

# **CASAS DEL ORO NORTE**

## **By-Laws**

### **BY-LAWS**

#### **Article I**

##### **Name and Location**

The name of the non-profit corporation is the Casas del Oro Norte Improvement Association, hereinafter referred to as the "association." The principal office of the corporation shall be located in Tucson, Arizona, but meetings of members and directors may be held at such places within the state of Arizona, county of Pima, as may be designated by the Board of Directors.

#### **Article II**

##### **Definitions**

Unless the context denotes otherwise the following terms are defined as follows:

Section 1. The term "association" shall mean and refer to the Casas del Oro Norte Improvement Association, its successors and assigns.

Section 2. The term "properties" shall mean and refer to that certain real property described in the amended and restated declaration of covenants, conditions and restrictions recorded January 16, 1991, identified as Casas del Oro Norte Lots 1,2,3 & 4; and such additions thereto as may hereafter be brought within the jurisdiction of the association.

Section 3. The term "common properties" shall mean all real property owned by the association for the common use and enjoyment of the members of the association.

Section 4. The term "unit" shall mean and refer to plots of land shown upon the declaration recorded subdivision map of the properties with the exception of the common area.

Section 5. The term "member" shall mean and refer to a person who holds a membership in the association.

Section 6. The term "owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any unit which is part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

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Section 7. The term "guest" shall mean and refer to a person who resides in a unit for not less than overnight nor more than two weeks in any consecutive six month period.

Section 8. The term "declaration" shall mean and refer to the declaration of covenants, conditions and restrictions applicable to the properties recorded in the office of recorder of Pima County, state of Arizona.

### **Article III**

#### **Purpose**

The purpose of these By-laws is to implement the Declaration, the Articles of Incorporation, the applicable provisions of the Federal and State Fair Housing Acts and the Zoning Laws of Pima County, Arizona.

A. The Owners desire to enjoy a Retirement Community of Older Adults.

B. Accordingly, each dwelling unit shall be occupied by at least one (1) person who is fifty-five (55) years of age or older and no person under eighteen (18) years of age shall permanently reside in any dwelling unit.

C. The only exception to paragraph (B) above is if an underage person (below 18 years of age or if no one is at least 55 years of age) who dwells in a unit at the adoption of this Amendment to the By-Laws, he or she may continue to do so, but when the unit is subsequently sold or leased, the age restrictions under paragraph (B) remain in full force and effect.

D. In compliance with the Fair Housing Act (24 CFR 100) the Board of Directors will conduct a survey to verify each residence is occupied by at least one person 55 years of age or older and no person under the age of 18 years of age. This survey will be updated every two years and available for inspection upon reasonable request.

E. The leasing of dwellings is not favored because it tends to destroy the stability of the neighborhood and to compromise the security of the Association. Therefore, it is agreed that no lot owner may lease his property for less than a sixty (60) day period and he may not enter into more than two (2) leases in any one calendar year. All such proposed leases must be submitted to the Board of Directors and be approved by it.

### **Article IV**

#### **Membership**

Section 1. Membership. Every person who is a record owner of a fee or undivided fee interest in any unit, including contract sellers, shall be a member of the association. The

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foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the association. Ownership shall be the sole unit qualification for membership. A member shall be entitled to as many votes as the number of units owned.

Section 2. Suspension of Membership. During any period in which a member shall be in default in the payment of any annual or special assessment levied by the association, the voting rights and right to use of the recreational facilities of the member may be suspended by the Board of Directors until the assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed thirty days, for violation of any rules and regulations established by the Board of Directors governing the use of the common properties and facilities.

Section 3. Notwithstanding anything to the contrary stated in these by-laws or elsewhere membership shall not be granted, approved or recognized or if granted, approved, or recognized then suspended to any person (either owner, tenant or otherwise) who has one or more persons residing in the unit under the age of eighteen years other than a guest. The Board of Directors shall refuse approval of the sale, rental or the use of any unit to any person who is (1) under the age of eighteen years or (2) will have or intends to have residing in unit any person under the age of eighteen years.

### **Article V**

#### **Property Rights: Rights of Enjoyment**

Section 1. Each member and spouse shall be entitled to the use and enjoyment of the common properties and facilities subject to the rules and regulations except as hereinafter provided. Any member may delegate his rights of enjoyment of the common properties and facilities to the members of his family, his tenants or contract purchasers, who reside on the property. The member shall notify the secretary in writing of the name of any delegee. The rights and privileges of the delegee are subject to suspension to the same extent as those of the member.

As it concerns rights of enjoyment of the pool, section 2 as follows controls.

Section 2. The Pool Area is restricted to Association members and approved renters. In residence adult house guests (as defined in Article II Section 7 of the By-laws) of either may have the same privileges as members upon obtaining a swimming pool guest card from the chairperson of the pool committee or if absent from the president, secretary, or

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another board member. An invitee other than a guest as defined herein must be accompanied to the Pool Area by their host and are limited to four (4) per family at any one time.

