

COUNTRY ROADS RV VILLAGE
BYLAWS



(AS AMENDED BY THE B.O.D. ON January 31, 2023)

TABLE OF CONTENTS

ARTICLE I NAME AND LOCATION	1
ARTICLE II DEFINITIONS	1
ARTICLE III MEETINGS OF MEMBERS.....	1
SECTION 3.1 ANNUAL MEETING.....	1
SECTION 3.2 SPECIAL MEETINGS.....	1
SECTION 3.3 NOTICE OF MEETINGS.....	1
SECTION 3.4 QUORUM.....	1
SECTION 3.5 METHOD OF VOTING.....	1
ARTICLE IV BOARD OF DIRECTORS; SELECTION, TERM OF OFFICE.....	2
SECTION 4.1 NUMBER	2
SECTION 4.2 TERM OF OFFICE.....	2
SECTION 4.3 NOMINATION	2
SECTION 4.4 ELECTION	2
SECTION 4.5 RESIGNATION.....	2
SECTION 4.6 REMOVAL.....	2
SECTION 4.7 VACANCIES.....	2
SECTION 4.8 COMPENSATION.....	2
ARTICLE V MEETINGS OF DIRECTORS	3
SECTION 5.1 REGULAR MEETINGS	3
SECTION 5.2 SPECIAL MEETINGS.....	3
SECTION 5.3 QUORUM.....	3
SECTION 5.4 DIRECTORS' MEANS OF PARTICIPATION IN BOARD MEETINGS.....	3
SECTION 5.5 EXECUTIVE SESSION	3
SECTION 5.6 BOARD OF MEETINGS OPEN TO MEMBERS; AGENDA.....	3
SECTION 5.7 ACTION TAKEN WITHOUT A MEETING.....	4
ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS	4
SECTION 6.1 POWERS	4
SECTION 6.2 DUTIES.....	4
ARTICLE VII OFFICERS AND THEIR DUTIES	4
SECTION 7.1 ENUMERATION OF OFFICERS.....	4
SECTION 7.2 ELECTION OF OFFICERS	4
SECTION 7.3 TERM	4
SECTION 7.4 SPECIAL APPOINTMENTS.....	4
SECTION 7.5 RESIGNATION AND REMOVAL.....	5
SECTION 7.6 VACANCIES.....	5
SECTION 7.7 MULTIPLE OFFICES.....	5
SECTION 7.8 DUTIES.....	5
7.8.1 President	5
7.8.2 Vice President.....	5
7.8.3 Secretary	5
7.8.4 Treasurer.....	5
7.8.5 Other Directors	6
ARTICLE VIII LIMITATION OF LIABILITY AND INDEMNIFICATION.....	6
SECTION 8.1 LIMITATION OF DIRECTOR LIABILITY	6
SECTION 8.2 INDEMNIFICATION.....	6
SECTION 8.3 PROCEDURE FOR EFFECTING INDEMNIFICATION	6

SECTION 8.4 ADVANCING EXPENSES.....6
ARTICLE IX MISCELLANEOUS.....7
SECTION 9.1 COMMITTEES7
SECTION 9.2 BOOKS AND RECORDS7
SECTION 9.3 AMENDMENTS7
SECTION 9.4 CONFLICT7
SECTION 9.5 FISCAL YEAR.....7

**AMENDED AND RESTATED BYLAWS OF
COUNTRY ROADS RV VILLAGE
PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I
Name and Location**

The name of this corporation is Country Roads RV Village Property Owners Association, Inc. (hereinafter referred to as the "Association"). The principal office of the Association shall be located at 5707 E. Highway 80, Yuma, Arizona 85365, but meetings of Members and Directors may be held at such place within the State of Arizona, County of Yuma, as may be designated by the Board of Directors.

**ARTICLE II
Definitions**

The words and terms used herein shall be deemed to have the same definitions and meanings as in the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Country Roads RV Village Property Owners Association, Inc. (2018), recorded on March 21, 2018, Fee No. 2018-07203, official records of Yuma, County, Arizona as amended from time to time (the "Declaration").

**ARTICLE III
Meetings of Members**

Section 3.1 Annual Meeting. The Annual Meeting of the Members shall be held annually in the month of March at a day and time determined by the Board of Directors.

Section 3.2 Special Meetings. Special meetings of the Members may be called at any time by the President, by the Board, or upon written request of Members holding one-tenth (1/10) of the votes of the Members.

Section 3.3 Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Board, by delivering a copy of each notice, postage prepaid, or hand delivering a copy of each notice to the Member, at least ten (10) days but not more than fifty (50) days prior to such meeting to each Member addressed to 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. Such notice shall specify the place, day, hour, and purpose of the meeting.

Section 3.4 Quorum. The presence, in person and/or absentee ballot of Members entitled to cast one-tenth (1/10) of the votes of the Members shall constitute a quorum for any action, except as otherwise provided by statute, in the Articles of Incorporation, the Declaration, or these Bylaws.

