

**AMENDED AND RESTATED BYLAWS  
OF  
THE GAINEY RANCH COMMUNITY ASSOCIATION**

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**INDEX TO BYLAWS**

	<u>Page</u>
<b>ARTICLE 1 GENERAL PROVISIONS.....</b>	<b>1</b>
<b>1.1. DEFINED TERMS.....</b>	<b>1</b>
<b>1.2. PRINCIPAL OFFICE .....</b>	<b>1</b>
<b>1.3. CONFLICTING PROVISIONS.....</b>	<b>1</b>
<b>1.4. DESIGNATION OF FISCAL YEAR .....</b>	<b>1</b>
<b>1.5. FINANCIAL RECORDS.....</b>	<b>2</b>
<b>1.6. AMENDMENT .....</b>	<b>2</b>
<b>1.7. CAPTIONS AND TITLES.....</b>	<b>2</b>
<b>1.8. PRIOR BYLAWS SUPERSEDED.....</b>	<b>2</b>
<b>ARTICLE 2 MEETINGS OF MEMBERS.....</b>	<b>2</b>
<b>2.1. ANNUAL MEETING .....</b>	<b>2</b>
<b>2.2. SPECIAL MEETINGS .....</b>	<b>2</b>
<b>2.3. NOTICE OF MEETINGS .....</b>	<b>3</b>
<b>2.4. QUORUM.....</b>	<b>3</b>
<b>2.5. VOTING.....</b>	<b>3</b>
<b>2.6. RECORD DATE .....</b>	<b>4</b>
<b>2.7. ORGANIZATION AND CONDUCT OF MEETING.....</b>	<b>4</b>
<b>2.8. ACTION BY WRITTEN BALLOT .....</b>	<b>5</b>
<b>2.9. ACTION BY WRITTEN CONSENT.....</b>	<b>5</b>
<b>2.10. VOTING REQUIREMENTS .....</b>	<b>6</b>
<b>ARTICLE 3 BOARD OF DIRECTORS .....</b>	<b>6</b>
<b>3.1. NUMBER AND TERMS OF OFFICE .....</b>	<b>6</b>
<b>3.2. NOMINATION AND ELECTION .....</b>	<b>6</b>
<b>3.3. RESIGNATION OF DIRECTORS .....</b>	<b>7</b>
<b>3.4. REMOVAL OF DIRECTORS .....</b>	<b>7</b>
<b>3.5. COMPENSATION .....</b>	<b>7</b>
<b>3.6. ACTION TAKEN WITHOUT A MEETING.....</b>	<b>7</b>
<b>3.7. VACANCIES.....</b>	<b>8</b>
<b>3.8. MEETINGS .....</b>	<b>8</b>
<b>3.9. QUORUM AND VOTING.....</b>	<b>8</b>
<b>3.10. POWERS AND DUTIES .....</b>	<b>9</b>
<b>3.11. SUSPENSION OF MEMBER RIGHTS OR PRIVILEGES .....</b>	<b>11</b>
<b>ARTICLE 4 OFFICERS AND THEIR DUTIES.....</b>	<b>11</b>
<b>4.1. ENUMERATION OF OFFICERS .....</b>	<b>11</b>
<b>4.2. ELECTION OF OFFICERS .....</b>	<b>11</b>

4.3. TERM..... 12  
4.4. RESIGNATION AND REMOVAL ..... 12  
4.5. VACANCIES..... 12  
4.6. POWERS AND DUTIES ..... 12  
ARTICLE 5 COMMITTEES ..... 13  
5.1. COMMITTEES OF THE BOARD..... 13  
5.2. OTHER COMMITTEES..... 13

**AMENDED AND RESTATED BYLAWS**  
**OF**  
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**ARTICLE I**  
**GENERAL PROVISIONS**

**1.1. Defined Terms.**

Capitalized terms used in these Amended and Restated Bylaws (the "Bylaws") without definition shall have the meanings specified for such terms in the Amended and Restated Master Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Gainey Ranch (the "Master Declaration") recorded on July 28, 2009 at Recording No. 2009-0694935, in the records of the County Recorder of Maricopa County Arizona, establishing a general plan for the development, sale and use of the master planned community known as Gainey Ranch. As used in these Bylaws, the term "Eligible Votes" means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting or in respect of any other lawful action including, but not limited to, action by written ballot or written consent. As used in these Bylaws, the term "Community Documents" means the Master Declaration, the Articles of Incorporation of the Master Association, these Bylaws and the Gainey Ranch Rules, as such documents may be amended from time to time.

