

By-laws of the Hidden Valley Homeowners
Association (HVHA)
Revision of May, 2014

I. NAME:

The name of the organization shall be, "Hidden Valley Homeowners Association ". (Hereinafter referred to as the Association).

II. INCORPORATION:

The Association shall be incorporated under the laws of the State of Arizona as a not-for-profit corporation. The provisions of these By-laws shall apply to the Association as a corporation and still not conflict with the provisions of the articles of incorporation. Members, Directors and Officers of the Association shall also be Members, Directors and Officers of the corporation.

III. PLACE OF BUSINESS:

The place of business shall be in the State of Arizona, Pima County.

IV. MEMBERSHIP:

- A. Membership shall be drawn from the persons owning residences or residing in Hidden Valley and any other residential area admitted to the aegis of the Association.
- B. A profit making corporation **or** business cannot be a member.

- C. To vote on Association issues, a member must be at least 21 years of age.
- D. The status of Member In Good Standing requires the payment of annual membership dues as set by the Association. These dues are levied on a household basis.
- E. A master roster of members, names and addresses shall be made and kept current. The membership roster is the property of the Association of its members and shall not be sold or released to any other entities.
- F. Privileges and obligations of membership are specified in Paragraphs XIII and XIV.

V. STOCK:

No capital stock is authorized. Assets and liabilities are shared equally and alike by members in good standing.

VI. PURPOSE:

The purposes of the organization shall be:

- A. To develop and promote a sense of community among the residents of the area covered by the Association.
- B. To hold, protect, maintain, improve and administer property and other assets owned by the Association.
- C. To work for proper maintenance and improvement of the general appearance of the area covered by the Association and neighboring areas.

D. To maintain surveillance of, evaluate and, when indicated, support or oppose by legal means, legislative and other governmental actions which may affect security, services, health, welfare and esthetic character of the area covered by the association.

E. The Association shall not engage in or support partisan political or sectarian activities.

VII. ORGANIZATIONAL STRUCTURE:

To conduct the business of the Association the organization shall consist of the following:

A. Members in good standing

B. Officers of the Association elected by members in good standing

C. A Board of Directors, appointed by the Officers

D. An Executive Committee consisting of the Officers of the Association and Immediate Past President.

E. Committees appointed by the Board.

VIII. THE BOARD OF DIRECTORS:

A. The Board of Directors shall consist of up to 15 members in good standing.

- B. If a board member vacates his/her position before the end of term of office, the Executive Committee may appoint a member in good standing to fill the vacancy.
- C. The term of office is three years. However, officers and directors may serve longer with the mutual agreement of the membership and the board of directors.
- D. The board may appoint a member in good standing as Parliamentarian to serve as an advisory member.
- E. Responsibilities of the Board are stated in Paragraph VIII.

IX. OFFICERS OF THE ASSOCIATION:

- A. The following Officers shall be elected by the membership:
 1. President
 2. Vice President
 3. Secretary
 4. Treasurer
- B. Officers shall be elected or re-elected at the annual meeting by the membership.
- C. The Board of Directors shall be appointed by the officers at the annual meeting or the meeting immediately following the annual meeting.

- D. There is no limit to the number of consecutive terms an officer may serve.
- E. If an officer resigns, severs membership or fails to carry out duties of the office, the Officers and Board of Directors shall immediately elect a replacement who will serve until the next election.
- F. Duties of Officers are specified in Paragraph XIX.

X. EXECUTIVE COMMITTEE OF THE BOARD:

The Officers of the Board of Directors serve ex officio as the Executive Committee. Duties are specified in Paragraph XX.

XI. COMMITTEES:

A. Committees shall be appointed by the President (with approval of the Board) to carry out the functions of the Association.

- 1. Standing Committees are appointed to carry out routine functions of the Association. These shall consist of:
 - a. Architectural Review
 - b. By-laws and Legislative Affairs
 - c. Data Management
 - d. Neighborhood Watch
 - e. Newsletter
 - f. Park
 - g. Social
 - h. Website
 - i. Directors at Large

2. Special Committees: appointed to carry out specific functions.

B. Special Committees may be appointed as required.

C. Directors of standing committees shall be members of the Board of Directors.

D. Members of committees shall be members of the Association in good standing.

E. Duties of special committees shall be specified by the Board of Directors appointing them. Duties are specified in Paragraph XXI.