Section 3.5 Method of Voting. At all meetings of the Members, a vote may be cast in person or by absentee ballot and the Board may allow for voting by some other form of delivery. Votes may be cast by any electronic method permitted by Arizona law. The Board may require or allow votes to be cast by secret ballot.

ARTICLE IV
Board of Directors; Selection, Term of Office

Section 4.1 Number. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) directors. Each director shall be an Owner (or the spouse of an Owner). If an Owner is a corporation, partnership or trust, then an officer, director, partner, agent, beneficiary, or trustee, as applicable, may serve as a director.

Section 4.2 Term of Office. Directors shall serve three-year, staggered terms and each Director shall serve until such Director's successor is elected, unless such Director shall sooner resign, or shall be removed, or otherwise disqualified to serve. At each annual meeting, the Owners 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 for less than a three (3) year term if it becomes necessary to re-establish the staggered terms.

Section 4.3 Nomination. Nomination for election to the Board of Directors may be made by any reasonable method determined by the Board of Directors, including, but not limited to, self-nomination by the candidates, nomination by the Board, nomination by a nominating committee, and/or write-ins on the ballot. No nominations may be made from the floor at the annual meeting.

Section 4.4 Election. Election to the Board of Directors shall be by written ballot and may, if the Board determines, be by secret written ballot. The persons receiving the largest number of votes shall be elected to the vacant positions. Cumulative voting for Directors is not permitted.

Section 4.5 Resignation. Any Director may resign at any time by sending written notice of such resignation to the office of the Association, delivered to the President or Secretary. Unless otherwise specified therein, such resignation shall take effect upon its receipt.

Section 4.6 Removal. Any director may be removed from the Board with or without cause, at a meeting of Members held pursuant to Arizona law for removal of directors, by a majority of Members entitled to vote. Any Director whose removal has been proposed to or by the Members shall be given an opportunity to be heard at the meeting.

Section 4.7 Vacancies. In the event of death, resignation, or removal of a director, their successor shall be selected by a majority of the remaining members of the Board (even if less than a quorum) and shall serve for the unexpired term of such predecessor.

Section 4.8 Compensation. No director shall receive compensation for any service they may render to the Association. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties.

ARTICLE V
Meetings of Directors

Section 5.1 Regular Meetings. Regular Meetings of the Board of Directors may be held monthly or as otherwise determined by the Board. 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 in advance of 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 within the Common Area, or any other reasonable means as determined by the Board of Directors.

Section 5.2 Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors. Notice shall be provided to all Directors personally or by mail, e-mail, telephone, or other legally-recognized electronic means and not less than forty-eight (48) hours' notice shall be provided to each director, unless emergency circumstances necessitate a meeting before such notice can be given. Such notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of special 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, unless emergency circumstances necessitate a meeting before forty-eight (48) hours' notice can be given.

Section 5.3 Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the director's present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 5.4 Directors' Means of Participation in Board Meetings. Meetings of the Board of Directors may be held by means of telephone conference 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.

Section 5.5 Executive Session. The Board may convene in executive session to discuss and vote upon matters permitted by law to be discussed in executive session, including, but not limited personal matters of Members and litigation in which the Association is or may become involved. Before entering into any executive session of the Board of Directors, or on notice of an executive session of the Board of Directors, the Board shall identify the authority for the executive session.

Section 5.6 Board of Meetings Open to Members; Agenda. Except in those instances enumerated by law when the Board may hold a closed meeting or executive session, all meetings of the Association and the Board shall be open to all Members to attend and listen and Members shall be given an opportunity to speak before the Board takes action on an issue. An agenda will be available to all Members attending a Board meeting.

Section 5.7 Action Taken Without a Meeting. Unless otherwise expressly restricted by statute, the Declaration, the Articles or these Bylaws, 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 unanimous written approval of all directors. Each such consent shall be filed with the minutes of proceedings of the Board.

ARTICLE VI

Powers and Duties of the Board of Directors

Section 6.1 Powers. In addition to powers of the Board provided by statute, the Declaration, and the Articles, the Board of Directors shall have the power to:

- (a) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (b) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (c) employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties; and
- (d) adopt, amend and rescind Bylaws for the Association.

Section 6.2 Duties. In addition to duties imposed by statute, the Declaration, and the Articles, it shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to make such records available to the Members; and
- (b) supervise all officers, agents and employees of the Association and see that their duties are properly performed.

ARTICLE VII

Officers and Their Duties

Section 7.1 Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such officers as the Board may from time to time by resolution create.

Section 7.2 Election of Officers. To the extent reasonably practicable, the election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 7.3 Term. The officers of this Association shall be elected annually by the Board, and each shall hold office for one (1) year unless they shall sooner resign, be removed, or otherwise become disqualified to serve.

