



Payson Pines Homeowners Association, Inc.

BY-LAWS

Association Governing Documents of Operation

Revised May 28, 2021

**PAYSON PINES HOMEOWNERS ASSOCIATION
INDEX TO BY-LAWS**

	<u>Page No.</u>
ARTICLE 1 GENERAL PROVISIONS	
1.1 Principal Office	1
1.2 Defined Terms	1
1.3 Conflicting Provisions	1
1.4 Corporate Seal	1
1.5 Designation of Fiscal Year	1
1.6 Books and Records	1
1.7 Amendments	1
1.8 Indemnification	2
ARTICLE 2 MEETINGS OF MEMBERS	
2.1 Annual Meeting	2
2.2 Special Meetings	2
2.3 Notice of Meetings	2
2.4 Voting	2
2.5 Quorum	3
2.6 Method of Voting	3
2.7 New Business	3
ARTICLE 3 BOARD OF DIRECTORS	
3.1 Number and Qualifications	3
3.2 Nominations and Elections	3
3.3 Term of Office	3
3.4 Removal	3
3.5 Compensation	4
3.6 Vacancies	4
3.7 Meetings	4
3.8 Action Taken Without a Meeting	5
3.9 Powers and Duties	5
3.10 Managing Agent	6
ARTICLE 4 OFFICERS AND THEIR DUTIES	
4.1 Enumeration of Officers	6
4.2 Election of Officers	6
4.3 Term of Office	6
4.4 Special Appointments	6
4.5 Resignation and Removal	7
4.6 Vacancies	7
4.7 Multiple Offices	7
4.8 Powers and Duties	7
4.9 Compensation	7
ARTICLE 5 COMMITTEES	
5.1 Committee Composition	8
5.2 Architectural Review Board (ARB)	8
5.3 Property Committee	9
5.4 Welcoming Committee	9
5.5 Entertainment Committee	9
5.6 Firewise Committee	10
5.7 Other Committees	10
CERTIFICATION	11

ARTICLE 1 - GENERAL PROVISIONS

1.1. Principal Office. The principal office of this Association shall be located at the place as is designated in the Articles of Incorporation or such other place as the Association designates from time to time in accordance with the Arizona statutes governing nonprofit planned community corporations, but meetings of Members and directors may be held at such other place within the State of Arizona as may be designated by the Board of Directors.

1.2. Defined Terms. Capitalized terms used in these By-Laws without definition shall have the meanings specified for such terms in the Declaration.

1.2.1. Association. “Association” shall mean and refer to the Payson Pines Homeowners Association, an Arizona nonprofit corporation, referred to as Payson Pines. It is created pursuant to a declaration to own and operate portions of a planned community and has power under that declaration to assess Association Members to pay the costs and expenses incurred under the Association’s obligations under the declaration.

1.2.2. Board. “Board” shall mean and refer to the Board of Directors of the Association.

1.2.3. Director. “Director” shall mean a member of the Board of Directors, elected or appointed in accordance with these By-Laws and Arizona State law.

1.2.4. Declaration. “Declaration” shall mean the Revised, Restated and Consolidated Declaration of Easements, Covenants, Conditions and Restrictions for Payson Pines, recorded at Fee No.2000-4475 records of Gila County, Arizona as amended from time to time.

1.2.5. Planned Community. “Planned Community” means any real estate development that includes real estate owned and operated by a nonprofit corporation that is created for the purpose of managing, maintaining, or improving the property in which the owners of separately owned lots are mandatory Members and are required to pay assessments to the Association for these purposes.

1.2.6. Community Governing Documents. “Documents” means the Declaration, By-Laws, Articles of Incorporation and Rules generated by the Association to govern the Association.

1.3. Conflicting Provisions. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control. Rules are developed and used to document and define Member responsibilities within the Association.

1.4. Corporate Seal. The Payson Pines Homeowners Association may have a seal or logo in a form approved by the Board of Directors.

1.5. Designation of Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except as otherwise designated by the Board of Directors.

1.6. Books and Records. Except for books, records and papers that may be withheld per A.R.S. § 33-1805, the books, records and papers of the Association shall be available for inspection by any Member, or any person designated by the Member in writing within ten (10) business days after receipt of that request during reasonable business hours. Copies may be purchased at 15 cents per page within ten (10) business days of a written request for specific Association information. Some information may not be disclosed in accordance with applicable laws.