**1.2. Principal Office.**

The principal office of the Master Association shall be located at the known place of business of the Master Association designated in the Articles or such other place as the Master Association may designate from time to time in accordance with the Arizona Nonprofit Corporation Act, 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.

**1.3. Conflicting Provisions.**

In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Master Declaration and these Bylaws, the Master Declaration shall control.

**1.4. Designation of Fiscal Year.**

The fiscal year of the Master Association shall begin on the 1st day of January and end on the 31st day of December of every year.

**1.5. Financial Records.**

The Board shall provide for an annual financial audit, review or compilation of the Master Association. The audit, review or compilation shall be completed no later than 180 days after the end of the Master Association's fiscal year and shall be made available upon request to the Members within 30 days after its completion.

**1.6. Amendment.**

These Bylaws may be amended by the affirmative vote of Members holding more than fifty percent (50%) of the votes cast with respect to the amendment.

**1.7. Captions and Titles.**

All captions, titles or headings of the Articles and Sections in these Bylaws are for the purpose of reference and convenience only and are not to be deemed to limit, modify or otherwise affect any of the provisions hereof or to be used in determining the intent or context thereof. Unless otherwise specified, all references in these Bylaws to Articles or Sections are to Articles and Sections of these Bylaws.

**1.8. Prior Bylaws Superseded.**

These Bylaws shall supersede in their entirety all prior Bylaws of the Master Association.

**ARTICLE 2**  
**MEETINGS OF MEMBERS**

**2.1. Annual Meeting.**

An annual meeting of the Members of the Master Association shall be held at least once each year. The date, time and place of each annual meeting shall be determined by the Board.

**2.2. Special Meetings.**

Special meetings of the Members may be called at any time by the president or by the Board or upon written demand signed by Members having at least one-fourth (1/4th) of the Eligible Votes. The close of business on the thirtieth (30th) day before delivery of the demand or demands for a special meeting shall be the record date for the purpose of determining whether the demand for the special meeting has been signed by Members having at least one-fourth (1/4th) of the Eligible Votes.

### **2.3. Notice of Meetings.**

Written notice of each 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 each notice, postage prepaid, at least ten (10) but not more than sixty (60) days before such meeting to each Member entitled to vote thereat addressed to the Member's address last appearing on the books of the Master Association or supplied by such Member to the Master Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. When a meeting is adjourned to another date, time or place, a notice of the new date, time or place is not required if the new date, time or place is announced at the meeting before adjournment. At the adjourned meeting, the Master Association may transact any business which might have been transacted at the original meeting. If a new record date for the adjourned meeting is or must be fixed under Section 2.6, the Master Association shall give notice of the adjourned meeting pursuant to this Section to persons who are Members as of the new record date.

A Member's attendance at a meeting waives objection to the lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting and transacting business at the meeting. In addition, a Member's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter at the time it is presented.

### **2.4. Quorum.**

Except as otherwise provided in the Articles, the Master Declaration or these Bylaws, the presence of Members or absentee ballots representing one-tenth (1/10th) of the Eligible Votes shall constitute a quorum at all meetings of the Members. If a quorum shall not be present at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time until a quorum shall be present.

### **2.5. Voting.**

If only one of the multiple Owners of a Lot or Parcel is present at a meeting of the Master Association, such Owner is entitled to cast all the votes allocated to that Lot or Parcel. If more than one of the multiple Owners are present, the votes allocated to that Lot or Parcel may be cast only in accordance with the agreement of a majority in interest of the multiple Lot or Parcel Owners unless the Master Declaration expressly provides otherwise. There is majority agreement if any one of the multiple Owners casts the votes allocated to that Lot or Parcel without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Lot or Parcel.

