



**Minutes of the Board Meeting
held on December 12, 2024
at 6 :00 p.m. via Google Meet**

1. **Call to Order.** The meeting began at 6:04 p.m. with roll call.
2. **Attendees:** Board members W. Barfield, D. Vlastic, C. Peachey, S. Crosby, and N. Tribby. N. Ceccarelli joined at 6:20 p.m., D. McFarland joined at 6:45 p.m. Absent: G. Barton. Audio was recorded with Google Meet.
3. The Board worked in committee to consider the most recent member comments on the draft revision of the Association's bylaws. Edits were entered into the draft document. The new draft is attached.
4. **Adjourned** at 9:01 p.m.

Submitted by C. Peachey, HLRPOA Secretary

Adopted into the record Dec. 19, 2024



High Lonesome Ranch Estates Property Owners Association
P.O. Box 215, Elfrida, Arizona 85610

Board Meeting Agenda
Thursday, December 12, 2024, 6:00 p.m.
via Google Meet

1. Call to order
2. Roll call
3. Board works in committee to consider revisions to association's bylaws document
4. Next board meeting date – December 19
5. Adjourn

D R A F T

Revised on 12Dec2024

**REVISED BYLAWS OF HIGH LONESOME RANCH ESTATES PROPERTY OWNERS
ASSOCIATION**

Pursuant to the provisions of Arizona Revised Statutes, A.R.S. §10-3101, et seq., and A.R.S. §33-1801, et seq., the above Arizona nonprofit corporation hereby adopts the following Bylaws to replace in their entirety the Bylaws dated 26 January 2022. These Bylaws are effective _____(date)_____

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is High Lonesome Ranch Estates Property Owners Association, hereinafter referred to as the “Association.” Meetings of the Members and Board of Directors may be held within the state of Arizona and via remote electronic meeting systems as designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 2.1. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions, Restrictions and Easements for High Lonesome Ranch Estates—Unit 1, Lots 7 Through 50, and High Lonesome Ranch Estates Unit II, Lots 52 through 141, as recorded in fee # 001028197 and 010928105 in the Office of the Cochise County Recorder, State of Arizona, and as may be amended from time to time.

Section 2.2. “Member” shall mean and refer to every person and entity who holds Membership in the Association. See Declaration 1.8.

Section 2.3. “Membership.” As described in Article 6.1 of the Declaration, every person who is an Owner of a Lot shall be a Member of the Association. An Owner shall have and enjoy one Membership for each Lot owned. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Only persons who own lots under recorded instruments, including deeds and contracts for sale, shall be Members of the Association. As described in the Declaration, “Person” shall include a corporation, company, partnership, trust, firm, association or society, as well as a natural person.

Section 2.4. “Member in Good Standing” shall mean that all monies owed to the Association by the lot from which the member derives their Membership have been paid or are not more than 30 days overdue; and that the board of directors has not withdrawn good standing status from

the member for violation of the Association's governing documents. Members in good standing may serve on the board of directors, sign petitions, and vote in elections and referenda.

Section 2.5. See Article 1 of the Declaration for further definitions.

ARTICLE III MEETING OF MEMBERS; VOTING

Section 3.1. Annual Meetings. The annual meeting of the Members shall occur during the first quarter of each calendar year at a location, date, and time, to be 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, the Board of Directors, or upon written request of the Members who are qualified to vote one-tenth (1/10) of all of the votes held by the Membership.

Section 3.3. Notice of Meetings. Notice of Member meetings will comply with ARS 33-1804.

Section 3.4. Quorum. The presence at the meeting of Members qualified to cast twenty-five percent (25%) of all the votes held by the Membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. Meeting "presence" includes attendance via remote access. Pursuant to ARS 33-1812B, votes cast by absentee ballot or other form of delivery are valid for the purpose of establishing a quorum.

Section 3.5. Voting. There shall be one vote per Lot per item being voted. At all meetings of Members, Members may vote in person or by absentee ballot, whichever applies. Proxies or proxy ballots are not allowed per ARS 33-1812.

Section 3.6. Member Action Without a Meeting.

A. Any action required or permitted to be taken by the Members at a member meeting may be taken without a meeting, by written consent, as evidenced by one or more written consents describing the action taken, signed by a majority of the Members (or such greater percentage as may be required hereunder or in the Articles or Declaration for the action taken hereunder) and filed with the minutes or corporate records. Action taken by written consent is effective when the last Member (of the number required for the action) signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document. See ARS 10-3704.