1.7. Amendments. These By-Laws may be prepared by the Board of Directors or an assigned Committee and submitted at a regular or special meeting of the Members, for a vote and approval of two-thirds (2/3) of the votes cast or a majority of the total votes in the Association, whichever is less. Notwithstanding the foregoing, the Board may amend these By-Laws in order to conform these By-Laws to Arizona law, without a vote of the Membership.

1.8. Indemnification. To the extent it has the power to do so under the Arizona Nonprofit Corporation Act, Title 10, Chapter 24, as may be amended from time to time, the Association shall indemnify every officer, director, and agent of the Association against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon any officer or director of the Association in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer, director, or an agent of the Association, except for their own individual willful misfeasance, malfeasance, misconduct or bad faith. The officers, directors, and agents shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except indirectly to the extent that such officers or directors may also be Owners of the Association and therefore subject to Assessment to fund a liability of the Association), and the Association shall indemnify and forever hold each such officer, director, and agent free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, agent or former officer, director, or agent of the Association, may be entitled. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law: provided, however, that the Association shall have the right to refuse indemnification if the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Association, at its own expense and through counsel of its own choosing, to defend him or her in the action. Indemnification of any such person shall be made in accordance with the procedures set forth in the Arizona Nonprofit Corporation Act, Title 10, Chapter 24.

ARTICLE 2 - MEETINGS OF MEMBERS

2.1. Annual Meeting. An annual meeting of the Members of the Association shall be held at least once every twelve (12) months at such time and place as is determined by the Board of Directors, providing group gatherings are authorized by Government regulations.

2.2. 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 signed by Members having at least one-tenth (1/10) of the total authorized votes in the Association, which is Members having a least fifteen (15) of the votes in the Association.

2.3. Notice of Meetings. Notice of the annual meeting of the Members shall be given by, or at the direction of; the secretary or person authorized to call the meeting by mailing a copy of notice, postage prepaid, at least ten (10) but no more than fifty (50) days before such meeting to each Member entitled to vote at the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Arizona Corporation Commission Non-Profit Corporation Act, 10-3141 provides for electronic communications when directed to a Member's email address documented on the Corporation's current list of Members. Notice to Members of other scheduled meetings of the Board of Directors shall be published on a yearly schedule and communicated to each Member. Additionally, notices shall be posted conspicuously around the community, electronically, or by any other reasonable means including hand delivery at least forty-eight (48) hours in advance of those scheduled meetings. Notices shall state the date, time, and place of the meeting, along with a meeting agenda.

Per A.R.S. § 33-1804, emergency meetings of the Board of Directors may be called to discuss business or take action without the forty-eight (48) hour notice. The action may be done electronically with a documented vote by the Board members. The minutes of the emergency action shall be documented at the time of the action then read and approved at the next regularly scheduled meeting of the Board of Directors.

2.4. Voting Rights. Each Member of the Association shall be an Owner of a Parcel, documented on the Association current database of Members. All Members shall have one vote for each Parcel owned. The vote for each such Parcel must be cast as a unit, and fractional votes shall not be allowed. In the event that a Parcel is owned by more than one person or entity and such Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Member casts a vote representing a certain Parcel, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other Owners of the same Parcel unless objection thereto is made at the time the vote is cast. In the

event more than one vote is cast by a Member for a particular Parcel, and there is any conflict among the votes, none of the votes shall be counted and all of the votes shall be deemed void.

2.5. Quorum. Except as otherwise provided in the Articles, the Declaration or these By-Laws, the presence of Members entitled to cast one-tenth (1/10th) of the total authorized votes in the Association shall constitute a quorum of Members. A quorum or majority of Directors must be present at all meetings of the Board to conduct Association business.

2.6. Method of Voting. At the Annual meeting of the Association a vote may be cast in person or by absentee ballot. Per A.R.S. § 33-1812 proxy votes are not authorized. An absentee ballot shall be duly executed by a Member of the Association, and must include the name, address, and signature of the person voting. Ballots may not be completed by another person on behalf of the Member listed in the Association records. All absentee ballots must be filed with the Association prior to the commencement of the meeting for which the absentee ballot is given. The absentee ballot submitted shall be executed as directed by the Board of Directors on all matters before the Membership requiring a vote. The absentee ballot shall be irrevocable once submitted. No absentee ballot shall be valid after the date of the scheduled business of the Association for which the ballot was issued. Opportunity for a Member to cast in-person votes will be provided at the annual meeting prior to the close of balloting.

