

## KEY TAKEAWAYS

1. The **New Bylaws** reorganize and clarify many of the old rules: they add modern open-meeting requirements, clear procedures for adopting budgets and architectural guidelines, conflict-of-interest rules, expanded financial oversight (like dual signatures and competitive bidding), and improved enforcement/due process.
2. Much of the content is **similar** or **upgraded** rather than totally changed. The **main improvements** include:
  - **Transparent financial processes** (Article VIII),
  - **Preventing voting suspension just for being behind on fees** (Article III),
  - **Enforceable conflict-of-interest policy** (Article XI),
  - **Reserve funds and audits** (Article VIII),
  - **Clear removal/recall procedures** (Article IV, Section 4.3),
  - **Banning proxies but allowing absentee ballots** (Article IV, Section 4.5).
3. Sections that are **entirely new** (like conflict-of-interest, certain notice requirements, or the monthly bank statements posting) reflect **modern best practices** and **Arizona legislative changes** since 1997.

Overall, the New Bylaws provide a more detailed, transparent, and member-friendly governance framework while retaining the essential structure from the **Original 1997 Bylaws**.

## COMPARISON TABLE: NEW VS. ORIGINAL BYLAWS

NEW BYLAWS	ORIGINAL 1997 BYLAWS	Summary Explanation
<b>Article I – Name, Purpose, and Governing Law</b>	<b>Article I (General)</b> Sections 1.1 – 1.4	<b>Better</b> – The new version spells out what the HOA is called, why it exists, and that Arizona law + the Declaration come first. The old bylaws said some of this but in less detail.
<b>1.1 Name</b>	Art. I, Sec. 1.1 ("Organization and Scope")	<b>Same idea</b> – Both name the Association. The new text is more direct.
<b>1.2 Purpose</b>	Art. I, Sec. 1.1, 1.4 ("Association Responsibilities")	<b>Better</b> – Tells exactly what the HOA is supposed to do. The old text was shorter.

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<b>1.3 Governing Law and Hierarchy</b>	Partly in Art. XI, Sec.1.4, 2.1, 11.1 – 11.2	<b>New</b> – Clearly says if anything conflicts with Arizona law or the Declaration, those have priority. The old bylaws didn't say it so plainly.
<b>1.4 Application of Bylaws</b>	Art. I, Sec. 1.3	<b>Similar</b> – Both say all owners and renters must follow the Bylaws.
<b>Article II – Definitions</b>	Art. I, Sec. 1.2	<b>Similar</b> – Old bylaws also define terms. The new version references the Declaration more and lists a few extra definitions.
<b>Article III – Membership and Voting</b>	<b>Article II (Voting Rights)</b> & some parts in Art. I, Sec. 1.3–1.4	<b>Better</b> – Combines membership details and voting in one place. The old bylaws had them in scattered spots.
<b>3.1 Membership</b>	Art. II, Sec. 2.3–2.4	<b>Same idea</b> – You become a member when you own a lot. The new version is clearer.
<b>3.2 Classes of Membership &amp; Voting Rights</b>	Art. II, Sec. 2.1–2.4,	<b>Same</b> – Both address Class A & Class B membership. The new ones say Class B ended.
<b>3.3 Member Suspension of Privileges</b>	Art. VII, Sec. 2.5, 7.1–7.3 (Obligations of Members)	<b>Better</b> – The new bylaws say the board won't suspend voting rights just for not paying money (to prevent abuse). Old bylaws allowed suspending voting for being delinquent.
<b>3.4 Obligations of Members</b>	Art. VII, Sec. 7.1–7.3	<b>Same idea</b> – Both talk about maintenance duties, reimbursing HOA if you break something, attorneys' fees, etc.
<b>Article IV – Meetings of the Membership</b>	<b>Article III (Meetings of Members) 3.1-3.7, 4.6</b>	<b>Similar</b> – Both explain annual & special meetings, though the new text adds details like technology options and notice rules.
<b>4.1 Annual Meetings</b>	Art. III, Sec. 3.1	<b>Same</b> – Yearly meeting to elect the Board and handle business. New version says the date can change but usually first quarter.
<b>4.2 Special Meetings</b>	Art. III, Sec. 3.2	<b>Similar</b> – Both define who can call a special meeting, but new bylaws add a