Votes allocated to a Lot or Parcel may not be cast pursuant to a proxy. The Master Association shall provide for votes to be cast in person and by absentee ballot and may provide for voting by some other form of delivery. Notwithstanding Section 10-3708 of the Arizona Revised Statutes or any other provision of the Community Documents, any action taken at an

annual, regular or special meeting of the Members shall comply with all of the following if absentee ballots are used: (a) the absentee ballot shall set forth each proposed action; (b) the absentee ballot shall provide an opportunity to vote for or against each proposed action; (c) the absentee ballot is valid for only one specified election or meeting of the Members and expires automatically after the completion of the election or meeting; (d) the absentee ballot specifies the time and date by which the ballot must be delivered to the Board in order to be counted, which shall be at least seven days after the date that the Board delivers the unvoted absentee ballot to the Member; and (e) the absentee ballot does not authorize another Person to cast votes on behalf of the Member. Votes cast by absentee ballot or other form of delivery are valid for the purpose of establishing a quorum.

## **2.6. Record Date.**

For any meeting of the Members, the Board shall fix a date as the record date for determining the Members entitled to notice of the meeting. If the Board fails to fix a record date for any meeting of the Members, the record date for determining the Members entitled to notice of the meeting shall be the business day before the day on which the notice of the meeting is given. The Board shall also fix a date as the record date for determining the Members entitled to vote at a meeting of the Members. If the Board fails to fix such a record date, the Members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

A determination of Members entitled to notice of or to vote at a meeting of the Members is effective for any adjournment of the meeting, unless the Board fixed a new date for determining the right to notice or the right to vote. The Board shall fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date that is more than seventy (70) days after the record date for determining Members entitled to notice of the original meeting.

The Board shall fix a date as the record date for the purpose of determining the Members entitled to exercise any rights in respect of any other lawful action of the Members. If a different record date is not fixed by the Board or by these Bylaws, Members at the close of business on the day on which the Board adopts the resolution relating to that record date, or the sixtieth (60th) day before the date of other action, whichever is later, are entitled to exercise those rights.

The record date fixed by the Board under this Section shall not be more than seventy (70) days before the meeting or action requiring a determination of Members. If a court orders a meeting adjourned to another date, the original record date for notice of voting continues in effect.

## **2.7. Organization and Conduct of Meeting.**

All Members attending a meeting of the Members shall register with the Secretary (or such person or persons as may be designated by the Secretary) prior to commencement of the meeting. All meetings of the Members will be called to order and chaired by the President of the Master Association, or if there is no President or if the President is absent or so requests, then by

the Vice President. If both the President and Vice President are not present at the meeting, any other officer of the Master Association or such member of the Master Association as is appointed by the Board may call the meeting to order and chair the meeting. The chair of the meeting may appoint any person (whether or not a Member) to act as Recording Secretary. The chair of the meeting shall have the authority to determine the order of business to be conducted at the meeting and to establish reasonable rules for expediting the business of the meeting, but the rulings of the chair with respect to such matters may be overruled by Members having more than fifty percent (50%) of the votes represented in person at the meeting.

**2.8. Action by Written Ballot.**

Any action that the Master Association may take at any annual, regular or special meeting of the Members may be taken without a meeting if the Master Association delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter other than election of directors; and (c) specify the time by which a ballot must be delivered to the Master Association in order to be counted, which time shall not be less than three (3) days after the date that the Master Association delivers the ballot. Once a written ballot has been received by the Master Association, the ballot may not be revoked. Approval by written ballot pursuant to this Section is valid only if both the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes which would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a different record date is fixed by the Board, the record date for determining the Members entitled to vote on matters submitted to a vote by written ballot shall be the business day before the day on which the ballots are delivered to the Members.

**2.9. Action by Written Consent.**

The Members may approve any action required or permitted by law that requires the Members' approval without a meeting of the Members if the action is approved by Members holding at least a majority of the Eligible Votes, unless the Master Declaration, Articles, these Bylaws or applicable law require a different amount of Eligible Votes. The action shall be evidenced by one or more written consents describing the action taken, signed by those Members representing at least the requisite amount of the Eligible Votes, and delivered to the Master Association for inclusion in the minutes or filing with the corporate records of the Master Association.

If not otherwise fixed by the Board pursuant to Section 2.6, the record date for determining Members entitled to take action without a meeting is the date the first Member signs the consent to the action. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document. Written notice of Member approval pursuant to this Section shall be given to all Members who have not signed the written consent. Unless otherwise specified in the consent or consents, the action is effective on the date that the consent



or consents are signed by the last Member whose signature results in the requisite amount of the Eligible Votes. Any Member may revoke the Member's consent by delivering a signed revocation of the consent to the President or Secretary before the date that the consent or consents are signed by the last Member whose signature results in the requisite amount of the Eligible Votes.