2.7. New Business. All new business brought before the Association from the floor which may require a vote of the Board or Members at an annual or special meeting will be referred to a future meeting and placed on the agenda for action. Items not pre-published on the agenda may not be voted on at a meeting but must be deferred to a future meeting to allow time for Member review and comment.

ARTICLE 3 - BOARD OF DIRECTORS

3.1 Number and Qualifications. A Board of at least three (3) elected Directors shall manage the affairs of this Association. The Board of Directors must always be an odd number and shall not exceed five (5) total Directors. All Directors must be Members of the Association whose right to vote has not been suspended for non-payment of Assessments in accordance with Article III, Section 3.6 of the Declaration.

3.2 Nominations and Election. Nominations for election to the Board may be made, in writing, by the Members and/or an election committee appointed by the Board of Directors for the purpose of obtaining candidates for election. Nominations may not be made from the floor at the annual meeting, but write-ins are permitted. Directors shall be elected by a plurality vote of the Members of the Association using written ballots. The Members of the Association will only elect the Directors; the Board of Directors will select all Officers deemed necessary for the operation of the Association, as per Article 4, Section 4.2 of these By-Laws.

3.3 Term of Office. The intent of the Association is for the members of the Board to serve staggered, three-year terms to maintain continuity of leadership and operation of the Association. At each Annual Meeting, the Members shall elect directors to replace those Directors whose terms have expired, and all such Directors shall be elected for a term of three (3) years, except that the Board shall have the right to cause a Director to be elected to less than a three (3) year term if it becomes necessary to re-establish the staggered terms.

3.4 Removal. Any Director may be removed with or without cause at a special Members' meeting called for such purpose upon receipt of a petition signed by at least of twenty-five percent (25%) of the verified eligible Members of the Association, in accordance with Arizona law, A.R.S. § 33-1813 regarding the removal of Directors. A meeting shall be called, noticed, and held within thirty (30) days of receipt of such petition. Attendance in person at such meeting requires at least twenty percent (20%) of the total votes of Members of the Association. In the case of a removal of one or more Directors, successor(s) may then be nominated to fill the vacancy thereby created to be voted on by the Members at a regular or special meeting duly called at a later date.

3.5 Compensation. No director shall receive compensation for any service the Director may render to the Association. However, upon approval by a Board member, any Director may be reimbursed for their actual expenses incurred in the performance of their duties.

3.6 Vacancies. Except for vacancies on the Board caused by the removal of a Director by the Members, any vacancy occurring in the Board may be filled by an affirmative vote of a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and any Director then in office, including those who have so resigned, though less than a quorum, or by sole remaining Director, and the vote on the vacancy will take effect when such resignation becomes effective. Any vacancy in the Board caused by the removal of a Director by the Members shall be filled at a special meeting of the Association by a vote of the Members. Any newly created directorship shall be deemed a vacancy. Any Director chosen to fill a vacancy shall hold office until the next annual meeting of the Members. If by reason of death, resignation or otherwise, the Association has no Directors in office, any Member may call a special meeting of the Members for the purpose of electing the Board of Directors.

3.7 Meetings.

3.7.1 Regular Meetings. Regular meetings of the Board may be held at such time and place within the State of Arizona as shall be determined from time to time by a majority of the Directors. Notice of the time and place of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, e-mail, telephone, or other legally-recognized electronic means at least forty-eight (48) hours prior to the day named for the meeting. Notice of regular meetings of the Board shall be given to Members at least forty-eight (48) hours in advance of the meeting by newsletter, conspicuous posting, or any other reasonable means as determined by the Board of Directors. The failure of any Member to receive actual notice of a meeting of the Board does not affect the validity of any action taken at that meeting.