B. Any action that the Association may take at an annual, regular, or special meeting of Members may also be taken without a meeting, by written ballot, if (1) the Association delivers a written or electronic, if and as permitted by state law, ballot to every Member entitled to vote on the matter, giving the Member an opportunity to vote for or against

the proposed action, and setting forth (a) the proposed action, (b) the number of responses needed to meet quorum requirements, (c) the percentage of approvals needed to approve the matter, and (d) the time by which a ballot must be delivered in order to be counted, which shall be not fewer than three days after the corporation delivered the ballot to the Members; (2) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and (3) the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting. See ARS 10-3708.

ARTICLE IV BOARD OF DIRECTORS; QUALIFICATIONS; TERM OF OFFICE

Section 4.1. Number. The affairs of the Association shall be managed by a Board of Directors elected by the Members. The Board shall consist of seven directors, each of whom must be an individual Member or an individual designated by a non-individual Owner. No more than one Member per Lot may serve on the board at one time.

Section 4.2. Qualifications. Directors shall be members in good standing to be elected and to remain on the board. Directors shall comply with local, state, and federal laws and regulations. Directors are expected to attend all board meetings. Failure to maintain these qualifications may result in removal from the board.

Section 4.3. Term of Office. The term of the directors shall be staggered three-year terms, unless shorter terms are necessary to maintain staggered terms.

Section 4.4. Compensation. No director shall receive compensation for any service he or she may render to the Association that is within his or her duties as a director. However, any director may be reimbursed for actual expenses incurred in the performance of board duties, provided such expenses are documented and approved by the Board before the expense was incurred.

Section 4.5 Conflict of Interest. Any conflicts of interest must be disclosed per ARS 33-1811.

ARTICLE V NOMINATION, ELECTION, REMOVAL, AND REPLACEMENT OF DIRECTORS

Section 5.1. Nomination. Nominations from the floor are not allowed. The Secretary will send a written request to all Members at least 60 days prior to the annual meeting of members, or 30 days prior to a special meeting of the members for filling of a vacancy, requesting letters of intent to run for a seat on the Board. Nominees will submit their names to the Secretary who will verify they are members in good standing before forwarding the list to the Election Committee.

Section 5.2. Election.

A. The number of Directors shall be divided into three groups, each group containing as equal a number of directors as is possible, with one group elected at each annual meeting of the Members, providing for staggered three-year terms.

B. All ballots for election to the Board of Directors, whether for the annual election, a special election, or a removal action, shall comply with ARS 33-1812. Ballots will be secret. In any such election or member action, every Member qualified to vote will receive one ballot for each Lot owned.

Section 5.3. Removal. Any director may be removed from the Board in accordance with ARS 33-1813. A director removed in accordance with ARS 33-1813 will be replaced by a director elected by the Members.

Section 5.4 Replacement.

A. In the event of a vacancy on the Board arising from death, resignation, disqualification not the result of removal by the membership, or a lack of candidates that leaves a quorum of directors remaining in office, the Board, at its discretion, may: (1) leave the seats vacant until the next annual meeting of the members; (2) appoint an interim director to serve only until the next annual meeting of the members; or (3) call a special meeting of the members to elect a replacement. However, if the directors remaining in office constitute fewer than a quorum of the board, they shall appoint interim directors sufficient in number to constitute a quorum and call for a special meeting of the members to elect replacements to fill the vacancies, including any held by interim directors, within 60 days.

B. In the event of vacancies on the Board resulting from the removal in accordance with ARS 33-1813 of at least one but fewer than a majority of the directors, the vacancies shall be filled by election at a special meeting of the members or, if fewer than 6 months remain until the next annual meeting of the members, remain vacant until filled by election at the next annual meeting.

C. In the event of vacancies on the Board resulting from the removal in accordance with ARS 33-1813 of a majority of the directors, the Association shall hold an election for the replacement of the removed directors at a separate meeting of the members of the Association that is held not later than 30 days after the meeting at which the members of the board of directors were removed.

