

Bylaws

Section

Article 04 - GOVERNING BOARD

Title

REMOVAL OF DIRECTORS OF THE GOVERNING BOARD

Code

4.16

Status

Active

Last Revised

May 28, 2020

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Notwithstanding any provision of the Association's Governing Documents to the contrary, the Owner Members, by a majority vote of those Owner Members entitled to vote and voting on the matter at a meeting of the Owner Members called pursuant to this Section at which a quorum is present, may remove any Director of the Governing Board with or without cause. For the purposes of calling for removal of a Director of the Governing Board, the following shall apply (or as otherwise provided in Arizona law):

4.16.1 On receipt of a petition that calls for removal of a Director of the Governing Board that is signed by at least one

thousand (1,000) Owner Members who are eligible to vote, the Governing Board shall call and provide written notice of a Special Meeting of Owner Members as prescribed in these Bylaws;

4.16.2 The Special Meeting for the recall vote shall be called, noticed, and held within thirty (30) days after the receipt of the petition at the Governing Board office;

4.16.2.1 For purposes of a Special Meeting of Owner Members called pursuant to this subsection, a quorum is present if at least one thousand (1,000) Owner Members eligible to vote are present at the meeting in person or by absentee ballot duly cast for that Special Meeting;

4.16.2.2 If a civil action is filed regarding the removal of a Governing Board Director, the prevailing party in the civil action shall be awarded its reasonable attorney fees and costs;

4.16.2.3 The Governing Board shall retain all documents and other records relating to the proposed removal of the Director of the Governing Board for at least one year after the date of the special meeting for recall vote and shall permit Owner Members to inspect these documents and records;

4.16.2.4 A petition that recalls for the removal of the same Director of the Governing Board shall not be submitted more than once during each term of office for that Director, except for cause; and

4.16.2.5 A Director removed by a recall vote may not be appointed to fill that vacancy.

4.16.2.6 Per A.R.S. 33-1813(A)(6) and (7), if less than a majority of Directors is removed, the vacancies shall be filled pursuant to 4.17. If a majority of the Directors

are removed, an election for the replacement of the removed Directors at a separate meeting of the Members shall be held not later than 30 days after the meeting where the Directors were removed.

4.16.3 In addition to the foregoing, in the event a Director does not maintain each of the three qualifications for office set forth below, the position of the Director shall automatically become vacant, and a replacement may be appointed by the Governing Board in accordance with the Bylaws.

4.16.3.1 The three qualifications Directors must maintain during their entire term of office are as follows:

4.16.3.1.1 The Director must be, and must remain, qualified to be an Owner Member of the Association.

4.16.3.1.2 The Director must be, and must remain, an Owner Member of the Association in good standing as the term is defined in **Bylaw 2.05 (Privileges and Rights)/Sections 2.5.1 and 2.5.6.**

4.16.3.1.3 The Director must be any Owner Member in good standing who is available on a year-round basis for participation in the business affairs of the Association, in accordance with the section defining "Director Meeting Attendance." (See Bylaw 4.10)

4.16.3.2 In the event that a Director is alleged to have not maintained all three qualifications of office, said Director may be called to account by any Owner Member before a Special Meeting of the Governing Board to determine whether all three qualifications are being maintained. Notification of the Special Meeting will be in accordance with these Bylaws together with a registered letter mailed to the challenged Director.

4.16.3.2.1 If the challenged Director notifies the Governing Board that he or she acknowledges the deficiency and cannot correct it, the Governing Board may use the Special Meeting to appoint a replacement.

4.16.3.2.2 At the Special Meeting, the challenged Director shall be given every opportunity to demonstrate that his or her qualifications to remain a Director have been satisfied or to show what is being done or has been done to rectify any acknowledged deficiency. If, as indicated by a vote of the remaining Governing Board members, six of the members find that one or more of the challenged Director's qualifications are not satisfied, the challenged Director shall be deemed removed.