3.7.2 Special Meetings. Special meetings of the Board may be called to discuss business that cannot be delayed until the next regular Board meeting and the minutes of such special meeting must state the reason necessitating the special meeting. Special meetings of the Board of Directors shall be held when called by the President or by a majority of the Board of Directors, or by a petition of twenty-five percent (25%) of the Members of the Association, after not less than forty-eight (48) hours' notice to each Director, given personally or by mail, e-mail, telephone, or other legally-recognized electronic means, unless emergency circumstances necessitate a meeting before forty-eight (48) hours' notice can be given. Notice of special meeting of the Board shall be given to Members at least forty-eight (48) hours in advance of the meeting by newsletter, conspicuous posting, or another reasonable means as determined by the Board of Directors, unless emergency circumstances necessitate a meeting before forty-eight (48) hours' notice can be given. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The person or persons authorized to call the special meeting of the Board of Directors may fix the place for holding the special meeting.

3.7.3 Means of Participation. Meetings of the Board of Directors may be held by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation at such meeting shall constitute presence in person at the meeting. Furthermore, for any Board meetings open to the Members the means of communication must also allow Members to hear all parties who are speaking during the meeting. A.R.S. § 33-1804 Open Meeting provisions apply.

3.7.4 Quorum. A majority of the elected or appointed Directors present at a meeting of the Board shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

3.7.5 Agenda. An agenda will be available to all Members attending a Board meeting.

3.7.6 Open Meetings and Executive Sessions. Unless the board or a committee is permitted by A.R.S. § 33-1804 to hold a closed meeting or a closed executive session for portions of a meeting, all meetings of the board of directors and all regularly scheduled meetings of committees of the Association shall be open to the Members. At any open meeting of the Board of Directors, Members in good standing are entitled to speak, subject to reasonable time and number of speaker restrictions imposed by the Board, before the board takes formal action on a published agenda item under discussion in addition to any other opportunities to speak. Items brought to the Board's attention during a meeting that require a vote shall be noted and published in the minutes and put on the agenda for a future meeting, giving the Members the opportunity to review the issue.

3.8 Action Taken Without a Meeting. Unless otherwise expressly restricted by government directive or by statute, the Declaration, the Articles, or these By-Laws, any action that may be taken by the Board of Directors at an emergency meeting may be taken without an open meeting if a written resolution or consent, setting forth the specific action to be taken, shall be acknowledged by all of the Directors, either in writing or by email. Any such action shall be read and approved at the next scheduled Board meeting and shall be filed with the minutes of the proceedings of the Board.

3.9 Powers and Duties. The Board shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things required to be exercised or done by the Members. In addition to the duties imposed by these By-Laws or by any resolution of the Members that may hereafter be adopted, the Board shall have the following powers and duties.

3.9.1 Bank Accounts. Open bank accounts on behalf of the Payson Pines Homeowners Association and designate the signatories thereon at an Open meeting documented in the minutes of that meeting. Separate accounts should be maintained for the operating expenses and the capital reserve account.

3.9.2 Repairs. Make or contract for the making of repairs, additions to, improvements to, or alterations of the Common Area, and any other property controlled by the Association in accordance with the Declaration. Upgrades to Association property should be discussed and approval for expenses voted on by the Board of Directors in an Open meeting.

3.9.3 Enforcement. In the exercise of its discretion, enforce by legal means, if necessary, the provisions of the Declaration, Articles, By-Laws, Association Rules and Regulations, and the ARB Rules. Legal remedies may only be discussed in a closed or Executive meeting to maintain privacy.

3.9.4 Contracts. Designate, hire and dismiss the personnel necessary for the maintenance, operation, repair, replacement of the Common Areas and provide services for the Members, and where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies and material to be used by such personnel in the performance of their duties.

3.9.5 Maintenance and Borrowing. Provide for the operation, care, upkeep and maintenance of all the Common Areas and borrow money on behalf of the Association when required in connection with the operation, upkeep and maintenance for the Common Areas; provided, however, the consent of Members having at least two-thirds (2/3) of the total votes in the Association shall be obtained either in writing or at the meeting called and held for such purpose in accordance with the provisions of these By-Laws in order for the Association to borrow in excess of \$5,000.00.

3.9.6 Budget. Prepare and adopt an annual budget for the Association prior to the commencement of each fiscal year; however, failure to adopt a new annual budget will not relieve Owners from the obligation to pay assessments in accordance with last approved budget for the Association.

3.9.7 Common Areas. Adopt and publish Rules and Regulations governing the use of the Common Areas and facilities and the personal conduct of the Members and their family members, guest, and invitees thereon.