**2.10. Voting Requirements.**

Unless otherwise provided in the Community Documents, if a quorum is present at a meeting of the Members, the affirmative vote of a majority of the votes represented and voting is the act of the Members.

**ARTICLE 3**  
**BOARD OF DIRECTORS**

**3.1. Number and Terms of Office.**

The affairs of the Master Association shall be conducted by the Board and such officers as the Board may elect or appoint in accordance with the Articles and the Bylaws as the same may be amended from time to time. The Board shall be composed of five (5) members. Four (4) members of the Board shall be elected by the vote of Memberships attributable only to Lots and Parcels having a Residential Land Use Classification, and one (1) member of the Board shall be elected by the vote of Memberships attributable to all other Land Use Classifications. Directors elected by the Members shall serve for a term of two (2) years. Despite the expiration of a director's term, a director shall continue to hold office until the director's successor is elected, designated or appointed and qualified, until the director's resignation or removal or until there is a decrease in the number of directors.

**3.2. Nomination and Election.**

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 of the Members. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more persons who are either Members of the Master Association, officers of a corporate member or partners in a partnership member. 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 will 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 and non-Members.

The directors shall be elected by the Members at the annual meeting of the Members. The Board may establish such rules and regulations as it deems appropriate with respect to the election of directors. In any election of the members of the Board, every owner of a Membership entitled to vote shall have the number of votes for each Membership equal to the

number of directors to be elected. Each Member shall have the right to cumulate his votes for one candidate or to divide such votes among any number of the candidates. The ballot for the election of directors shall contain space for write-in candidates. The candidates receiving the highest number of votes, up to the number of the directors to be elected, shall be deemed elected.

### **3.3. Resignation of Directors.**

A director may resign at any time by delivering written notice to the Board, its presiding officer or the Master Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

### **3.4. Removal of Directors.**

The Members, by a majority vote of Members entitled to vote and voting on the matter at a meeting of the Members called pursuant to this Section at which a quorum is present, may remove any member of the Board, with or without cause. On receipt of a petition that calls for removal of a member of the Board and that is signed by the number of Persons who are entitled to cast at least ten percent (10%) of the votes in the Master Association or one hundred (100) votes in the Master Association, whichever is less, the Board of Directors shall call and provide notice of a special meeting of the Master Association as prescribed by Section 2.3. The special meeting shall be called, noticed and held within thirty days after receipt of the petition. For purposes of a special meeting called pursuant to this Section, a quorum is present if the number of Owners to whom at least twenty percent (20%) of the votes or one thousand votes, whichever is less, are allocated is present at the meeting or as otherwise permitted by law. The Board shall retain all documents and other records relating to the proposed removal of the member of the Board for at least one year after the date of the special meeting and shall permit Members to inspect those documents and records pursuant to Section 33-1805 of the Arizona Revised Statutes. A petition that calls for the removal of the same member of the Board shall not be submitted more than once during each term of office for that member. If a civil action is filed regarding the removal of a member of the Board, the prevailing party in the civil action shall be awarded its reasonable attorney fees and costs.

### **3.5. Compensation.**

No director shall receive compensation for any service he may render to the Master Association, unless such compensation is approved by Members holding more than fifty percent (50%) of the Eligible Votes. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

### **3.6. 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 consent of all the directors. Any such written consent shall be filed with the minutes of the proceedings of the Board. Any action

taken by the Board pursuant to this Section shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

### **3.7. Vacancies.**

Any vacancy occurring in the Board (except for a director elected by the vote of Memberships attributable to all Land Use Classifications other than a Residential Land Use Classification) may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum or by a sole remaining director. Any newly created directorship shall be deemed a vacancy. In the event of the death, resignation or removal of a director elected by the vote of Memberships attributable to all Land Use Classifications other than a Residential Land Use Classification, the Board shall call a special meeting of the Members to elect such director's successor. Any person appointed or elected to fill a vacancy on the Board shall serve the remainder of the term of the director he replaces. If by reason of death, resignation or otherwise, the Master Association has no directors in office, any officer or Member may call a special meeting of the Members for the purpose of electing the Board.