D. In the event all members of the board are removed in accordance with ARS 33-1813, the President, Secretary, and Treasurer will remain in office and conduct only those activities required of the Association by statute, those duties required of their office by these bylaws, and those activities necessary to prepare for and hold an election for the replacement of the removed directors. As required by ARS 33-1813, the special meeting

of the members will be held within 30 days after the meeting at which the members of the board of directors were removed.

ARTICLE VI MEETINGS OF DIRECTORS

Section 6.1. Regular Meetings. All meetings of the Board of Directors will be held in accordance with ARS 33-1804. Regular meetings of the Board shall be held at least once per year, at such place and hour as may be fixed from time to time by resolution of the Board. Regular meetings shall be limited to a two-hour duration; at the end of the two-hour limit, the meeting shall be adjourned, and all remaining agenda items will be added to the beginning of the next meeting's agenda. However, the Board may by majority vote continue the meeting for an additional 30 minutes. Any portion of a meeting may be closed only if that closed portion of the meeting is limited to consideration of one or more of the reasons allowed by ARS 33-1804.

Section 6.2. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Association or by three directors. A special meeting may be held after not less than three days written notice to each director and announcement to all Members per ARS 33-1804.

Section 6.3. Emergency Meeting. An emergency meeting of the board of directors may be called pursuant to ARS 33-1804.

Section 6.4. Virtual and Online Meetings. The board may use these tools subject to the following requirements. The use of these tools must be open to and available to members. Meetings must be notified and conducted to the members per ARS 33-1804. Should the board use a forum-like tool, it will be made available to the members in viewing mode and a printed copy maintained in the corporate files. No other tools not available to the membership at large will be used for the conduct of corporate affairs. Members' right to participate in Board meetings will not be abridged by the choice to use a virtual or online meeting platform.

Section 6.5. Quorum. A simple 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 directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII RESPONSIBILITIES AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1. Responsibilities.

A. Exercise on behalf of the Members all the authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation, the Declaration, or statute.

B. Adopt and publish Association Rules, per the Declaration 5.3, governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof. No change to the Association Rules shall be approved or adopted by the Board until thirty days after the proposed change has been presented to the membership for review and comment.

C. Declare a Member to be not in good standing provided such Member has been given the opportunity to be heard in accordance with Article X of these bylaws.

D. Declare a vacancy on the Board of Directors by resolution if a Director is absent from three consecutive meetings of the Board of Directors, is determined to be not in good standing, or fails to comply with local, state, and federal regulations.

E. Engage independent contractors and prescribe their duties.

F. Grant easements over, across or under the Common Areas for public utilities, ingress, egress and such other purposes as may be deemed advisable by the Board, with notice to the membership.

G. Enforce these Bylaws, the Declaration, and the Articles of Incorporation.

Section 7.2. Duties.

A. As more fully provided in the Declaration:

1. Fix the amount and due date of the annual assessment against each Lot.
2. Send written notice of each assessment to every Owner subject thereto.

B. Procure and maintain liability insurance and, at the Board's discretion, hazard insurance on property owned by the Association in the amounts required by the Declaration or otherwise determined by the Board of Directors in their sole discretion.

C. Cause the Common Area, and any other areas for which the Association is responsible, to be maintained, repaired and otherwise protected.

D. Send the information required by ARS 33-1806 to a prospective purchaser of a Lot upon receipt of the required notice of pending sale or other conveyance.

E. Cause to be kept a complete record of all its acts and corporate affairs.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 8.1. Enumeration of Offices. The officers of this Association shall be a President, Vice-President, Secretary, and Treasurer, who shall at all times be Members of the Board of Directors.

Section 8.2. Election of Officers. Officers shall be selected by the Board at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 8.3. Term. The officers of this Association shall be selected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 8.4. Resignation and Removal. Any officer may be removed from office, but not from the board, by a majority vote of a quorum of the Directors. 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.

Section 8.5. 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 or she replaces.

Section 8.6. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices.

Section 8.7. Duties. The duties of the officers are as follows:

President: The President will, along with the Secretary, set the agenda of all regular meetings in coordination with all directors. The President shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds and other written instruments. The President shall co-sign all checks and promissory notes unless the Board authorizes an alternative Director to do so due to exigent circumstances. The Board may authorize the use of electronic billpay and an approving voucher system.

Vice President: The Vice President shall act in the place and stead of the President in the event of the President's absence, or inability to act, and shall exercise and discharge such other duties as may be required by the Board.

