

**BYLAWS
OF
VISTA VILLA TOWNHOMES
HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

NAME AND LOCATION

The name of the corporation is Vista Villa Townhomes Homeowners Association, Inc. The principal office of the Association shall be located in such place in Maricopa County, Arizona, as may be designated by the Board of Directors.

ARTICLE II

MEETINGS OF MEMBERS

Section 2.1 Annual Meetings. The annual meeting of the Members shall be held in April of each year at such place and time as designated by the Board of Directors.

Section 2.2 Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request by at least one-fourth (1/4) of the voting Members.

Section 2.3 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 hand-delivery and/or by mailing a copy of such notice, postage prepaid, at least ten (10), but not fewer than (50), days before such 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 such Member to the Association for the purpose of notice. Such 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 2.4 Quorum. The presence at the meeting of Members entitled to cast, in person or by absentee ballot, of thirty-five percent (35%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such 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 2.5 Voting. Votes by Members may be cast by email, in person or by mail-in/absentee ballot or for special meetings and annual meetings of the membership, pursuant to A.R.S. §33-1804. Rules and regulations for electronic or online voting may be determined by the Board of Directors, pursuant to A.R.S. §10-3708. Any action taken at an annual or special meeting of the Members must comply with all of the following:

- A. The mail-in/absentee ballot must set forth each proposed action;

- B. The mail-in/absentee ballot must provide an opportunity to vote for or against each proposed action;
- C. The mail-in/absentee ballot is valid only for one specified election or meeting of the members and expires automatically after the completion of the election or meeting;
- D. The mail-in/absentee ballot must specify the time and date by which the ballot must be delivered to the board of directors in order to be counted, which must be at least seven days after the date the board delivers the absentee/mail-in ballot to the member; and
- E. The mail-in/absentee ballot must specify how many ballots must be returned to achieve a quorum *and* what percentage of approval is required to approve the action, other than for an election of directors. The mail-in/absentee ballot cannot not authorize another person to cast votes on behalf of the member. Votes cast by mail-in/absentee ballot are valid for purposes of a quorum.

Section 2.5 Secret Ballot. Any vote taken for the election of Directors shall be by secret written ballot in form prescribed by the Board.

Section 2.6. Electronic Meetings. The Board of Directors may, in its sole discretion, determine that any meeting of the members shall not be held at any place, but may instead be held solely by means of remote communication. Participation in such meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Member attendance shall be documented by an officer assigned to the task. The final form must be signed by the officer and becomes part of the retained meeting records.

ARTICLE III

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 3.1 Number. The corporate powers of the Association are vested in and shall be exercised by the Board consisting of not less than three (3) or more than five (5) owners as may be determined from time to time by a vote of the Board, so long as the Board consists of an odd number of Directors

Section 3.2. Nominating Committee. The Board of Directors shall select a Nominating Committee consisting of at least two (2) members, which members may also be Board members. The purpose of said Nominating Committee shall be to name persons to fill vacancies on the Board caused by the expiration of a Board member's term. The Nominating Committee shall prepare a slate of eligible persons, which slate shall be presented to the membership which shall vote for the appropriate number of Directors necessary to fill the vacancies on the Board. No other Board nominations shall be voted upon except from the slate prepared by the Nominating Committee. The Board of Directors shall set the term of office and fill all vacancies which may arise on the Nominating Committee.

Section 3.3 Election of Directors. At each annual meeting of the members, the members shall elect the Board for the forthcoming year.

Section 3.4. Term. Directors shall serve a term of one (1) year or until their respective successors are elected, or until their death, resignation or removal, whichever is the earlier. Vacancies on the Board shall be filled by a majority vote of the remaining Directors though less than a quorum, and each Director so elected shall hold office until his or her successor is elected by the members.

Section 3.5 Removal. Directors may be removed from office at any regular or special meeting, pursuant to Arizona law which outlines the following procedure:

- a) Petition for Removal of Director Requirements: A petition must be presented to the board for removal of a Director that is signed by the number of persons who are entitled to cast at least 25% of the votes in the association;
- b) Special Meeting: The special meeting shall be noticed and held within 30 days after receipt of the petition for removal. The notice of this special meeting must be given to the Members at least ten (10) days prior to the meeting;
- c) Quorum: A quorum for the removal meeting purpose is met if at least 20% of the votes are present at the meeting in person or as otherwise permitted by law;
- d) Percentage Required to Remove Director: A member of the board can be removed from office with or without cause by a majority vote of the members entitled to vote and voting on the matter at a meeting of the members called for the removal purpose. A quorum must be present;
- e) Retention of Documents: The board must retain documents related to proposed removal for at least one year after the special meeting and shall permit inspection of these records by members;
- f) Only One Removal Attempt Per Term: A petition for removal of the same member of the board shall not be submitted more than once during each term of office for that member.

