

BYLAWS  
OF  
GBC HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME

The name of the corporation is GBC HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the Association.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be located in Lake Havasu City, Arizona. The meetings of members and directors may be held at such places in the State of Arizona, County of Mohave, as may be designated by the Board of Directors.

ARTICLE III

DEFINITIONS

A. "Association" shall mean and refer to GBC HOMEOWNERS ASSOCIATION, INC., a non-profit corporation, organized and existing under the laws of the State of Arizona

B. "The Properties" shall mean and refer to that certain real property described in the Declaration of Horizontal

Property Regime Together with Covenants, Conditions and Restrictions for GBC HOMEOWNERS ASSOCIATION, INC., Mohave County, Arizona, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

C. "Common Properties", shall mean the entire properties except Apartment as defined in D below.

D. "Apartment" shall mean a separate freehold estate existing of an air space defined as follows:

The boundaries of each such Apartment are as follows:

i. The lower horizontal boundary is the surface of the concrete floor thereof.

ii. The upper horizontal boundary is a horizontal plane, the elevation of which coincides with the elevation of the surface of the finished ceiling with the elevation of the surface of the finished ceiling or ceilings thereof.

iii. The lateral boundaries are the interior surfaces of the perimeter walls, windows and doors thereof and vertical plans coincidental with the interior surfaces of the perimeter walls thereof, extended upwards to intersect the upper horizontal boundary.

iv. Each such apartment includes the surfaces so described, and the portions of the building and improvements lying within said boundaries. Each such Apartment shall also

include the heating and air conditioning unit, ranges, dishwashers, garbage disposal units, water heaters and other household appliances lying within said boundaries and/or appurtenant areas.

v. Unless otherwise indicated, all airspace boundary lines intersect at right angles.

The following are not part of an Apartment: Bearing walls, columns, vertical supports, roofs, floors, cement slabs, foundations, pipes, ducts, flues, garage doors, private drives, front doors, arcadias and/or sliding glass doors, conduits, wires and other utility installations, wherever located, except the outlets thereof when located within the Apartment. In interpreting deeds, plats, declarations and plans, the existing physical boundaries of an Apartment or an Apartment reconstructed in substantial accordance with the original plans thereof shall be conclusively presumed to be its boundaries rather than the description expressed in the deed, plan, plan or declaration, regardless of settling or lateral movements of the building, and regardless of minor variances between the boundaries as shown on the plan or in the deed and declaration and those of the building. Each Apartment in each building, as the case may be, shall be deemed to be a separate and distinct Apartment.

E. "Member" shall mean and refer to all those owners who are members of the Association as provided in the Declaration.

F. "Owner(s)" shall mean and refer to the record owner, whether one or more persons or entities, of equitable or beneficial title (or legal title if same has merged of any Apartment. "Owner" shall include the purchaser under an executory contract for the sale of the real property. The foregoing does not include persons or entities who hold an interest in any Apartment merely as security for the performance of an obligation. Except as stated otherwise herein, "Owner" shall not include a lessee or tenant of an Apartment.

G. "Contract purchaser" shall mean and refer to any person or entity that have executed a real estate purchase agreement for any Apartment in the property and who is not in default under the terms thereof.

H. "Declarant" shall mean and refer to Arizona Title company as Trustee, including its successors and assigns.

I. "Declaration" shall mean and refer to the Declaration of Horizontal Property Regime together with Covenants, Conditions, and Restrictions applicable to the properties recorded in the office of the County recorder of Mohave County, Arizona.

## ARTICLE IV

### MEMBERSHIP

#### Section 1. MEMBERS

Every Owner of an Apartment which is subject to the covenants of records to assessment shall be a member of the Association. Membership shall appurtenant to and may not be separated from ownership of any Apartment or living unit which is subject to assessment. The rights and obligations of an Owner and membership in the Association shall not be assigned, transferred, pledged, conveyed, or alienated in any way except upon transfer of ownership to such Apartment, or by intestate succession, testamentary disposition, foreclosure of a mortgage or record, or such other legal process that is now in effect or as may hereafter be established under or pursuant to the laws of the State of Arizona. Any attempt to make a prohibited transfer shall be void. Any transfer of ownership shall operate to transfer said membership to the new Owner, and a reasonable charge may be assessed by the Association for each such transfer.

#### Section 2. ASSESSMENTS

The rights of membership are subject to the payment of monthly and special assessments levied by the Association, the

obligation of which assessment is imposed against each owner that becomes a lien upon the property against which assessments are to be made as provided by the Declaration of Horizontal Regime Together with Covenants, Conditions and Restrictions to which the properties are subject as recorded in the office of the County Recorder of Mohave County, Arizona.

