GREENFIELD VILLAGE
RV RESORT ASSOCIATION, INC.
MESA, ARIZONA

BYLAWS

RESTATED AND AMENDED

FEBRUARY 2025

The Association's Corporate Bylaws are subject to change by amendment as approved by Association Members. This document reflects all amendments to date. Members of the Association (Lot Owners) are responsible to keep aware of changes as they are adopted and announced.

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AMENDED AND RESTATED BYLAWS OF GREENFIELD VILLAGE RV RESORT ASSOCIATION, INC.

ARTICLE 1 – DEFINITIONS

Section 1.1 Definitions. Unless otherwise defined below, capitalized terms used in these Bylaws shall have the meanings assigned to such terms in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Greenfield Village RV Resort Association, Inc. recorded on February 19, 1997 as document no. 1997-0107447 in the Official Records of Maricopa County, Arizona and any amendments thereto the Declaration.

ARTICLE 2 – PRINCIPAL OFFICE

Section 2.1 Principal Office. The Association shall maintain its principal office and known place of business at 111 South Greenfield Road, Mesa, Arizona 85206.

ARTICLE 3 – MEMBERS

Section 3.1 Membership. The Members of the Association shall be determined in the manner set forth in the Declaration.

Section 3.2 Place of Members' Meetings. The meetings of Members shall be held at 111 South Greenfield Road, Mesa, Arizona, or at such other place as may be fixed from time to time by the Board. Meetings of the Members may be conducted electronically (i.e., via the Internet, intranet or teleconference) if and to the extent permitted by law, including future enactments.

Section 3.3 Annual Members' Meetings. Unless otherwise determined by the Board, the annual meeting of the Members shall be held on the second Wednesday of February in each year, or, if that day shall be a legal holiday, then on the next succeeding business day. The order of business at annual Members' meetings and, as far as practical, at all other Members' meetings shall be as follows:

Close of On-Site Ballot Box
Agenda

a) Call Meeting to Order
b) Certification of Quorum
c) Proof of Notice of Meeting
d) Announcement of Ballot Tellers
e) Conduct Ballot tally for Directors and Other Ballot Issues
f) Disposal of Any Unapproved Minutes
g) Reports of Management/Officers
h) Reports of Committees
i) Unfinished Business
j) New Business
k) Announcement of Election Results

Section 3.4 Special Meetings of Members. Special meetings of the Members be called by the president or by a majority of the directors or by Members having at least one-quarter (1/4) of all votes.

Section 3.5 Notice of Members' Meetings. Written notice of any meeting of the Members stating the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in accordance with Arizona law not less than twenty (20) nor more than fifty (50) days before the date of the meeting to each Member. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association, with postage prepaid. The failure of any Member to receive actual notice of a meeting of the Members does not affect the validity of any action taken at that meeting. Business transacted at any special meeting of Members shall be limited to the purposes stated in the notice.

Section 3.6 Quorum. Except as provided in the Declaration, the Articles, these Bylaws or applicable law, the presence in person or by absentee ballot of Members representing twenty (20%) of the total eligible votes in the Association shall constitute a quorum at all Association meetings. Eligible votes cast by absentee ballot or other form of delivery, including the use of e-mail and electronic or online voting, are valid for the purpose of establishing a quorum only with respect to the issues contained on the ballot.

Section 3.7 Voting. Each membership shall be entitled to the voting rights set forth in the Declaration. Cumulative voting shall not be permitted. Each Member in good standing shall be entitled to vote in accordance with Arizona law, including, but not limited to, Arizona Revised Statutes A.R.S. § 33-1812. The vote for directors shall be by secret ballot, except to the extent necessary to process ballots delivered electronically. The Association shall provide notice of meetings of the membership and ballots in accordance with Arizona law.

Section 3.8 Fixing of Record Date. For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board may may fix in advance a date as the record date for any such determination of Members. If the Board fails to fix a record date for determining the Members entitled to notice of the meeting, the record date for notice shall be the day before the day on which the notice of the meeting is given. If no record date is fixed for the determination of Members entitled to vote at a meeting of Members, the record date for such determination of Members shall be four o'clock in the afternoon on the day before the day on which the meeting is held. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 3.9 Waiver of Notice. Whenever any notice is required to be given to any Member of the Association under the provisions of the Articles these Bylaws, the Declaration, any provision of the Arizona Revised Statutes, or otherwise, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.10 Assessments. The rights of membership are subject to the payment of annual (general), special, and individual assessments levied by the Association, the obligation of which assessments is imposed against the Owner of each Lot and becomes a lien upon the Lot against which such assessments are made as provided in the Declaration.