### Article VI Board of Directors: Selection and Term of Office

Section 1. Number. The affairs of the Association shall be managed by a board from 5 to 7 directors, who shall be members of the Association.

Section 2. Classification and Election.

The Directors shall be classified effective at the 1992 Annual Meeting as follows:

Class I - Two Directors for three-year term,

Class II - Three Directors with one year to serve

Class III - Two Directors with two years to serve

In 1992, the Class I Directors shall be elected for three-year terms, and at each succeeding Annual Meeting, the Class whose terms expire shall be elected for 3-year terms.

Section 3. Removal. Any director may be removed from the board, with or without cause, by a majority vote of the members of the association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

### Article VII Meeting of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held, with notice, as required by Arizona law, at such time and place as may be determined by the Board. *(passed at Board of Directors meeting March 31, 2009)*

Section 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, after not less than ten days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the

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directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

### **Article VIII**

#### **Nomination and Election of Directors**

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a chairman, who need not be a member of the Board of Directors, and two or more other members of the association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the members. 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. The nominations shall be made from among members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At the election, the members may cast their vote by ballot, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the declaration or these by-laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

### **Article IX**

#### **Power and Duties of the Board of Directors**

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the common properties and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof. This board shall not initiate new or change existing rules and regulations unless the membership of CDON be notified of the proposed changes and be given a sixty day period to comment on said changes proposed. (The rules and regulations adopted and published simultaneously herewith shall supersede all prior rules and regulations and remain in full force and effect until amended or superseded by written action of the Board of Directors);

(b) exercise for the association all powers, duties and authority vested in or delegated to this association and not reserved to the membership by other provisions of these by-laws, the articles of incorporation, or the declaration;

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(c) declare the office of a member of the Board of Directors to be vacant in the event member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(d) employ a manager, an independent contractor, or other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members;

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

(c) As more fully provided herein, and in the declaration, to:

(1) fix the amount of the annual assessment against each unit at any annual, regular or special meeting held in December of each year in advance of each annual assessment period, as hereinafter provided in Article XIII, and

(2) send written notice of each assessment to every owner subject thereto at least thirty days prior to the date the assessment becomes delinquent;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate stating whether or not any assessment has been paid. A reasonable charge may be made by the board for the issuance of these certificates. If a certificate states an assessment has been paid, it shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the association;

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

(g) cause the common area to be maintained.

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### Article X Committees

Section 1. The Board of Directors shall appoint an architectural control committee (**now referred to as the Architectural Review Committee...amended 3/2018**), as provided in the declaration and the zoning laws of Pima County, Arizona and a nominating committee, as provided in these bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes, such as:

(a) A social and recreation committee which shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the association and shall perform any other functions as the board, in its discretion, determines;

(b) A building and grounds committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the common properties, other than the swimming pool and related facilities, and shall perform any other functions as the board in its discretion determines;

(c) A swimming pool committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair, improvement and use of the swimming pool and related facilities;

(d) A television cable committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair, improvement and use of the cable (the chairman of this committee shall be designated as a member of the Board of Directors of the cable television association that maintains, repairs and improves the cable used by the members of this association);

(e) A historical committee which shall advise the Board of Directors on all matters pertaining to the collection, organization, utility and storage of association historical materials. Those materials may include documents, photographs and other memorabilia.

(f) Audit Practice: "The books of the Association shall be reviewed annually by a Certified Public Accountant approved by the Board. After such review, a letter approving current practices and noting any irregularities, if any, shall be sent to the Board of Directors prior to the annual meeting of the Association."

Section 2. It shall be the duty of each committee to receive complaints from members on any matter involving association functions, duties, and activities within its field of responsibility. It shall dispose of the complaints as it deems appropriate or refer them to any other committee, director, or officer of the association as is further concerned with the matter presented.

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### Article XI Meetings of Members

Section 1. Annual Meetings. The annual meeting of the members shall be held on the first Monday after the first Sunday in February of each year, at the hour of 1:30 p.m., or at such other hour as may be fixed by the Board of Directors. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president and shall be called by the President or Secretary at the request in writing of (a) a majority of the Board of Directors or (b) one fourth of the members who are entitled to vote.

Section 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 (a) delivering to the mailbox of each unit or (b) mailing a copy of the notice, postage prepaid, at least ten days before the meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the association, or supplied by the member to the association for the purpose of notice. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, a majority of the votes shall constitute a quorum for any action except as otherwise provided in the articles of incorporation, the declaration, or these by-laws. If, however, a quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. At all meetings of members, each member may vote in person or by ballot.

### Article XII Officers and Their Duties

Section 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 other officers as the board may from time to time by resolution create.

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Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this association shall be elected annually by the board and each shall hold office for one (1) year, unless he shall resign sooner, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect other officers as the affairs of the association may require, each of whom shall hold office for a period, have the authority, and perform any duties as the board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the board. Any officer may resign at any time by giving written notice to the board, the president, or the secretary. The resignation shall take effect on the date of receipt of the notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to the vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the association and 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 in the absence of the treasurer sign all checks and promissory notes.