Secretary: The Secretary, along with the President, shall set the agenda of all regular meetings in coordination with all directors. The Secretary shall maintain the files and records of the Association; record the votes and keep the minutes of all meetings and proceedings of the Board and meetings of the Members; serve notice of meetings of the

Board and of the Members; maintain a current roster of names and addresses of all owners; and perform such other duties as required by the Board.

Treasurer: 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 or in accordance with a Board-approved budget. The Treasurer shall co-sign all checks and promissory notes of the Association; keep, or cause to keep, all financial records of the Association and send, or cause to have sent, all invoices for assessments; prepare monthly financial reports available to members and directors; cause an annual review of the Association books to be made by a public accountant at the completion of each fiscal year; and 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. The Treasurer shall ensure the reserve funds are held in a savings account separate from the operating account. Such reserve funds shall be used only for board-approved road repairs or road maintenance which may, from time to time, inadvertently surpass the budgeted amount. There may be additional accounts established from time to time for specific long-range projects identified by the board.

ARTICLE IX COMMITTEES

Section 9.1. The board shall form an Election Committee, Common Area Committee, Architectural Review Committee, and Finance Committee. All committees shall be chaired by members of the Board of Directors. The Board may create other committees as necessary in conducting the business of the Association. The committee chair shall select committee members. Committee members must be members in good standing to serve. Committee meetings will be held in accordance with ARS 33-1804.

Section 9.2. Authority. Committees will make recommendations to the board of directors for decision unless specific authority is granted by board resolution or Association procedures.

Section 9.3. Compensation. No committee member shall be compensated for participation on committees, but may be reimbursed by the Association for approved expenditures.

ARTICLE X OPPORTUNITY TO BE HEARD

If the Board designates a member as not in good standing, the Board shall first give the member written notice of the basis for such designation and an opportunity to be heard by the Board as per ARS 33-1803. The form of such notice and the specific procedures for the hearing shall be determined by the rules and regulations adopted by Board resolutions.

ARTICLE XI
BOOKS AND RECORDS

The records of the Association are available to members for review and inspection through coordination with the Secretary, except those containing personal information about another member. Association records shall be retained as required by Arizona law and the Association's records retention policy.

ARTICLE XII
ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessment which is unpaid fifteen days or more after its due date is deemed late according to ARS 33-1803, and charges for late payment shall be set by the board per ARS 33-1803. Any assessment which is still unpaid forty-five days or more after its due date is deemed delinquent according to Article 7 of the Declaration and shall be handled in accordance with that Article.

ARTICLE XIII
AMENDMENTS; CONFLICTS

14.1. Amendment. As stated in the Articles, these Bylaws may be amended by the Board of Directors of the Association, subject to amendment or repeal by the vote of the Members representing at least seventy-five percent (75%) of the total votes held by the Members. However, no amendment shall be approved or adopted by the Board until thirty days after the proposed change has been presented to the membership for comment. The Bylaws, as they may be amended from time to time, shall be recorded in Cochise County.

14.2. Conflicts. In the case of any conflict between the Articles of Incorporation and the Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws or the Articles, the Declaration shall control. Invalidation of any provision or term of these Bylaws by judgment or court order shall not affect any other provision or term thereof which shall remain in full force and effect.

ARTICLE XIV
FISCAL YEAR

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

ARTICLE XV

NOTICES

All notices, demands, statements or other communications required to be given or served under these Bylaws shall be in writing and shall be deemed to have been duly given and served if delivered personally or sent by U.S. Mail, postage prepaid or, in the case of a notice pursuant to Section 7.1 of these Bylaws, registered or certified U.S. Mail, return receipt requested, postage prepaid: (1) to an Owner, at the address that the Owner shall designate in writing and file with the Secretary or, if no such address is designated, at the Owner's property address within the Property or (2) to the Association, the Board, or any manager employed by the Association, at the principal office of the manager or such other address as shall be designated by notice in writing to the Owners, with copies mailed or delivered personally to the Association at its then principal address. A notice given by mail, whether regular, certified, or registered, shall be deemed to have been received by the person to whom the notice is addressed on the earlier of the date the notice is actually received or five (5) days after the notice is mailed. It is the responsibility of the Owner to notify the Association of any changes in contact information.

In Witness Whereof, we have executed these Bylaws this **xxth day of xxxxxx**, 2024.

DRAFT