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		petition threshold of 10% and modern notice methods like email.
<b>4.3 Meeting to Remove Board Member(s)</b>	(Parts of Art. IV, Sec. 4.3, but that was different)	<b>New</b> – Lays out exactly how many signatures are needed (ARS 33-1813 says 100 for recall) and how to run a removal meeting. Old bylaws didn't detail it that way.
<b>4.4 Proxies &amp; Absentee Voting</b>	Art. III, Sec. 3.7 (Proxies), no mention of absentee ballots	<b>Better</b> – The new bylaws follow ARS 33-1812 and say no proxy voting, only absentee ballots (with instructions). The old bylaws allowed proxies.
<b>Article V – Board of Directors</b>	<b>Article IV (Board of Directors)</b>	<b>Better</b> – The new text is more detailed about board size, term limits, how to handle vacancies, etc.
<b>5.1 Number and Qualifications</b>	Art. IV, Sec. 3.7, 4.1	<b>Similar</b> – Both talk about how many directors. The new one sets 5 as standard and requires good standing (not more than 30 days delinquent).
<b>5.2 Term of Office &amp; Staggered Terms</b>	(No direct counterpart) 4.2 Does not address specific term	<b>New</b> – Old bylaws didn't specifically say staggered terms or 3-year terms. The new version sets a system so not everyone leaves at once.
<b>5.3 Nomination &amp; Election of Directors</b>	Art. IV, Sec. 4.9 (Election) & references in Art. III, Sec. 3.8-3.9	<b>Same idea</b> – Both talk about elections, but the new text is more thorough on nominations, floor nominations, filling vacancies, etc.
<b>5.4 Disqualification/Resignation</b>	Art. IV, Sec. 4.4, 4.5 (Disqualification), 4.3 (Removal)	<b>Same idea</b> – If a director misses too many meetings or becomes delinquent, they must resign. The new version is clearer.
<b>5.5 Powers and Duties</b>	Art. IV, Sec. 4.7 (Powers and Duties)	<b>Same</b> – The board can collect assessments, hire people, fix common areas, enforce rules, etc. The new text reorganizes the list but is basically an expanded version.
<b>5.6 Waiver of Notice</b>	Art. IV, Sec. 4.9 (Waiver of Notice)	<b>Same</b> – If a board member shows up to a meeting, that means they waive notice.
<b>5.7 Fidelity Bonds</b>	Art. IV, Sec. 4.11 (Fidelity Bonds)	<b>Same</b> – Both allow requiring bonding for people who handle money.

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<b>5.8 Board Action in Lieu of Meeting</b>	Art. IV, Sec. 4.12 (Board Action in Lieu)	<b>Same</b> – The board can act without a formal meeting if all directors sign something. Now it can be electronic.
<b>5.9 Compensation</b>	Art. IV, Sec. 4.13 (Compensation)	<b>Same</b> – Directors serve without pay but can be reimbursed.
<b>Article VI – Board Meetings</b>	Partial references in Art. IV, Sec. 4.6–4.8	<b>Better</b> – The new version clarifies open-meeting rules, notice times, and that budget votes must be public. The old bylaws had fewer details.
<b>6.1 Regular Meetings</b>	Art. IV, Sec. 4.6	<b>Same idea</b> – Board meets regularly. The new text says monthly/every other month/quarterly, with open-meeting compliance.
<b>6.2 Special Meetings</b>	Art. IV, Sec. 4.8	<b>Similar</b> – Both allow short notice for urgent issues. The new version says 2 days vs. old bylaws which said 3.
<b>6.3 Quorum and Voting</b>	Art. IV, Sec. 4.10 (Board Quorum)	<b>Same</b> – A majority of board members is a quorum, and a majority of that group can decide an issue.
<b>6.4 Executive Sessions</b>	(Not detailed in old bylaws, though 4.8 special)	<b>New</b> – The old bylaws didn't define executive sessions well. The new text says what's private and that big decisions like budgets can't happen in secret.
<b>6.5 Location</b>	(No direct counterpart)	<b>New</b> – States that board meetings can be in person, within 5 miles, or by video, or a mix. Old bylaws did not specify.
<b>Article VII – Officers</b>	<b>Article V (Officers)</b>	<b>Similar</b> – Both name President, VP, Secretary, Treasurer. New text clarifies duties more.
<b>7.1 Officer Positions</b>	Art. V, Sec. 5.1	<b>Same</b> – 4 main officer roles.
<b>7.2 Terms and Removal</b>	Art. V, Sec. 5.2, 5.7	<b>Similar</b> – 1-year terms, can be removed by board vote. The new text is clearer on repeating terms.
<b>7.3 Duties</b>	Art. V, Sec. 5.3–5.6	<b>Same idea</b> – President runs the show, Secretary keeps minutes, etc. The new text includes more detail.