(b) 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 any other duties that may be required of him by the board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep the corporate seal of the association and affix it on all papers requiring the seal; serve notice of meetings of the board and of the members; keep appropriate current records showing the members of the association together with their addresses, and shall perform any other duties as required by the board.

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(d.) Treasurer. The treasurer, the President, or the management company, shall receive and deposit in appropriate bank accounts all monies of the association and shall disburse funds as directed by resolution of the Board of Directors; shall from time to time invest these funds in treasury bills or other prudent investments as approved by the Board, The Treasurer, the President or the management company shall sign all checks and promissory notes of the association; keep proper books of account, and shall cause an annual review of the association's financial reports by an independent certified public accountant approved by the board, and to receive and have available the accountant's review letter prior to the annual meeting; and the Treasurer shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members."

### **Article XIII**

#### **Assessments**

Section 1. Creation of the Lien and Personal Obligation of Assessments. By the declaration each member is deemed to covenant and agree to pay to the association: (1) annual assessments or charges, and (2) special assessments for projects and purposes that the Board sees as needed to protect and promote the wellbeing of CDON and unit owners. Any proposed special assessment shall be submitted to the membership for its majority consent. The annual and special assessments, together with interest thereon and costs of collection thereof, as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the property against which each assessment is made. Each assessment, together with interest, costs, and reasonable attorney's fees shall also be the personal obligation of the person who was the owner of such property at the time when the assessment fell due and shall not pass to his successors in title unless expressly assumed by them.

Section 2. Purpose of Assessments. The assessments levied by the association shall be used exclusively for the purpose of promoting the recreation, health, safety, and welfare of the residents in the properties and in particular for the improvement and maintenance of the properties, services and facilities devoted to this purpose and related to the use and enjoyment of the common area, and of the homes situated upon the properties.

Section 3. Basis and Maximum of Annual Assessments. Each lot shall be subject to an annual assessment of not more than \$2,200. The Board of Directors shall fix the annual assessment within the maximum amount at their regular (or any special meeting called therefore) meeting in the month of December of each year for the following year. The assessment is determined by the Board of Directors at said meeting and shall be levied as of the 1st day of January of the following year. The amount of the assessment or any part thereof shall be delinquent if not paid within 60 days after the 1<sup>st</sup> of January. Written

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notice of the assessment shall be sent to every owner subject thereto at least 30 days prior to the date that the assessment shall become delinquent.

Section 4. Effect of Nonpayment of Assessment: Remedies of the Association. If the assessment is not paid on the date when due, then the assessment shall become delinquent and shall, together with interest thereon and cost of collection thereof as hereinafter provided, become a continuing lien on the property which shall bind the property in the hands of the then owner, his heirs, devisees, personal representatives and assigns. The personal obligation of the then owner to pay the assessment, however, shall remain his personal obligation for the statutory period and shall not pass to his successors in title unless expressly assumed by them.

A delinquent assessment shall bear interest from the date of delinquency at the rate of one and one-half per cent per month, and the association may bring an action at law against the owner personally obligated to pay the same or to foreclose the lien against the property and there shall be added to the amount of the assessment the costs of preparing and filing the complaint in the action, and in the event a judgment is obtained, the judgment shall include interest on the assessment as above provided and a reasonable attorney's fee to be fixed by the court together with the costs of the action.

Section 5. Subordination of the Lien to Mortgages. The lien of the assessments provided for herein shall be subordinate to the lien of any mortgage or mortgages now or hereafter placed upon the properties subject to assessment; provided, however, that the subordination shall apply only to the assessments which have become due and payable prior to a sale or transfer of such property pursuant to a decree of foreclosure, or any other proceeding in lieu of foreclosure. Any sale or transfer shall not relieve the property from liability for any assessments thereafter becoming due, nor from the lien of any subsequent assessment.

Section 6. Exempt Property. All common properties as defined in Article II, Section 3 hereof shall be exempt from the assessments charges and liens created herein.

### Article XIV

#### Books and Records

The books, records and papers of the association shall at all times, during reasonable business hours, be subject to inspection by any member. The declaration, the articles of incorporation and bylaws of the association shall be available for inspection by any member at the principal office of the association, where copies may be purchased at reasonable cost.

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### **Article XV**

#### **Corporate Seal**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

### **Article XVI**

#### **Amendments**

These by-laws may be amended by the vote of a majority of the Board of Directors at a regular or special meeting of the Board of Directors or at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by ballot, provided written notice of such amendment or amendments shall have been given to the members at least 30 days prior to such meeting.

### **Article XVII**

#### **Miscellaneous**

The fiscal year of the association shall begin on the first day of January and end on the thirty-first day of December of each year.

The bylaws of the association dated October 24, 1968 are amended and superseded by these by-laws by the unanimous vote of the Board of Directors.

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