As further provided in A.R.S. §33-1807, the obligation to pay assessments is secured by a common expense lien against the Lot. Such lien includes unpaid assessments together with any authorized late charges, reasonable collection fees, and attorney fees. The Association may collect these amounts in accordance with the foreclosure thresholds established under Arizona law.

Section 3.11 Suspension. Pursuant to procedures adopted by the Board, the membership rights of the Owner of any Lot may be suspended during the period when assessments pertaining to the Lot remain unpaid; but, upon payment of such assessments (including any and all interest, late charges, or similar fees or charges permitted or required pursuant to these Bylaws, the Declaration, or the Articles), the Owner's rights and privileges shall be automatically restored. The Board may suspend the membership rights of the Owner of any Lot for a period not to exceed sixty (60) days for each violation by an Owner (or by the occupants or guests of such Owner's Lot) of the Declaration or the rules or regulations adopted by the Board pursuant thereto.

Section 3.12 Town Hall Meetings. Not less than ten (10) calendar days prior to the mailing of any proposed amendment to these Bylaws or any proposed amendment to the CC&Rs of the Association on a ballot for a vote of the Members, the Board of Directors shall conduct an informal Town Hall meeting of the Members of the Association for the discussion of the proposed amendments. The Board shall post notices of such meeting in the resort not less than 48 hours prior to the meeting. Any Member of the Association who desires to do so may comment on the proposed amendments at such meeting. The Board of Directors may adopt reasonable rules of procedure with respect to the order and time allotted to each speaker. A summary report of the speakers' positions presented at the meeting shall be prepared by the administrative staff and shall be included with the ballots mailed to the Members. No formal written notice to all Members shall be required; such meeting shall not constitute a Special Meeting of Members, and no formal action may be taken.

ARTICLE 4 – DIRECTORS

Section 4.1 Election. The business and affairs of the Association shall be managed, conducted, and controlled by the Board of Directors. Except as provided in Section 4.3 hereof, each director shall be elected for a two (2) year term, limited to two (2) consecutive terms, and shall be elected at the annual meeting of Members concurrent with the expiration of the term of the director he or she is to succeed, and, except as otherwise provided in these Bylaws, shall hold office until his or her successor is elected and qualified. No person shall be eligible for election as a director who is not at the time of election a Member of the Association in good standing. If, after election, any director ceases to be a Member, or refuses to sign the "Code of Ethical Conduct", his or her office shall become vacant.

Section 4.2 Number. The number of directors which shall constitute the whole Board shall be seven (7).

Section 4.3 Vacancies. Vacancies shall be filled within thirty (30) days by the affirmative vote of a majority of the remaining directors then in office, or by a sole remaining director, and the directors so chosen shall hold office until the following annual meeting. If there are no directors in

office, any officer or Member may call a special meeting of Members for the purpose of electing the Board of Directors.

Section 4.4 Annual Board Meetings. Within seven (7) days after each annual meeting of members, the directors shall meet for the purpose of organization, the election of officers, and the transaction of other business. Notice of such meeting shall be required to be given to each director. The place and time of such first meeting may, however, be changed by written consent of all the directors.

Section 4.5 Special Board Meetings. Special meetings of the Board may be called by the president or secretary and must be called by either of them on the written request of any member of the Board.

Section 4.6 Notice to Directors of Board Meetings. Notice to directors of all meetings of the Board, except as otherwise provided by these Bylaws or applicable law, shall be delivered by telephone, mail, email, or facsimile to each Director not less than forty-eight (48) hours prior to the meeting, but such notice may be waived by any director. Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except when the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.7 Notice to Association Membership of Board Meetings. Notice of Board meetings shall be given at least forty-eight (48) hours in advance of the meeting, unless emergency circumstances necessitate a meeting before forty-eight (48) hours' notice can be given. Notice may be given by conspicuous posting, email, web portal, on-site bulletin board, mailbox reminders or any other reasonable means as determined by the Board. Notice shall include the date, time, place and agenda of the meeting, except that no agenda shall be provided for meetings that are closed to the Members in accordance with Arizona law. In accordance with A.R.S 33-1804, no vote, motion, or binding action of the Board shall be taken in a meeting closed to the Members; any such vote, motion, or action shall be taken only in an open meeting of the Board, except as otherwise expressly permitted by Arizona law.