3.9.8 Suspensions. Suspend the voting rights and the right to use of the Common Areas of a Member during any period in which such Member shall be in default in the payment of any Assessment or for any infraction of the Declaration, Rules and Regulations, or the ARB rules and guidelines.

3.9.9 Assessments. Levy, collect and enforce the payment of assessments in accordance with the provisions of the By-Laws of the Association.

3.9.10 Certificate of Payment. Upon written request, furnish to a person acquiring an interest in any lot and to a lien holder, escrow agent, owner or person designated by an owner, a certificate in writing signed by an Officer setting forth whether the assessments on a specified Parcel have been paid. A reasonable charge may be made by the board for the issuance of these certificates. Such Certificate will be provided within the time period required by law.

3.9.11 Insurance. Procure and maintain adequate property, liability and other insurance as required by the Declaration.

3.9.12 Fines. After notice and an opportunity to be heard, impose fines on Owners for violations of the Declaration, the Association Rules and Regulations, or the ARB rules and guidelines.

3.9.13 Capital Reserve. The Association may accumulate a capital reserve account for planned replacement of Association assets. This account may also be used to provide funds for upgrades to Association property for the benefit of the Membership. The Board shall review the Reserve account annually to ensure adequate funds remain available for anticipated use. Specific disbursements from this account are required to be approved by the Board in an Open Meeting.

3.10 Managing Agent. The Board may employ for the Association a managing agent at a compensation rate established by the Board. The Managing Agent shall perform such duties and services as the Board shall authorize, including, but not limited to, all of the duties listed in the By-Laws and the Declaration except for such duties and services that under the Declaration, these By-Laws, and/or applicable law may not be delegated to the Managing Agent. The Board may delegate to the Managing Agent all of the powers granted to the Board or the Officers of the Association by the Declaration or these By-Laws other than the power to: (i) adopt the annual budget, any amendment thereto or to levy assessments; (ii) adopt, repeal or amend Association Rules; (iii) designate signatories on Association bank accounts; (iv) borrow money on behalf of the Association; and (v) acquire real property.

ARTICLE 4 - OFFICERS AND THEIR DUTIES

4.1 Enumeration of Officers. The principal officers of the Association shall be the President, Vice President, Secretary, Treasurer and ARB Chairman all of whom shall be elected by the Board of Directors of the Association. The President and ARB manager must be a member of the Board of Directors. All other officers shall be a Member in good standing of the Association.

4.2 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 Membership or at any other meeting of the Board of Directors.

4.3 Term. The officers of the Association shall be elected annually by the Board of Directors, and each shall hold office for a term of one year unless such officer shall sooner resign, or shall be removed, or otherwise disqualified to serve. Each elected Officer may hold an office as many times as elected and expresses the desire to serve in that position.

4.4 Special Appointments. The Board of Directors may appoint other officers as members of the Board of Directors as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may determine.

4.5 Resignation and Removal. Any officer may be removed from office by the Board of Directors at any time with or without cause in the sole and absolute discretion of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the 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.

4.6 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 officer they replace.

4.7 Multiple Offices. No elected or appointed offices may be held simultaneously by any Member of the Association or the Board of Directors except the President and ARB Chairman of the Association which are required to be members of the Board of Directors.

4.8 Powers and Duties. To the extent such powers and duties are not assigned or delegated to a managing agent pursuant to Section 3.10 of these By-Laws, the power and duties of the officers shall be as follows:

4.8.1 President. The President shall be the chief executive and operations officer of the Association; shall attend all meetings of the Board of Directors and preside at all meetings of the Members of the Association; shall appoint all committee chairpersons as required for the Association; shall see that orders and resolutions of the Board of Directors are carried into effect; and have general and active management of the business of the Association.

4.8.2 Vice-President. The Vice-President shall act in the place of the President in the event of their absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of this position by the Board of Directors.

4.8.3 Secretary. The Secretary shall provide oversight to ensure the recording of the votes and keeping the minutes of all meetings and proceedings of the Board of Directors and the Association; 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 the Members of the Association; ensure maintenance of the website and electronic communications; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board of Directors.

4.8.4 Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds for appropriate Association purposes as set forth in the Declaration, Articles, and these By-Laws; keep proper books of account; and shall prepare an annual budget once developed, and a statement of income and expenditures to be presented to the Membership at its regular Annual Meeting, and deliver a copy of each to the Members; file all necessary papers with the Arizona Corporate Commission and the Internal Revenue Service of the Federal Government and the State of Arizona; collect annual assessments of the Association and any Special Assessments which may be levied against Members; and in general, perform all the duties incident to the office of Treasurer.