Section 3.           SUSPENSION

The membership rights of any person whose interest in the properties is subject to assessments under this Article, whether or not he be personally obligated to pay such assessment, may be suspended by action of the Directors, during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights, and privileges shall be automatically restored. After the Directors have adopted and published rules and regulations governing the use of common properties and facilities and the personal conduct of any person thereof, as provided in these Bylaws, they may, in their discretion, suspend the rights of any such members for violation of such rules and regulations for a period not to exceed SIXTY (60) days.

## ARTICLE V

### VOTING RIGHTS

All Owners shall be entitled to one vote for each Apartment owned. When more than one person holds an interest, all such person shall become Members. The vote for such Apartment shall be exercised as they among themselves determine, but in no event, shall more than one vote be cast with respect to any Apartment, and fractional votes shall not be allowed. In the event more than one vote is cast for a particular Apartment, none of the votes shall be counted and said votes shall be deemed void. Declarant shall be entitled to have Three (3) votes for each apartment which shall be owned by Declarant.

## ARTICLE VI

### PROPERTY RIGHTS AND RIGHTS OF

### ENJOYMENT OF COMMON PROPERTY

#### Section 1. MEMBERS

Each member shall be entitled to the use and enjoyment of the common properties and facilities as provided by Deed of Dedication and Declaration of Restriction applicable to the properties.

Section 2. DELEGATION OF USE

Any member may delegate his rights of enjoyment in the common properties and facilities to the members of his family who reside upon the properties or to any of his tenants who reside thereon under a leasehold interest for a term of one year or more. Such members shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension to the same extent as those of the member delegating the right of enjoyment.

ARTICLE VII

ASSOCIATION PURPOSES AND POWERS, RIGHTS AND

DUTIES OF ASSOCIATION AND ITS MEMBERS

Section 1.

The purposes for which the Association has been organized are set forth in Article VII of the Articles of Incorporation.

Section 2.

The Association and its members shall have all the powers, rights, duties and obligations set forth in the Articles of Incorporation for the Association, these Bylaws, rules and



regulations pursuant thereto, and recorded restrictions of the property, and as any of the same may be duly adopted or amended.

## ARTICLE VIII

### DIRECTORS

#### Section 1.        NUMBER

The authorized number of Directors of the corporation shall be not less than THREE (3) nor more than FIVE (5) until changed by amendment of the Articles of Incorporation or by a Bylaw duly adopted by the members amending this Section of Article VIII of the Bylaws. The exact number of directors of the corporation shall be THREE (3) until changed, within the limits specified in the Articles of Incorporation or the Bylaws, by a Bylaw or amendment thereof duly adopted by the members or by the Board of Directors.

#### Section 2.        ELECTION

The term of the Directors named in the Articles of Incorporation shall be until the first annual meeting of the Stockholders, or until their successors are duly chosen and qualify. At the expiration of the initial terms of office of each Director, his successor shall be elected to service for a One (1) year term. The Directors shall hold office until their successors have been elected and hold their first meeting, and,

thereafter, the Directors shall be elected at the annual meeting of members to be held each year.

Amended April 24<sup>th</sup>, 2001 to: At the expiration of the existing terms of office one director shall be elected to a three (3) year term, one to a two (2) year term, and one to a one (1) year term. At the expiration of the initial term of office of each respective director, his successor shall be elected to serve a term of three years.

Section 3.            REMOVAL

Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, such vacancy may be filled by the affirmation vote of a majority of the remaining Directors even though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired term of his predecessor.

Section 4.            COMPENSTION

No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5.            ACTION TAKEN WITHOUT A MEETING

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE IX

### NOMINATION AND ELECTION OF DIRECTORS

#### Section 6.        NOMINATION

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Association. The Nominating Committee shall be appointed by the board of Directors prior to each 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 each annual meeting. The Nominating Committee shall make as many nominations for 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. Such nominations may be made from among members or non-members.

#### Section 7.        ELECTION

Election to the Board of Directors shall be by secret written ballot. At such election each member entitled to vote shall have the right to vote, in person or by proxy, one vote for each Apartment owned by him for as many persons as there are directors to be elected, or to cumulate the said vote of said lots and give one candidate as many votes as the number of directors multiplied by the number of his lots shall equal, or to distribute the votes on the same principle among as many candidates as he may see fit. The person receiving the largest number of votes shall be elected.

## ARTICLE X

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

#### Section 1.

The Board of Directors shall have 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 ( $\frac{1}{4}$ ) of the voting membership, as provided in Article XIV, Section 2.

b) To appoint and remove at pleasure all officers, agent and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in

these Bylaws shall be construed to prohibit the employment of any Member, Officer or Director of the Association in any capacity whatsoever.

c) To establish, levy and assess, and collect the assessments or charges referred to in Article IV, Section 2.

d) To adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the members and their guests thereon.

e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to members in the covenants.

f) In the event that any member of the Board of Directors of this Association shall be absent from Three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

#### Section 2.

It shall be the duty of the Board of Directors:

a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested in writing by one-fourth ( $\frac{1}{4}$ ) of the voting membership, as provided in Article XIV Section 2.

b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

c) As more fully provided in Article VI Section F of the Declaration of Covenants applicable to the Properties:

1. To Fix the amount of the assessment against each lot for each assessment period at least (30) days in advance of such date or period and, at the same time.