Section 4.8 Quorum of the Board. A majority of the Board (four directors) shall constitute a quorum for the transaction of business, but if at any meeting of the Board there be less than a quorum present, a majority of those directors present may adjourn the meeting from time to time. No business of the Board shall be transacted at any meeting of the Board unless a quorum is present. Every act or decision done or made by a majority of the directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board unless the Articles, the Bylaws or the Declaration otherwise specifically requires the affirmative vote of a different number of directors on a specific matter.

Section 4.9 Action Without a Meeting. Unless otherwise restricted by the Articles, these Bylaws, or applicable law, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the Minutes of proceedings of the Board or committee or Notes of the committees.

Section 4.10 Powers. The Board shall have the power:

(a) to elect and remove the officers of the Association as hereinafter provided;

(b) to administer the affairs of the Association and the Common Area to the extent permitted by applicable law, the Articles, these Bylaws, and the Declaration;

(c) to engage the services of a manager or managing agent who shall manage and operate the Common Area for all the Members upon such terms and for such compensation and with such authority as the Board may approve, subject to the rights of the Members as described in the Declaration;

(d) to formulate policies for the administration, management and operation of the Common Area;

(e) to make provision for the operation, maintenance, repair and replacement of the Common Area and payments therefor, and to approve payment vouchers or to delegate such approval;

(f) to provide for the engaging of non-employee accountants, attorneys and others who may provide direct services to the Board;

(g) to appoint or dissolve committees of the Board, to remove any director from a committee at any time, and to delegate to such committees the Board's authority to carry out certain duties of the Board;

(h) to prepare an annual budget and to provide the manner of assessing and collecting from the Owners their respective shares of such estimated expenses, as hereinafter provided;

(i) to exercise all the rights, powers, and duties granted to it by the Declaration;

(j) unless otherwise provided herein or in the Declaration, to comply with the instructions of a majority of the Owners as expressed in a motion duly adopted at any annual or special meeting of the Members, provided all Members are entitled to vote on such matter by absentee ballot; and

(k) to exercise for the Association all other powers, duties, and authority vested in or delegated to the Association.

Section 4.11 Removal and Resignation of Directors. Any director or the entire Board may be removed, with or without cause, in accordance with A.R.S. § 33-1243. Any director may resign upon written notice to the Board.

Section 4.12 Place of Board Meetings. The Board of the Association shall hold meetings, both regular and special, at 111 South Greenfield Road, Mesa, Maricopa County, Arizona. Such meetings also may be held by means of conference telephone, Zoom (or other virtual meeting platform), or similar communications equipment by means of which all persons participating in an open meeting can hear each other, and participation in or attendance at a meeting pursuant to this Section 4.12 shall constitute presence in person at such meeting.

Section 4.13 Waiver of Notice. Whenever any notice is required to be given to any director of the Association under the provisions of the Articles, these Bylaws, the Declaration, any provisions of the Arizona Revised Statutes, or otherwise, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 4.14 Committees of the Board. The Board, by motion adopted by a majority of the full Board, may designate from among its members an executive committee and one or more

other committees each of which, to the extent provided in such motion and permitted by law, shall have and may exercise all the authority of the Board. The Board, with or without cause, may dissolve any such committee or remove any Member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any Member thereof, of any responsibility imposed by law.

Section 4.15 Compensation. Directors shall receive no compensation for their services unless expressly provided for in a resolution duly adopted by members holding a majority of the votes then entitled to be cast at a meeting expressly called for that purpose. However, directors may be reimbursed for out-of-pocket expenses for activities approved by the Board.

ARTICLE 5 – OFFICERS

Section 5.1 Designation of Titles. The officers of the Association shall be chosen by the Board and shall be a president, a vice president, a secretary and a treasurer. No person may hold, at any time, more than one of such offices, except that the offices of secretary and treasurer may be held by the same person. All voting officers must be directors of the Association. The Board may require any officer to give security for the faithful performance of his or her duties.