4.8.5 ARB Chairman. The Chairman of the Architectural Review Board (ARB) shall be a member of the Board of Directors of the Association. The Chairman will serve at the discretion of the Board of Directors and has no term limits on the position. The Chairman shall select the remaining members of the ARB. The Chairman will chair all meetings of the ARB and see that records of all meetings and decisions made regarding the ARB authority within the Association are recorded and maintained. The ARB Chairman shall use the approved RULES OF OPERATION for the ARB Board regarding all matters brought before them requiring a ruling or decision for the best interest of the Association.

4.9 Compensation. No officer shall receive compensation for any service the Officer may render to the Association. However, upon approval by a Board member may be reimbursed for their actual expenses incurred in the performance of their duties.

ARTICLE 5 - COMMITTEES

5.1 Committee composition. Committees are established for the purpose of monitoring specific functions of the Association. Each committee may consist of the number of members necessary to perform their intended functions. While standing committees are needed for day-to-day operations of the Association, additional committees may be formed for a specific task or time period.

5.1.1 Appointment and removal. Each committee shall be headed by a chairperson who is appointed by the President of the Association. The chairperson may add additional members on the committee as needed to fulfill the operations of that committee.

5.1.2 Term of Office. The chairperson of each committee shall be appointed by the President of the Board each year at the start of the Association annual year.

5.1.3 Responsibilities. Each committee shall establish their own procedures for performance, subject to Board review. Procedures are recommended to be written and recorded in each committee charter to ensure continuity of operations. Committees develop their individual budgets to enable performance of their tasks and submit that budget request during the Association budget development period. Once approved, the Committee may expend their funds as needed to perform functions. Efforts or tasks that will take the committee over their authorized budget must have prior approval coordinated with the Board of Directors at an Open Meeting.

5.1.4 Committee meetings. All meetings of the individual Committees are governed by A.R.S. § 33-1804, the Arizona Open Meeting Law, and must be noticed or posted at least forty-eight (48) hours in advance of that meeting. Meetings are open to all Members of the Association and Members are given the opportunity to speak providing they do not disrupt the purpose of the meeting.

5.2 Architectural Review Board (ARB).

5.2.1 Purpose and Responsibilities. The ARB reviews and approves Member requests for additions, renovations, and exterior changes to a Member's home or landscaping in accordance with the CC&Rs and maintains the aesthetic quality of the community. The ARB may perform audits of Members' property conditions and landscaping and notify the Member of any deficiencies noted. ARB may recommend citations and fines of a Member for non-compliance to the Board of Directors.

5.2.2 Committee Composition and Qualifications. The Architectural Review Board (ARB) shall consist of at least three (3) and no more than five (5) members and must always be an odd number. Per A.R.S. § 33-1817 the chair of the ARB shall be a Director who is appointed by the Board.

Except for the qualifications set forth for the Chair, members of the ARB shall not be required to be an architect or to meet any other particular qualifications for membership other than being a Member in good standing of the Association. The self-elected officers of the ARB may consist of a Vice Chairman, and a Recording Secretary.

5.2.3 Term of Office. The term of office for members of the ARB shall be ongoing, or until the appointment of a successor, if the present member resigns or is removed from the ARB.

5.2.4 Appointment and Removal. The ARB Chairman shall approve all members of the ARB. No member may be removed from the ARB Committee by the Chairman; however, unless the removal is approved by the vote or written consent of more than a majority of all of the members of the ARB. Any member of the committee may resign any time with written notice.

5.2.5 Duties. It shall be the duty of the ARB to consider and act in a timely manner upon any and all proposals or plans submitted pursuant to the terms of all Association documents, to adopt ARB rules, to perform other duties delegated to it by the Board of Directors and to carry out all other duties imposed upon it by the Rules and Regulations. Approval of Project Request Forms for construction projects, designs, plans, and amendments that Members submit shall not be unreasonably withheld.

5.2.6 Meetings. The ARB shall meet from time to time as necessary to perform its duties. All meetings must comply with the Arizona open meeting law and be properly noticed forty-eight (48) hours in advance. Members attending the meeting must not interfere with the business of the meeting.