2. To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;

3. To send written notice of each assessment to every owner subject thereto.

d) To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

e) To procure and maintain adequate liability and hazard insurance on property owned by the Association.

f) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

g) To cause the Common Area to be maintained.

## ARTICLE XI

### MEETINGS OF DIRECTORS

#### Section 1. REGULAR MEETINGS

The first Board of Directors shall meet annually and thereafter, regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meetings fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Amended on April 24<sup>th</sup>, 2001 to: There shall be four meetings per year, including the Annual meeting. Notice shall be given according to Arizona State law to all owners. All owners are invited to attend the Board meetings.

Amended on June 8<sup>th</sup>, 2020 to:

#### Section 2. SPECIAL MEETING

Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than Three (3) days notice to each director.

#### Section 3. WAIVERS

The transactions of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either the officers of this Association shall be elected annually by the Board and each shall hold office for One (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. SPECIAL APPOINTMENTS

The Board may elect such other officers as the affairs of the Association may require, each of whom shall such duties as the Board may, from time to time, determine.

Section 5. RESIGNATION AND REMOVAL

Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of 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.

Section 6. VACANCIES



A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaced.

Amended April 24<sup>th</sup>, 2001 to: Vacancies in the Board of Directors caused by any reason other than the removal by a vote of the Association shall be filled by a vote of a majority of the remaining directors even though they may constitute less than a quorum. Each person so elected shall be a director until a successor is elected at the next annual meeting.

Amended June 8<sup>th</sup>, 2020 to: Vacancies in the Board of Directors caused by any reason other than the removal by a vote of the Association shall be APPOINTED by a majority of the remaining directors even though they may constitute less than a quorum. Each person so APPOINTED shall SERVE THE REMAINDER OF THE TERM OF THE BOARD MEMBER REPLACED.

Section 7.            MULTIPLE OFFICES

The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

The duties of the offices are as follows:

President

- (a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

- (b) The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

- (c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; 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.

## Treasurer

- (d) 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 shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget 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.

## ARTICLE XIII

### COMMITTEES

#### Section 1. OPTIONAL COMMITTEES

The Board of Directors shall appoint a Nominating Committee, as provided in these Bylaws, and in addition, shall appoint other committees as deemed appropriate in carrying out the purposes of the Association such as:

- (a) A Recreation Committee which shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the

Association and shall perform such other functions as the Board, in its discretion, determines.

(b) A Maintenance Committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair and improvement of the Common Properties, and shall perform such other functions as the Board in its discretion determines.

(c) A Publicity Committee which shall inform the members of all activities and functions of the Association, and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interest of the Association, and

(d) An Audit Committee which shall supervise annual audit of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular meeting. The Treasurer shall be an ex officio member of the committee.

Section 2. DUTIES

It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its field of

responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

#### ARTICLE XIV

#### MEETINGS OF MEMBERS

##### Section 1. ANNUAL MEETINGS

Regular annual meetings of the members shall be held on \_\_\_\_\_ of each year at the hour of \_\_\_\_\_ a.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Amended April 24<sup>th</sup>, 2001 to: Annual meetings shall be held at 10:00 a.m. on any Saturday in March designated by the Board of Directors.

Amended June 8<sup>th</sup>, 2020 to: Annual Meeting shall be held in March ON A DAY AND TIME designated by the Board of Directors.

##### Section 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 of the members who are entitled to vote One-fourth ( $\frac{1}{4}$ ) of all of the votes of the entire membership.

Section 3. NOTICE OF MEETINGS

Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each member shall register his address with the Secretary, the notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed at least Fifteen (15) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election of any action governed by the Articles of Incorporation or by the Declaration of Reservations applicable to the Properties, notice of such meetings shall be given or sent as therein provided.

Section 4. QUORUM

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-half ( $\frac{1}{2}$ ) of the votes of the membership shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles of

Incorporation or by the Declaration of Reservations applicable to the Properties shall require a quorum as therein provided.

## ARTICLE XV

### PROXIES

#### Section 1. VOTE BY PROXY

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

#### Section 2. TERMINATION

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 by the member of his lot or other interest in the Properties.

## ARTICLE XVI

### BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

## ARTICLE XVII

### SEAL

The Association shall have a seal in circular form having within its circumference the words: GBC HOMEOWNERS ASSOCIATION, INC.

## ARTICLE XVIII

### AMENDMENTS

#### Section 1.

These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a quorum of the members present in person or by proxy, provided that those provisions in these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration applicable to the Properties may not be amended except as provided in such Declaration.

#### Section 2.

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict in the Declaration applicable to the Properties referred to in Section 1 and these Bylaws, the said Declaration shall control.