Section 7.4 Special Appointments. The Board may elect such other officers 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 may, from time to time determine.

Section 7.5 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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 7.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer they replace.

Section 7.7 Multiple Offices. No director may hold more than one of the following offices at any one time: President, Vice President, Secretary, or Treasurer. One person may simultaneously hold more than one on any of the other offices, including special offices created pursuant to Section 7.4 herein.

Section 7.8 Duties. The duties of the officers are as follows:

7.8.1 President. 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 support and enforce the governing documents of the Association. The President shall set the agenda, appoint committee chairs after considering the recommendations of the Board, and try to develop future leaders. The President shall direct the community manager as to the Board's decisions and requirements and shall be liaison to the election committee.

7.8.2 Vice President. The Vice President shall act in the place and stead of the president in the event of their absence, inability, or refusal to act. The Vice President shall work with the manager to oversee the enforcement of the Declaration and Rules. The Vice President shall be liaison to other committees as designated by the Board.

7.8.3 Secretary. The Secretary shall record or cause to be recorded the votes and the minutes of all meetings and proceedings of the Board and of the Members, serve or cause to be served notices of meetings of the Board and of the Members, keep or cause to be kept appropriate current records (including, but not limited to, the list of Members of the Association with their addresses, and all Association resolutions, policies, and committee appointments), and shall perform such other duties as required by the Board.

7.8.4 Treasurer. The Treasurer shall be custodian of all homeowner Association funds and work with the financial advisory committee as liaison. The Treasurer shall assure that acceptable accounting practices and procedures are in place and are properly administered. The Treasurer shall create or cause to be created monthly financial reports which the Treasurer will present to the Directors at the Board meetings. The Treasurer shall administer the preparation of an annual budget and provide monthly budget performance reporting. The Treasurer shall engage, at the end of each fiscal year, an outside public accounting firm to perform a compilation of accounts to provide year-end financial statements, and to prepare federal and state income tax

returns. An independent audit shall be performed on an as needed basis as determined by the Board. The treasurer shall sign all tax returns.

7.8.5 Other Directors. All Directors shall assist in forming and implementing the policies of the Board and the Association. Each Director not holding an office described above shall be liaison to an assigned committee(s) as directed by the Board.

ARTICLE VIII

Limitation of Liability and Indemnification

Section 8.1 Limitation of Director Liability. In accordance with the provisions of the Arizona nonprofit corporation act (set forth at A.R.S. § 10-3101 et seq., as may be amended from time to time), each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if such Director was acting in good faith and within the scope of their official capacity (which is any decision, act, or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized) unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director. This provision intends to give all Directors the full extent of immunity available under the Arizona nonprofit corporation act.

Section 8.2 Indemnification. To the extent it has the power to do so under the Arizona nonprofit corporation act, A.R.S. §10-3101, et seq., 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 they may be a party by reason of being or having been an officer, director, or an agent of the Association. Indemnification of any such person shall be made in accordance with the procedures set forth in the Arizona nonprofit corporation act. 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 applied shall have unreasonably refused to permit the Association, at its own expense and through counsel of its own choosing, to defend them in the action.

Section 8.3 Procedure for Effecting Indemnification. Indemnification under this Article shall be made when ordered by the court and may be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because they have met the applicable standard of conduct set forth in Arizona nonprofit corporation act. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of directors who are and/or were not parties to such action, suit or proceeding, or
- (b) if such a quorum is not obtainable, or even if obtainable, a majority vote of a quorum of disinterested directors so direct, by independent legal counsel in a written opinion, or
- (c) by the Members.

Section 8.4 Advancing Expenses. The Association may advance expenses (including attorneys' fee) incurred by an officer, director, or agent of the Association in defending a civil or

criminal action, suit, or proceeding in accordance with the standards and procedures set forth in the Arizona nonprofit corporation act.

ARTICLE IX
Miscellaneous

Section 9.1 Committees. The Association shall appoint an architectural committee as provided in the Declaration. In addition, the Board shall appoint other committees as deemed appropriate in carrying out its purpose.

Section 9.2 Books and Records. The books and records of the Association shall, during reasonable business hours and upon written request of a Member, be subject to inspection by any Member. Copies of the books and records of the Association may be purchased by Members at a reasonable cost not to exceed statutory limits.

Section 9.3 Amendments. These Bylaws may be amended, at a regular or special meeting of the Board, by a vote of a majority of a quorum of Directors present.

Section 9.4 Conflict. 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 between the Declaration and these Bylaws, the Declaration shall control.

Section 9.5 Fiscal Year. The Fiscal year of the Association shall begin on the 1st day of April and end on the 31st day of March of every year.

CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted by the Board of Directors of the Association at a meeting called for that purpose on the 31st day of January, 2023.

Signature: _____

Printed Name: _____

Title: _____