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<b>7.4 Capacity to Act</b>	(No direct counterpart)	<b>New</b> – Explains how officers can talk and act between board meetings. The old bylaws didn't address that.
<b>Article VIII – Financial Management</b>	<b>Article VI (Fiscal Management)</b>	<b>Better</b> – Much more detail on budgets, assessments, record-keeping, dual signatures, competitive bids, etc. The old bylaws were simpler.
<b>8.1 Depositories</b>	Art. VI, Sec. 6.1	<b>Same</b> – HOA money goes in a bank.
<b>8.2 Fiscal Year</b>	Art. VI, Sec. 6.6	<b>Same</b> – Calendar year or whatever the board picks.
<b>8.3 Annual Budget and Review</b>	Art. VI, Sec. 6.2, 6.3	<b>Better</b> – Requires 30-day notice to members, a chance to see the budget. Old bylaws had less detail.
<b>8.4 Assessments</b>	Art. VI, Sec. 6.3 ("Assessments"), 6.4	<b>Similar</b> – Both talk about paying fees, liens, and interest. The new one details that no one's let off the hook by not using the property.
<b>8.5 Records &amp; Statements of Payment</b>	Art. VI, Sec. 6.4	<b>Similar</b> – Both require the HOA to keep track of money in and out. The new version is more explicit that owners can request a statement showing amounts owed.
<b>8.6 Discharge of Liens</b>	Art. VI, Sec. 6.5	<b>Same</b> – If someone puts a lien on the HOA land, the board can fix it and charge responsible owners.
<b>8.7 Financial Statements &amp; Audits</b>	(No direct counterpart or only partial in 6.4)	<b>New</b> – Old bylaws didn't require annual audits or year-end statements. The new text suggests a CPA review.
<b>8.8 Reserve Funds</b>	(No direct counterpart)	<b>New</b> – Advises saving money for major repairs. Old bylaws never mentioned reserve studies.
<b>8.9 Signing of Checks / Disbursements</b>	(No direct counterpart)	<b>Better</b> – Requires 2 signatures (or e-approvals) for big checks. Old bylaws were silent on that.
<b>8.10 Competitive Bidding &amp; Vendor Selection</b>	(No direct counterpart)	<b>New</b> – For contracts over \$15k, get at least 2 bids. Old bylaws didn't require competitive bids.
<b>Article IX – Contracts, Loans, &amp; Corporate Acts</b>	Art. VI, Sec. 6.7–6.8	<b>Similar</b> – Both mention how to handle contracts & loans. New

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		Bylaws add a membership approval for major debt.
<b>9.1 Contracts</b>	Art. VI, Sec. 6.7	<b>Same</b> – Board must approve contracts. The new version references the new bidding requirement.
<b>9.2 Loans</b>	Art. VI, Sec. 6.8	<b>Similar</b> – Both say no loans unless Board says so. <b>New text adds-</b> that members also must approve.
<b>Article X – Association Rules &amp; Architectural</b>	(Only partly in Art. IV, Sec. 4.7(c) references)	<b>Better</b> – Lays out a procedure for adopting or changing rules and design guidelines. Old bylaws only briefly mentioned that the board can make rules.
<b>10.1 Rulemaking Authority</b>	Art. IV, Sec. 4.7(c)	<b>Same idea</b> – The board can create rules. Now spelled out more fully.
<b>10.2 Procedure for Adoption</b>	(No direct counterpart)	<b>New</b> – Must give 15 days’ notice and an effective date so people can comment. Old bylaws didn’t do that.
<b>10.3 Architectural Guidelines</b>	(No direct counterpart—some mention in Declaration)	<b>New</b> – Directs how the board can create or update design rules. Old bylaws didn’t detail that.
<b>Article XI – Officers, Employees, Conflict</b>	Part of Art. V (Officers). No mention of conflict-of-interest in old bylaws.	<b>Better</b> – Expands on conflict-of-interest rules, hires a manager, and bans landscaping/management overlap. Old bylaws didn’t cover that.
<b>11.1 Management Company</b>	(No direct counterpart)	<b>New</b> – Lets the board hire a manager but must follow new bidding rules. Old bylaws were silent.
<b>11.2 Conflict of Interest</b>	(No direct counterpart)	<b>New</b> – Directors have to say if they have a personal interest. Old bylaws didn’t mention it.
<b>Article XII – Transparency, Records, &amp; Inspections</b>	Art. VI, Sec. 6.4 (Records) partly	<b>Better</b> – Requires monthly statements posted online, open financials, easy record inspection. Old bylaws only said the Treasurer keeps records.
<b>12.1 Association Records</b>	Art. VI, Sec. 6.4	<b>Similar</b> – Must keep minutes, books, etc. New version is more explicit.