### **3.8. Meetings.**

If the time and place of a meeting of the Board is fixed by the Board, the meeting is a regular meeting. All other meetings of the Board are special meetings. Regular meetings of the Board may be held with or without notice to the directors of the date, time, place or purpose of the meeting. Special meetings of the Board may be called by the President on two (2) business days notice to each director, given in writing, by hand delivery, mail, fax or electronic mail, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of at least two (2) directors. Notice of meetings of the Board shall be given to the Members of the Master Association within such time and in such manner as is required by law.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting, unless the director at the beginning of the meeting or promptly on the director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. A director may participate in a regular or special meeting of the Board through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, and a director participating in a meeting by such means is deemed to be present in person at the meeting.

### **3.9. Quorum and Voting.**

A majority of the prescribed number of directors shall constitute a quorum for the transaction of business. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board, unless the Articles or Bylaws require the vote of a greater number of directors.

A director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless either: (a) the director objects at the beginning of the meeting or promptly on the director's arrival to holding it or transacting business at the meeting; (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Master Association before 5:00 P.M. on the next business day after the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

A director may vote in person or by proxy. A director may appoint another director as a proxy to vote or otherwise act for the director by signing an appointment form, either personally or by the director's attorney-in-fact. The appointment does not relieve the director of liability for acts or omissions imposed by law on directors. An appointment of a proxy is effective when received by the Secretary. An appointment is valid for one (1) month unless a different period is expressly provided in the appointment form. An appointment of a proxy is revocable by the director. The death or incapacity of a director appointing a proxy shall not affect the right of the Master Association to accept the proxy's authority unless written notice of death or incapacity is received by the Secretary before the proxy exercises its authority under the appointment. Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the Master Association is entitled to accept the proxy's vote or other action as the vote of the director making the appointment.

### **3.10. Powers and Duties.**

The Board shall have all of the powers and duties necessary for the administration of the Master Association's affairs and for performing all responsibilities and exercising all rights of the Master Association as set forth in the Community Documents or as provided by law. The Board may do or cause to be done any act which the Community Documents do not direct to be done by the Members.

The duties of the Board shall include, without limitation:

- (a) opening bank accounts on behalf of the Master Association and designate the signatories thereon;
- (b) making, or contracting for the making, of repairs, additions to, improvements to or alterations of the Master Common Areas, in accordance with the Community Documents, after damage or destruction by fire or other casualty, or as a result of condemnation or eminent domain proceedings;
- (c) enforcing the provisions of the Community Documents by any and all means authorized by the Community Documents or by law; provided, however, that the Master Association shall not be obligated to take action to enforce

any provision of the Community Documents if the Board determines, in its sole discretion, that because of the strength of the Master Association's position, possible defenses, the time and expenses of litigation or other enforcement action, the likelihood of a result favorable to the Master Association or other factors deemed relevant by the Board, enforcement action would not be appropriate or in the best interests of the Association;

- (d) designating, hiring and dismissing the personnel necessary for the maintenance, operation, repair, replacement of the Master Common Areas and providing services for the Members, and, where appropriate, providing 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;
- (e) providing for the operation, care, upkeep and maintenance of all of the Master Common Areas and borrowing money on behalf of the Master Association when required in connection with the operation, upkeep and maintenance for the Master Common Areas;
- (f) preparing and adopting a budget for the Master Association prior to the commencement of each fiscal year and set the Annual Assessment for each Lot and Parcel;
- (g) adopting the Gainey Ranch Rules as provided in the Master Declaration;
- (h) declaring the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board;
- (i) employing, hiring and dismissing such employees as they deem necessary and to prescribe their duties and their compensation;
- (j) causing to be kept a complete record of all its acts and corporate affairs;
- (k) supervising all officers, agents and employees of the Master Association and seeing that their duties are properly performed;

- (l) levying, collecting and enforcing the payment of Assessments in accordance with the provisions of the Master Declaration;
- (m) procuring and maintaining adequate property, liability and other insurance as required by the Master Declaration; and
- (n) causing all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate.

Except to the extent prohibited by law, the Board may delegate the power to perform any of its duties or exercise any of its authority to the executive director of the Master Association or any other employee of the Master Association or to any other person.