XII. MEMBERSHIP DUES:

A. To participate in the rights and privileges of the Association, members must pay the annual membership dues as specified in Paragraph XII, thus becoming members in good standing.

B. Membership dues shall be determined by the Board of Directors. The Board of Directors shall recommend any changes to dues and submit same at the annual meeting for ratification. The amount of the dues shall be determined by 1 April so that it may be announced at the annual general meeting in that same month. Membership dues may also be set by action in a general meeting of Association and such action prevails over Board actions.

- C. The annual membership dues are due January 1. Residents joining for the first time who pay dues after January 1 shall be members in good standing from the date their dues are paid. Dues are not pro-rated based on when a member joins the Association.
- D. Members who do not pay dues by January 31 shall be dropped from the rolls of membership. If at any time thereafter their dues are paid they shall be returned to active membership.

XIII. OBLIGATIONS OF MEMBERS IN GOOD STANDING:

- A. They must support the Articles of Incorporation and Bylaws of the association.
- B. They should, whenever possible, participate in the annual meeting.
- C. They should, whenever possible, assist in carrying out the functions and purposes of the Association, particularly by serving on committees and volunteering.

XIV. RIGHTS AND PRIVILEGES OF MEMBERS IN GOOD STANDING:

- A. To attend all social functions of the Association.
- B. To use property and facilities owned by the Association, under rules governing such use.

- C. To participate in general meetings, including making motions, nominations, recommendations, proposals and voting in accordance with parliamentary rules.
- D. To attend meeting of the Board of Directors, including making suggestions and proposals when invited to do so by the President.
- E. To request and receive copies of the annual financial report and copies of newsletters.
- F. To take grievances concerning the membership at large to the Board of Directors, either in person or by correspondence.
- G. We make no distinction in terms of family members as long as they are adult residents. They shall have all the privileges outlined in A-F.

XV. GENERAL MEETINGS:

- A. The Association shall hold an annual, general meeting usually in April to conduct the necessary business of the Association and hold elections of officers every three years.
- B. The Board may call special, general meetings when in its judgment items of business appear to be best handled by referral to the general membership for a decision.

- C. The membership must be given advanced notice of a general meeting two weeks in advance whenever possible. All members in good standing shall be notified. Notification of a special meeting must specify the items of business which shall be considered.
- D. General meetings shall be conducted in accordance with Roberts Rules of Order.
- E. A quorum shall be all members in good standing in attendance.

XVI. ELECTION OF OFFICERS:

- A. Election of officers shall be conducted as follows:
 - 1. Normally, elections shall be held as part of the annual general meeting. Should a large number of vacancies occur by resignation or inaction, the Board shall call a special general meeting to hold elections to fill vacancies.
 - 2. Previous to the meeting in which elections are held, the Board shall determine the number of vacancies which will occur, the length of terms and appoint a nominating committee to draw up a slate of candidates. The committee will present the list of those persons accepting nomination at the general meeting.

3. Nominations from the floor will be taken at the general meetings. Those nominees must be present at the meeting, unless prior consent of the
4. Nominating Committee, was obtained to place a candidate's name in nomination.
5. Election of Officers requires a simple majority of votes cast.

XVII. BOARD OF DIRECTORS MEETINGS:

- A. The Board of Directors will usually meet on a regular monthly basis to conduct the business of the Association. A regular meeting may be canceled if , in the opinion of the Executive Committee, there is no pending business. The Board shall meet no less than once per quarter during the year.
- B. Special meetings of the Board to consider specific issues may be called at the discretion of the President.
- C. Notice shall be given to each member of the Board one week prior to a regular meeting and three days prior to a special meeting.
- D. A quorum shall be the members present.
- E. If a director fails to attend three consecutive meetings without an acceptable excuse, the Board may declare the position vacant and appoint a member in good standing to serve the unexpired portion of the term.

- F. Meetings of the Board shall be conducted in accordance with Roberts Rules of Order.
- G. In the first meeting of the Board of Directors after the annual meeting and election of Officers will elect the Board of Directors.
- H. If the President or Vice President fail to call meetings of the Board within the required period then the Secretary, Treasurer and Past President shall be empowered to call a meeting.

