

Amended By-Laws of the
Spruce Mountain Road
Maintenance Association,
Inc.

September 2021

PREAMBLE

Spruce Mountain Road Maintenance Association, Inc. was originally incorporated as Spruce Mountain Fire Department, Inc. for the purpose of operating a volunteer fire department. The Association name and purpose were changed in 2005, however, the original bylaws remained unchanged until 2015 when they were revised. These Bylaws supersede the original bylaws drafted in 1997 and the revision drafted in 2015.

ARTICLE 1. NAME AND PURPOSE

Section 1.01: NAME. The name of the association shall be the Spruce Mountain Road Maintenance Association, Inc., hereafter referred to as "The Association". It shall be a nonprofit organization incorporated under the laws of the State of Arizona.

Section 1.02: PURPOSE. The Bylaws shall govern the Association and its members and facilitate the following purposes:

- a. To maintain the integrity of Spruce Mountain Road from Senator Highway to the Upper Circle gate.
- b. To provide a forum to address programs that will enhance quality of life in the Spruce Mountain area.

ARTICLE II. MEMBERSHIP

Section 2.01: ELIGIBILITY FOR MEMBERSHIP. Any owner, or resident, of property that utilizes Spruce Mountain Road to gain access to the property is eligible upon full payment of annual dues per property as described in Section 2.02 and completion of membership form.

Section 2.02: ANNUAL DUES. The amount for annual dues shall be a minimum of \$250 donation per improved property and a minimum of \$125 donation per unimproved property, unless changed by a majority vote of members in attendance at the annual meeting. Dues paid in full by August 31st shall qualify property owner as Member for voting purposes for the fiscal year.

- a. Membership for the fiscal year shall be from July 1 to June 30. Notice of annual dues shall be sent to all members approximately sixty (60) days prior to July 1.
- b. Any changes to annual dues shall be determined by the annual budget which is to be presented to the members at the annual meeting.

Section 2.03: VOTING RIGHTS. The full payment of annual dues will entitle Members to one vote per titled owner of primary or secondary residence or unimproved property, regardless of the number of properties owned.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01: BOARD OF DIRECTORS. The Association shall be managed by a member-elected Board of Directors that will be comprised of five (5) members in good standing, of which four will be Officers and one will be Member-at-Large.

Section 3.02: OFFICERS: The Association shall have the following officers:

- 1) President
- 2) Vice President
- 3) Treasurer, and
- 4) Secretary

Section 3.03: ELECTION OF OFFICERS: The Officers shall be elected by majority vote at the annual meeting by those in attendance or by online vote if deemed necessary or prudent by the Board.

Section 3.04: TERM OF OFFICE. The Officers shall serve a two-year term, with no limitation on future terms.

Section 3.05: DUTIES: The duties of the Officers are as follows:

- 1) The PRESIDENT shall be the principal executive officer of the Association and shall preside over meetings and represent the Association on public occasions.
- 2) The VICE-PRESIDENT shall assist the President as the President requests and represent the Association on appropriate occasions. The Vice President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association.
- 3) The TREASURER shall collect dues, safeguard assets, disburse funds and make periodic reports of all funds collected in the name of the Association. The Treasurer shall be responsible for the filing of applicable tax documents and

able to appoint, if necessary, additional resources to help in the recordkeeping of the Association.

- 4) The SECRETARY shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association activities, and conduct such official correspondence as shall be required. The Secretary shall be responsible for filing annual corporate reports, maintain liability insurance and able to appoint, if necessary, additional resources to help in the recordkeeping of the Association.
- 5) The duties of the Officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Association membership.
- 6) Unless so authorized by approval of the Board of Directors, no officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable for any purpose in any amount. .

Section 3.06: VACANCIES AND REMOVALS FROM BOARD. Any Board Director may be removed by a majority vote of the members of the Association (excluding the Director to be removed). Upon the removal, resignation, or incapacity of a Director of the Association, a majority of the Association membership shall elect a successor at The annual meeting or any Special meetings of the Association designated for that purpose.

Section 3.07: MANAGEMENT. The Association activities shall be managed by the Board of Directors so elected, with the powers consistent with the Articles of Incorporation and these Bylaws of the Association.

ARTICLE IV. MEETINGS

Section 4.01: PLACE OF MEETINGS. Meetings of the Members shall be held at any place the Board of Directors or majority of the Members may select from time to time.

Section 4.02: REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held no less than quarterly, at a time and place designated by the Board of Directors and shall be open to all Members. No official business shall be conducted without a quorum of Directors, which shall consist of no less than three (3) members.

Section 4.03: SPECIAL MEETINGS. Special meetings of the Members may be called by the President, by a majority of the Officers of the Association, or by five percent (5%) or more of the Members entitled to vote.

Section 4.04: ANNUAL MEETING. An annual meeting of the Members shall be held in the month of September each year, if possible. At such meeting, the Members shall elect the Officers of the Association, receive reports on the affairs of the Association and transact any other business which is within the power of the Members. If an annual meeting has not been called and held within six (6) months after the time designated for it, any Member may call the annual meeting.

Section 4.05: NOTICE OF MEETINGS. A written, printed, or electronic notice of each meeting stating the place, day, and hour of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each Member. This notice shall be given at least seven (7) days before the date named for the meeting.

Section 4.06. QUORUM. No less than 10% of the Members must be present at any properly announced meeting to constitute a quorum.

ARTICLE V. VOTING

Section 5.01: VOTING: Provided a quorum exists, all issues shall be decided by a majority vote of members present at the meeting. If a quorum does not exist, the vote shall then be conducted by mail.

Section 5.02: VOTING BY MAIL. Where Officers are to be elected by Members, or any changes in the Bylaws are to be voted on, or any other election to be made whereby a count of the votes of all members may be desired, such election may be conducted by mail or by distributed ballot in such manner as the Board of Directors shall determine advisable.

ARTICLE VI. COMMITTEES

Section 6.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Board of Directors may establish committees as deemed necessary to pursue stated purpose.

ARTICLE VII. FINANCES

Section 7.01: EXPENDITURES. Expenditures of funds amounting to over Five Hundred Dollars (\$500) in any month must be approved by majority vote of the Board of Directors. This vote can be an email request initiated by the Treasurer to the Board Members.

Section 7.02: FINANCIAL REPORTS. Financial reports shall be prepared by the Treasurer and presented quarterly to the Board of Directors, annual reports presented to the Members at the annual meeting and made available to the Members at any other time upon written request.

ARTICLE VIII. AMENDMENTS

Section 8.01: PROCEDURE. These Bylaws, may be amended by a motion and two-thirds majority vote of those present at the annual meeting of the Members of the Association, provided seven (7) days written notice of the proposed amendment(s) and or the meeting is given.

ARTICLE IX. ACCEPTANCE OF BYLAWS

Section 9.01: ACCEPTANCE. Upon majority vote of the Members at the annual meeting, these Bylaws will be accepted and made accessible to existing and prospective Members upon request to the Association Secretary.