**3.11. Suspension of Member Rights or Privileges.**

The Board shall not suspend the voting rights of a Member, a Member's right to use the Master Common Area or any other right or privilege of a Member pursuant to any authority to suspend such rights granted to the Board in the Community Documents without first complying with procedures set forth in this Section. Written notice of any such suspension (the "Suspension Notice") shall be given to the Member at least fifteen (15) days prior to the effective date of the suspension, and such notice shall state the reasons for such suspension. The notice shall also advise the Member of the Member's opportunity to submit to the Board at least five (5) days before the effective date of the suspension a written statement contesting the suspension and setting forth the Member's position with respect to the suspension. Notwithstanding the submission of a written statement by the Member, the suspension shall become effective on the effective date set forth in the Suspension Notice, unless the Board decides that the suspension should not become effective.

**ARTICLE 4**  
**OFFICERS AND THEIR DUTIES**

**4.1. Enumeration of Officers.**

The principal officers of the Master Association shall be a President, Vice-President, Secretary and Treasurer. All officers shall be elected by the Board. The Board may elect such other officers as the Board deems desirable, 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. The same individual may simultaneously hold more than one office in the Master Association.

**4.2. Election of Officers.**

The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

**4.3. Term.**

The officers of the Master Association shall be elected for a term of one (1) year, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**4.4. 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 Master Association. A resignation is effective when the notice is delivered unless the notice specifies a later date or event. The acceptance of a resignation shall not be necessary to make it effective. If a resignation is made effective at a later date or event and the Board accepts the later effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.

**4.5. 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 he replaces.

**4.6. Powers and Duties.**

The powers and duties of the officers shall be as follows:

**President.** The president shall be the chief executive officer of the Master Association; shall preside at all meetings of the Board or the Members; and have general and active management of the business of the Master Association;

**Vice-President.** 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.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Master Association together with their addresses, and shall perform such other duties as required by the Board;

**Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Master Association and shall disburse such funds for appropriate Master Association purposes as set forth in the Community Documents; keep proper books of

account; prepare an annual budget and a statement of income and expenditures; and, in general, perform all the duties incident to the office of treasurer.

Except to the extent prohibited by law, an officer of the Master Association may delegate the power to perform any of such officer's duties or exercise any of such officer's authority to the executive director of the Master Association or any other employee of the Master Association.

## **ARTICLE 5** **COMMITTEES**

### **5.1. Committees of the Board.**

The Board may create one or more committees and appoint members of the Board to serve on them. Each committee shall have one or more members, and each member of a committee shall serve at the pleasure of the Board. The creation of a committee and appointment of members of the Board to the committee must be approved by the greater of: (a) a majority of all the directors in office when the action is taken; or (b) the number of directors required by Section 3.9 to take action. The provisions of these Bylaws governing meetings, action without meetings and notice, waiver of notice, quorum and voting requirements of the Board shall also apply to committees and their members.

Each committee of the Board may exercise the authority of the Board to the extent specified by the Board, except that a committee shall not take any of the following actions: (a) authorize distributions; (b) approve or recommend to the Members any action that requires the Members' approval under the Community Documents or by law; (c) fill vacancies on the Board or on any of its committees; (d) adopt, amend or repeal these Bylaws; and (e) fix the compensation of directors for serving on the Board of Directors or any committee of the Board. The Board may designate one or more directors as alternate members of any committee who may replace any absent member at any meeting of the committee.

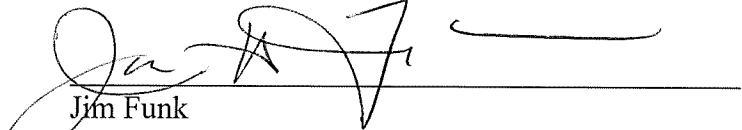
### **5.2. Other Committees.**

The Board of Directors shall appoint an Architectural Control Committee and a Nominating Committee as provided in the Master Declaration and these Bylaws. The Council of Presidents, as composed in accordance with the Master Declaration, shall also be a committee of the Master Association and shall perform the functions and duties described in the Master Declaration. In addition to Committees of the Board, the Architectural Control Committee and the Nominating Committee, the Board may appoint committees consisting of Members and/or non-Members of the Board to perform such tasks as the Board deems necessary or desirable. Any such committees shall be advisory only and shall not have the power to exercise any authority of the Board.



**CERTIFICATION**

I hereby certify that I am the duly elected Secretary of The Gainey Ranch Community Association and that the foregoing Amended and Restated Bylaws were duly adopted by the Members of the Master Association on the 2nd day of July, 2009.



Jim Funk  
Secretary