Section 5.2 Election, Term of Office, Qualification. The officers of the Association shall be chosen annually by a majority of the Board, each thereof to hold office for one year or until a successor shall have been duly chosen and shall qualify, or until his or her death, resignation, or removal in the manner hereinafter provided. No person shall be eligible for election as an officer who is not at the time of election a Member of the Association in good standing. If, after election, any officer ceases to be a Member or refuses to sign or does not abide by the “Code of Ethical Conduct”, the office shall become vacant.

Section 5.3 Removal. Any officer may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby. Election or appointment of an officer shall not of itself create contract rights.

Section 5.4 Vacancies. A vacancy in any office as described in Section 5.1, because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Section 5.2 hereof for election or appointment to such office.

Section 5.5 The President. The president shall preside at all meetings of the Members and all meetings of the Board; shall see that orders and resolutions of the Board are carried out; may sign, with the secretary or any other proper officer of the Association thereunto authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board.

Section 5.6 The Vice President. The Vice President shall generally assist the President and act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be prescribed or delegated to him or her by the Board.

Section 5.7 The Treasurer. The treasurer shall, in general, oversee all aspects of the financial affairs of the Association and shall perform all the duties incident to the office of treasurer and such other duties as may be assigned by the Board.

Section 5.8 The Secretary. The secretary shall, in general, oversee the counting of votes, and shall perform all the duties incident to the office of secretary, including the keeping of minutes and records and such other duties as may be assigned by the Board.

Section 5.9 Compensation. The officers shall receive no compensation for their services, unless expressly provided for in a resolution duly adopted by a majority of the Members then entitled to vote at a meeting expressly called for that purpose.

Section 5.10 Bonding. The Board shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

ARTICLE 6 – ASSESSMENTS

Section 6.1 Annual Budgets and Assessments. The Board shall prepare annual budgets and fix and levy assessments as more particularly described and required in the Declaration and, in particular, Article 6 of the Declaration. To be effective, the budgets and associated general and any special assessments (other than an Individual Assessment for Maintenance and Restoration of an Owner's Lot as described in Section 5.7 of the Declaration) must be ratified by a majority (over 50%) of the eligible votes cast by ballot at the meeting at which the budgets and associated assessments are proposed

Section 6.2 Annual Audit Report. An annual audit of the accounts of the Association shall be made by a certified public accounting firm, provided such firm is not also retained by any company or individual assisting in the management of the Association. Such audit report shall cover the twelve-month period ending June 30. A copy of the audit report shall be available to the Members in the Association's office for inspection promptly after its acceptance by the Board.

Section 6.3 Supplemental Budget. In the event that during the course of any year it shall appear to the Board that the assessments determined in accordance with the estimated annual budget for such year are insufficient or inadequate to cover the estimated common expenses for the remainder of the year, then the Board shall prepare and approve a supplemental budget covering said remainder of the year, which supplemental budget shall be furnished to each Member and ratified by a majority (over 50%) of the eligible votes cast by ballot at a special meeting of the membership, and thereupon a supplemental assessment shall be made to each Member for a proportionate share of such supplemental budget. The provisions hereof shall at all times be subject to the applicable provisions of the Declaration.

Section 6.4 Capital Expenditures. The Board shall not approve any capital expenditure (as opposed to a maintenance or repair expense) in excess of $50,000 without the prior approval of Members holding a majority of eligible votes cast by ballot at a duly- convened meeting of the membership at which such expenditure is proposed, and further that the said limit of $50,000 be adjusted automatically year by year in accordance with the annual change in the American Consumer Price Index commencing with the change from January 1 through December 31. Such limitation amount on capital expenditure shall not include or be applicable to any funds sourced from donations or those generated by club funding

Section 6.5 Lien. Each Owner of a Lot shall be personally obligated to pay promptly and fully every assessment (including any interest and costs of collection) properly levied by the Association, and the Association shall be entitled to a lien on each Lot to secure payment thereof, all in accordance with the provisions of the Declaration. The Association and the Board shall have the authority to exercise and enforce any and all rights and remedies as may be provided in the Declaration or these Bylaws or as may be otherwise available at law or in equity for the collection of all unpaid assessments.