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<b>12.2 Transparency of Records</b>	(No direct counterpart)	<b>New</b> – Requires posting bank statements, budgets, etc. Old bylaws didn't have that.
<b>12.3 Inspection Rights</b>	Art. VI, Sec. 6.4	<b>Better</b> – Again, clarifies members can see records, referencing ARS 33-1805.
<b>Article XIII – Enforcement &amp; Dispute</b>	Various references in Art. VII (Obligations)	<b>Better</b> – Puts fines, due process, and collections in one place. Old bylaws scattered it.
<b>13.1 Enforcement</b>	Art. VII, Sec. 7.2, 7.3	<b>Same</b> – Board can enforce the rules. The new text is more structured.
<b>13.2 Fines &amp; Due Process</b>	(Not in detail in old bylaws)	<b>Better</b> – Explains notice, hearing, and cure times. Old bylaws just said the Board may fine.
<b>13.3 Collection of Delinquent Assessments</b>	Art. VI, Sec. 6.3, 6.4	<b>Similar</b> – Both talk about liens and foreclosure, but new text references updated AZ statutes.
<b>13.4 Liability Services Termination</b>	Article IX (Liability Survives Termination of Membership) in old bylaws	<b>Same idea</b> – If you sell your house, you still owe old debts. New text clarifies the association's rights.
<b>Article XIV – Amendment of Bylaws</b>	Article VIII (Amendments)	<b>Same</b> – Both allow changing bylaws by a member vote. The new version clarifies the quorum (23) and majority needed.
<b>14.1 Amendment Procedure</b>	Art. VIII	<b>Similar</b> – They differ in details like the majority of a Quorum vs. original. But the concept is the same.
<b>14.2 No Conflict with Declaration</b>	(No direct counterpart – though old bylaws mention priorities at Art. XI)	<b>Better</b> – It clearly says if a bylaw conflicts with the Declaration, it's void. Old bylaws were vague.
<b>Article XV – Miscellaneous</b>	Articles IX, X, XI in old bylaws	<b>Better</b> – The new version lumps leftover items (indemnification, liability, severability) into one article. The old bylaws spread them out.
<b>15.1 Indemnification</b>	(Scattered references; not a separate item)	<b>New</b> – Protects board members if they act in good faith. Old bylaws only hinted at limiting liability.

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<b>15.2 Community Limitation of Liability</b>	Art. X (Limitation of Liability)	<b>Same</b> – States the HOA isn't liable for hidden defects or owners' own negligence. The new text is spelled out.
<b>15.3 Liability Insurance</b>	(No direct counterpart, maybe partial references)	<b>New</b> – Requires D&O coverage. Old bylaws never explicitly said that.
<b>15.4 Severability</b>	Art. XI, Sec. 11.5 (Severability)	<b>Same</b> – If one part is invalid, the rest stays valid.
<b>15.5 Captions</b>	Art. XI, Sec. 11.9 (Captions)	<b>Same</b> – Headings are just for reference.
<b>15.6 Effective Date</b>	(No direct counterpart)	<b>New</b> – Says the new Bylaws replace the old ones right away upon adoption. Old bylaws didn't clarify that.