XVIII. RESPONSIBILITIES OF THE BOARD OF DIRECTORS:

- A. The Board of Directors shall conduct the business of the Association and coordinate its activities according to the provisions of the Articles of Incorporation and By-laws.

XIX. DUTIES AND RESPONSIBILITIES OF THE OFFICERS:

- A. The President of the Association will:
 - 1. Preside over all meetings of the Board and Association.
 - 2. Set agendas for meetings.
 - 3. Call regular and special meetings of the Board.
 - 4. Appoint chairpersons of committees with approval of the Board and instruct them as to their duties.
 - 5. Be the official spokesperson of the Association.
 - 6. Be an ex officio member of all committees.

- B. The Vice-President and Director of Membership: will assume the duties of the Vice President should the President be absent, or incapable or unwilling to carry out presidential responsibilities according to Articles of Incorporation and /or By-laws.
- C. Secretary of the Association:
1. Prepare and preserve minutes of all board and general membership meetings.
 2. Prepare correspondence for the Board.
- D. The Treasurer:
1. Be the fiscal officer of the Association.
 2. Be custodian of all properties, funds, securities and assets of the Association.
 3. Pay all reasonable and necessary bills authorized by the Board of Directors.
 4. Maintain a complete and accurate record of all receipts and disbursements.
 5. Ensure that the appropriate insurance is in place and current to protect the Association's property and indemnify the Officers and Board of Directors.
 6. Prepare an annual fiscal report of the financial position of the Association.
 7. Prescribe rules and regulations for handling funds subject to approval of the Board.
 8. Ensure appropriate state and federal income tax reports are filed in a timely manner.
- E. Immediate Past President:
This position exists to provide continuity to the Board of Directors and to advise the board on past practice and the Association's history.

XX. EXECUTIVE COMMITTEE:

The Executive Committee is empowered to make operating decisions between regular meetings of the Board. It may also serve to assist the President at his/her request as a planning and agenda setting committee for meetings and the overall program. The President is obligated to obtain agreement of the Executive Committee to cancel any regular monthly meetings.

XXI. DUTIES OF THE STANDING COMMITTEES:

A. Architectural Review Committee:

Ensures that any resident's planned remodeling to property complies with existing Covenants, Codes and Restrictions (CC&R's).

B. By-Laws and Legislative Affairs:

Provides a review of existing by-laws and recommends changes where necessary. Also, keep the Board of Directors apprised of any local, state or federal action which may affect the Association.

C. Data Management:

Maintain accurate records of members' contact information. Send regular communication to members in matters of general interest.

D. Neighborhood Watch:

This position may or may not be a member of Association . If the person is a member then he/she will serve on the Board of Directors with responsibility to keep the members informed of any criminal or dangerous activity. Manage a robust group of block leaders who communicate regularly with their neighbors. Conduct a general community meeting at least annually at which the Pima County Sheriff will be asked to participate.

E. Newsletter Editor:

Publish a regular newsletter the frequency of which is determined by the Editor and Board of Directors. Solicit articles from the Board of Directors and the general membership. Recruit advertisers to offset cost wherever possible.

F. Park:

Ensure that Wes Miller park is clean and safe for residents. Regularly interface with the Nature Conservancy so that our mutual interests are served. Inspect the dam which is on Park property and insure that it is free of debris which might affect water flow. Maintain the corner at Sabino/Snyder where the entrance sign for Hidden Valley is located.

G. Social:

Develop diverse social activities so as to interest the most members. Publish an annual calendar of events to encourage participation.

H. Web Site:

Develop and , maintain and promote the Association Web page. Ensure that content is of general interest to the membership.

XXII. FISCAL YEAR:

The fiscal year of the Association shall be 1 February to 31 January of the following year.

XXIII. ADDITIONAL MISCELLANEOUS:

A. Supreme Authority:

The supreme authority and direction of the Association are vested in the Association's Articles of Incorporation and By-laws.

B. Savings Clause:

If any provision of these By-laws shall be declared invalid or inoperative by any competent authority or by operation of law, the remainder of the provisions shall not be affected thereby.

XXIV. AMMENDMENT OF BY-LAWS:

These By-laws may be altered, amended and rescinded by action of the Board of Directors, but subject to ratification of such changes by a majority of the membership at the next meeting of the general membership.

Ratified at HVHOA Board of Directors Meeting
June 30, 2014

Anne Catren
Secretary

Norie Nelson
President