to Article IV, Section 4. At the Annual Meeting, the election of the Board of Governors, any voting results of By-Law changes and any assessment increases will be considered final as voted upon at that time. No special notice shall be required for an annual meeting.

SECTION 2. ELECTION OF BOARD OF GOVERNORS. At the June meeting following the annual membership meeting of each year, the Board of Governors will appoint one member from among them to serve as chairperson of an Electoral Board. This member will be responsible to form a minimum five-member board of volunteers from the voting membership. This Electoral Board shall accept a slate of candidates for the Board of Governors for the following annual meeting, prepare materials for the election, provide information for publication in the March/April issue of the Meadview Monitor, official publication, conduct and be responsible for the election and report on the outcome to the Board of Governors. ~~Nominations may also be accepted from the floor at the annual meeting provided the candidates consent and is eligible to accept in person.~~ The Electoral Board shall open the ballot box after the poll is closed and tally all ballots. The Chairperson shall announce the outcome of the tally immediately following the count and provide the information to be published in the Meadview Monitor.

SECTION 3. VOTING. At the annual meeting or by absentee ballot each member will be entitled to cast one vote per each lot in good standing for each Board Member to be elected and to cast one vote per each lot in good standing for each other matter presented for a vote of the membership. Where two or more members are joint owners of a lot or lots, they may determine, between themselves, who shall cast the vote or votes. Where a corporation, partnership or trust is a member they shall designate the persons to cast the vote or votes of the entity. Members shall vote by ballot upon verification of eligible to vote, assessment of member lots shall be paid at least five (5) days prior to the annual meeting.

Absentee ballots containing the list for candidates and for each other matter presented for a vote of the membership will be provided those voting members requesting them. Each request for an absentee ballot shall be to the Secretary of the Association. Upon receipt of each request, eligibility to vote shall be verified with an appropriate number of ballots mailed to the requestor. Ballots must be returned to the Secretary of the Association in a provided envelope ~~signed by the voting member.~~ All absentee ballots must be received by the Secretary by the close of the last business day prior to the annual meeting. Upon receipt the sealed envelope with the absentee ballot showing the identity of the voter shall be logged in and place in a locked ballot box without removal of the absentee ballot inside. On Election day, the Election Committee will remove the ballot from both envelopes for accounting purposes. Those candidates receiving the greatest number of votes cast shall be elected. In the event of a tie between two or more persons, such tie shall be broken in such a manner as those persons agree upon or in the failure to agree, by vote of the members of the sitting Board of Governors. There shall be no electioneering within one hundred (100) yards of polling place. Voting hours shall be from the conclusion of the Annual Meeting to two (2:00) P.M.

SECTION 4. SPECIAL MEETINGS. Special Meetings of the voting members shall be held whenever called by the Board of Governors or by one-tenth (1/10) of the total voting members. Notice of each special meetings, starting the time, place, and in general terms, the purpose or purposes for such meeting, shall be sent by mail to the last known address of all members at least thirty (30) days prior to the meeting. Voting, absentee ballots and eligibility for voting shall be determined in the same manner as provided in Article IV, Section

3 as if the special meeting were an annual meeting.

Members calling for a special meeting as allowed by this Section for issue(s) which has (have) been voted upon by the membership at the last annual meeting or at any special meeting within the last year shall be required to post a cash bond or deposit in favor of the MCA for the projected amount of the out-of-pocket cost of the ballots and voting required by the special meeting. If the vote of the membership on the previously decided issue is reversed, then the entire cost of the special meeting vote shall be paid by the MCA, including the cost of any bond. If any vote of the special meeting fails to reverse the vote of the membership on the previously decided matter, the actual out-of-pocket cost of the MCA to hold the special meeting vote shall be removed from the bond or deposit and the remaining funds shall be tendered back to the members requesting the special meeting.

SECTION 5. MAJORITY RULE. The opinion of the Members indicated by the majority of votes, cast by ballot, shall be the opinion of the full membership of the Association and will carry or deny any election or proposal.

ARTICLE V

USE OF FACILITIES

SECTION 1. The Board of Governors may prescribe rules and amount paid, if any in respect to persons desiring to use the facilities of the Association. Any event open to the public must have prior approval from the Board of Governors.

ARTICLE VI

LOSS OF PROPERTY OR PERSONAL INJURY

SECTION 1. PROPERTY. Neither the Board of Governors nor membership of the Association shall be liable or responsible for the destruction, loss or damage to the property of any member, the guest of any member, visitor or other person involved in activities or use of the facility of the Association.

SECTION 2. INJURY. Neither the Board of Governors nor the membership of the Association shall be liable or responsible for injury to or death of any person involved in activities or use of the facilities of the Association.

ARTICLE VII

AGENTS AND REPRESENTATIVES

SECTION 1. The Board of Governors may appoint and hire such agents, representatives, employees, managers, and other person, with such powers and to perform such act or duties on behalf of the Association, as the Board of Governors may see fit and as are consistent with these By-Laws.

ARTICLE VIII

COMMITTEES

SECTION 1. The Board of Governors shall appoint from its members chairpersons of committees, including, but not limiting to, architectural, by-laws, and budget & finance. The chairperson of each committee will appoint members to serve on the committees subject to approval of the Board of Governors.

SECTION 2. Committees shall advise and aid the Board of Governors and the Board shall have the power to contract for and pay any member of a committee rendering unusual or exceptional services to the Association, compensation appropriate to the value of such services.

SECTION 3. The By-Laws Committee shall recommend to the Board of Governors the proposed

changes to the by-laws which, in turn, shall be presented to the voting members at the annual meeting. The proposals will be published in the March/April issue of the Meadview Monitor, the official publication of the Association.

SECTION 4. The Budget & Finance Committee will work with the Treasurer to submit a recommended budget to the Board of Governors prior to the regular meeting in October of each year. The approved budget will be published in the November/December issue of the Meadview Monitor, the official publication of the Association.

ARTICLE IX

SECTION 1. No member, Governor, officer, employee or any other person connected with the Association, or any other private individual, shall receive at any time any of the net earnings, or pecuniary profits of the Association; provided that this shall not prevent payment of reasonable compensation for services actually rendered in effecting any of its purposes as shall be fixed by the Board of Governors. All members of the Association shall be deemed to have expressly consented and agreed that upon dissolution, whether voluntary or involuntary, the assets of the Association shall be distributed, after all debts have been satisfied in accordance with the Articles of Incorporation.

ARTICLE X

NOTICE

SECTION 1. NOTICE. Whenever, according to these By-Laws, notice shall be required to be given to any member or Governor, it shall be construed to mean personal notice, but such notice may be given in writing by depositing the same in the Post Office, postage prepaid, addressed to such member or Governor at as the address appear on the records of the Association, and the time when such notice is mailed shall be deemed the time of giving such notice.

SECTION 2. WAIVER OF NOTICE. Any notice required to be given by these By-Laws may be waived by the person entitled thereto.

ARTICLE XI

CORPORATE SEAL

SECTION 1. SEAL. The corporate seal shall have engraved thereon the following: “**MEADVIEW CIVIC ASSOCIATION, INC.** Incorporated, Arizona 1970”. It shall remain in the custody of the Secretary of the Association and shall be affixed to all Certificates of Membership of the Association and to all instruments in writing requiring a corporate seal for complete execution. An impression of the seal is to be affixed to these By-Laws.

President

Secretary