In accordance with A.R.S. §33-1807, the lien arising from unpaid assessments may be foreclosed only when an owner has been delinquent in the payment of assessments for a period of at least eighteen (18) months, or if the total amount due equals or exceeds ten thousand dollars ($10,000), whichever occurs first, measured as of the date the foreclosure action is filed. The lien shall otherwise have the priority, notice, and enforcement rights set forth by Arizona law. Notwithstanding the foregoing, for any special assessment with an initial value of $10,000 or more, only the eighteen-month delinquency threshold shall apply to foreclosure of the lien attributable to that special assessment

Section 6.6 Records and Statement of Account. The Board shall cause to be kept detailed and accurate records of the receipts and expenditures affecting the Common Area specifying and itemizing the common expenses incurred. Payment vouchers may be approved in such manner as the Board may determine. The Board shall, upon receipt of the (10) days' notice to it or the Association, cause to be furnished to any Owner a statement of account setting forth the amount of any unpaid assessments or other charges due and owing from such Owner.

Section 6.7 Discharge of Liens. The Board may cause the Association to discharge any mechanic's lien or other encumbrance which in the opinion of the Board may constitute a lien against the Common Area rather than against a particular Lot only. When less than all of the Owners are responsible for the existence of any such lien, the Owners responsible shall be jointly and severally liable for the amount necessary to discharge the same and for all costs and expenses, including, without limitation, attorneys' fees incurred by reason of or in connection with such lien.

Consistent with A.R.S. §33-1807, any lien arising in favor of the Association for unpaid assessments remains the responsibility of the individual Lot Owner(s) against whose Lot the lien is imposed and may be foreclosed only under the statutory thresholds of eighteen (18) months' delinquency or ten thousand dollars ($10,000) in assessments due. The Board's authority under this Section to discharge mechanic's liens or encumbrances against the Common Area shall not be construed to relieve an Owner of liability for a properly recorded lien against their Lot, nor to expand the Association's authority contrary to Arizona law. A copy of A.R.S. §33-1807 can be obtained from the office of Greenfield Village.

ARTICLE 7 – PARLIAMENTARY PROCEDURES

Section 7.1 Meetings of Members. The proceedings of all annual or special meetings of the Members of the Association shall be governed by Robert's Rules of Order.

Section 7.2 Meetings of the Board. The proceedings of all meetings of the Board shall be conducted according to Robert's Rules of Order.

Section 7.3 Failure to Comply. Failure to comply with this Article does not affect the validity of any action taken at a meeting of the Members or of the Board.

ARTICLE 8 – RESIGNATIONS

Section 8.1 Resignations. Any Member, director, or other officer may resign his office at any time by giving written notice of his resignation to the president or secretary of the Association. Such resignation shall take effect at the time specified therein or, if not time- specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE 9 – FISCAL YEAR

Section 9.1 Fiscal Year. The fiscal year of the Association shall be from July 1 through June 30.

ARTICLE 10 – CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 10.1 Contracts. The Board shall only enter into such contracts and incur such expenses as are provided for in the annual or supplemental budget. The Board may authorize any officer or officers or General Manager to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 10.2 Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. No borrowing by the Association may cumulatively exceed $20,000.00 unless approved by members holding a majority (over 50%) of eligible votes cast by ballot at a duly-convened meeting of the membership at which such borrowing is proposed.

Section 10.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers or General Manager of the Association and in such a manner as shall be determined by resolution of the Board.

Section 10.4 Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may elect.

ARTICLE 11 – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 11.1 No Distributions. Pursuant to A.R.S. § 10-11301, none of the net earnings or pecuniary profit from the operations of the Association shall at any time be distributed to any Member, director, officer, or employee of or member of a committee of or person connected with the Association, or any other private individual, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board, and other payments and disbursements may be made in furtherance of one or more of its purposes. To the extent that Members receive a benefit from the general maintenance, acquisition, construction, management, and care of the Common Area, this benefit shall not constitute a distribution; to the extent a rebate

of excess dues, fees, and assessments (and not net earnings) is paid to Members, such payment shall not constitute a distribution.

ARTICLE 12 – REPEAL, ALTERATION, OR AMENDMENT

Section 12.1 Amendment. These Bylaws may be repealed, altered, or amended, or substitute Bylaws may be adopted only in accordance with the procedure set forth in the Articles.

Section 12.2 Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

CERTIFICATION

The Secretary of the Association hereby certifies that the foregoing Amended and Restated Bylaws were approved by more than 51% of the votes eligible to be cast at a meeting of the Members held on February 12, 2025.

DATED this 25th day of February, 2025.

Helen Burke

Secretary