Per A.R.S. § 33-1817, the ARB must provide two on-site formal reviews of construction progress for the purpose of determining compliance with approved plans. A formal final design review meeting for all new construction must be held by the ARB for the purpose of approving the plans. Upon approval, the ARB will notify the Member of approval. Any deficiencies must be forwarded to the Member within five (5) business days of any meeting in which they are noted. The vote or written consent of a majority of the members of the ARB, at a meeting or otherwise, shall constitute the act of the ARB unless the unanimous decision of the ARB is required by any other provision of all Association documents or applicable law. The ARB shall keep and maintain a written record of all actions taken and maintain an accounting of approved or unapproved improvements to each parcel.

5.2.7 Compensation. No ARB member shall receive compensation for any service the ARB member may render to the Association. However, upon approval by the Board, any ARB member may be reimbursed for their actual expenses incurred in the performance of their duties.

5.3 Property Committee.

5.3.1 Purpose and Responsibility. The Property Committee manages the assets of the Association. The two water retention areas and the large common area with associated structures, buildings, fencing, electrical systems, water removal systems, and landscape watering systems take constant attention. The property committee helps prepare for community gatherings on the common areas and maintains tables and chairs for Member usage.

The Committee also evaluates needed repairs and implements those repairs. Unbudgeted items must have Board approval for expenditure of funds. Major items are funded from the reserve account when required and implemented by a Board vote. The committee may open task orders with qualified contractors for performance of work items.

The property committee Chairman develops the annual budgets for inclusion in the Association annual budget process.

5.4 Welcoming Committee.

5.4.1 Purpose and Responsibility. The Welcoming committee assists in helping new Members to get orientated to the Association requirements, Governing documents, and provides helpful local information to new Members.

Once an escrow closes, the Welcoming Committee sets up a Meet and Greet for new Members, and when allowed, performs a face-to-face visit with each Member to answer questions or provide sources for information requested.

The Welcoming Committee also helps the Board with meeting the requirements of A.R.S. § 33-1806 during the escrow process.

The Committee Chairman develops the annual Committee budget for inclusion in the Association annual budget process.

5.5 Entertainment Committee.

5.5.1 Purpose and Responsibility. The Entertainment Committee provides implementation of Association neighborhood gatherings several times a year. They provide the stimulus for Members to participate in potlucks, summer evening events, and usually a fall outdoor event.

They will also participate in Association events like Firewise Day, and Saturday road clean-ups, with refreshments for workers. The Committee keeps supplies on hand for events.

The Committee Chairman develops the annual budgets for inclusion in the Association annual budget process.

5.6 Firewise Committee.

5.6.1 Purpose and Responsibility. The Firewise Committee assists neighbors and Members with alerting them to potential fire hazards on their property. They organize an annual Firewise Day for the community and have Members perform trimmings and clean-up, and the Association removes the piles and transports to the Town brush pits.

The Firewise Committee, similar to the ARB, can implement citations to Members who do not respond with requested hazardous clean-ups.

The Firewise Committee coordinates with the NFPA and ensures the community remains as an acknowledged Firewise Community, which the award notice can help Members obtain reduced homeowners insurance fees.

The Firewise Committee Chairman develops an annual budget for inclusion in the Association annual budget process.

5.7 Other Committees. Other committees may be opened for specific tasks by the President. These Committees usually have a specific purpose and are disbanded once the task is completed.

5.7.1 Election Committee. An Election Committee is formed to assist in developing the election ballots for Board members and performs the ballot count per A.R.S. § 33-1812.

This Committee is overseen by a member of the Board of Directors.

The self-elected Chairman of the Committee will ensure a valid vote count and document the vote for the Board of Directors at the Annual Meeting.

5.7.2 Documents Revision Committee. A Committee may be formed to develop changes to the Association Governing Documents as needed. Documents are reviewed periodically by the Association Law firm, and documents updated to conform to State, Town, and other Government guidelines.

CERTIFICATION

I, the undersigned, do hereby certify that the foregoing amended and restated By-Laws were adopted by the required percentage of the Members.

DATED: July 17, 2021.

PAYSON PINES HOMEOWNERS ASSOCIATION, INC.,
an Arizona non-profit corporation



Jackie Draves

Title: President