Section 3.6 Compensation. No compensation shall be paid to Directors for their services as Officers/Directors. However, any Director may be reimbursed for actual expenses incurred in the performance of official duties.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 4.1. Regular Meetings. Regular meetings of the Board of Directors shall be held regularly (typically monthly) with forty-eight (48) hours notice to the Owners, at such place and hour as may be fixed from time to time by resolution of the Board. This two-day notice to Owners of meetings of the Board of Directors is not required if emergency circumstances require action by the Board before notice can be given.

Section 4.2. Special Meetings. Special meetings of the Board shall be held when called by any officer of the Association, or by any two (2) Directors, after not less than three (3) days prior written notice, unless such notice is waived in writing by all of the Directors.

Section 4.3 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 directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE V

DUTIES AND POWERS OF THE BOARD

Section 5.1. The Board of Directors shall have the power:

- a) To exercise all power vested in the Board under the Articles of Incorporation, these Bylaws, the Restrictions, and under the laws of the State of Arizona.
- b) To appoint and remove all officers of the Association as the Board sees fit.
- c) To appoint such agents and employ such employees, including attorneys and accountants, as it sees fit to assist in the operations of the Association, and to fix their duties and establish their compensation.
- d) Subject to the provisions of the Restrictions, to adopt and establish rules and regulations governing the use of any Common Area, and to take such steps as it deems necessary for the enforcement of such rules and regulations.
- e) To enforce all applicable provisions of the Restrictions, these Bylaws and all other regulations relating to the control, management and use of any Common Areas within the Development.
- f) Contract and pay premiums for casualty, liability and other insurance and bonds (including indemnity bonds) which may be required from time to time by the Association.
- g) Contract for and pay for maintenance, landscaping, utilities, materials, supplies, labor and services that may be required from time to time in relation to Association property, and any Common Area within the Development.
- h) Pay all taxes, special assessments and other assessments and charges which are or would become a lien on Association owned or maintained property.
- i) To contract for and pay for construction or reconstruction of Association property damaged or destroyed.
- j) To establish, in accordance with the Restrictions, and thereafter levy assessments on the members of the Association and to collect same all in accordance with the Declaration; provided no annual assessment shall exceed that provided for in the Declaration and no special assessment may be set without a vote of the Association as provided for in the Declaration. The Board shall also have the power to collect reasonable use charges for the use of any or all of the Common Area.

- k) To appoint a Nominating Committee for the nomination of persons to be elected to the Board, and to prescribe rules under which said Nominating Committee is to act.
- l) To appoint such other committees as it deems necessary from time to time in connection with the affairs of the Association.

ARTICLE VI

OFFICERS

Section 6.1. Enumeration of Officers. The officers of the Association shall be members of the Association and shall consist of a President, Vice President, Secretary and Treasurer. If a member is a partnership, corporation, or other legal entity under Arizona law, then the member's employees shall qualify to be officers. One person may hold two or more offices, except that the offices of President and Secretary shall not be held by the same person. The Officers will be elected from, and by, the new members of the Board at the first Board meeting, to be held within sixty (60) days of the Annual Meeting. Should an Officer vacancy occur, the Directors shall fill it from the elected Board members or from the current membership to serve for the remainder of the fiscal year.

Section 6.2 Removal. Any officer may be removed, either with or without cause, by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board or to the President or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later times specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.3. President. The President shall be elected by the Board from among the Directors. He/she shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Association. He/she shall preside at all meetings of management and shall have the powers usually vested in the office of President of a corporation, together with such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 6.4 Vice-President. The Vice President shall be elected by the Board from among the Directors. In the absence of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. He/she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

Section 6.5 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of Directors and members, with the time and place of holding same, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of members present in person or by proxy at members' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, appropriate current records showing the members of the Association, together with their addresses. He/she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

Section 6.6 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any Director or member. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He/she shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an accounting of all of his/her transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII

MISCELLANEOUS

Section 7.1. Inspection of Books and Records. All books, records and papers of the Association shall at all times during reasonable business hours be subject to the inspection of any member at the offices of the Association.

Section 7.2. Managing Agent. The Board may, from time to time, employ the services of a manager to manage the affairs of the Association, and to the extent not inconsistent with the laws of the State of Arizona, and upon such conditions as are otherwise deemed advisable by the Board, the Board may delegate to the manager any of its powers under these Bylaws and the Declaration.

Section 7.3. Amendment. These Bylaws may be amended by a vote of a majority of the Board of Directors at a properly-noticed meeting.

Section 7.4. Delivery of Notices. Any notice or other document permitted or required to be delivered as provided herein may be delivered either personally or by mail. If delivery is made by mail, it shall be deemed to have been delivered twenty-four (24) hours after a copy of same has been deposited in the United States Mail, postage prepaid, to the last known address of the addressee.

CERTIFICATION

I, THE UNDERSIGNED DO HEREBY CERTIFY:

THAT, I am the duly elected Secretary of the Vista Villa Townhomes Homeowners Association, Inc., an Arizona nonprofit corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted on the _____ day of _____, 2022.