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SUNRISE POINTE VISTAS HOA  
C/O PREMIER PROPERTIES INC  
3280 S CAMINO DEL SOL  
GREEN VALLEY AZ 85614

AMENDED AND RESTATED BYLAWS  
OF  
SUNRISE POINTE VISTAS HOMEOWNERS ASSOCIATION

ARTICLE I

Name and Location

The name of the corporation is Sunrise Pointe Vistas Homeowners Association ("Association"). The principal office of the corporation shall be located in Green Valley, Pima County, Arizona, but meetings of Members and Directors may be held at such places within the State of Arizona, County of Pima, as may be designated in writing by the Board of Directors ("Board").

ARTICLE II

Definitions

The words and terms used herein will be deemed to have the same meaning as are given those words and terms defined in the Declaration of Covenants, Conditions and Restrictions of Sunrise Pointe Vistas Homeowners Association, as the same may be amended or restated from time to time ("Declaration").

ARTICLE III

Meetings of Members

Section 1. Annual Meetings

The annual meeting of the Members shall be held on the third Tuesday in January of each year at a date, time and place chosen by the Board of Directors.

Section 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 of one-fifth (1/5th) of the members who are entitled to vote.

Section 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 mailing a copy of such notice, postage prepaid, at least fifteen (15) 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 must specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting, including the general nature of any proposed amendment to the Declaration or Bylaws, changes in assessments that require approval of the Members, and any proposal to remove a Director or an Officer. The failure of any Member to receive actual notice of a meeting of Members will not affect the validity of any action taken at the meeting.

Section 4. Record Date

The Board of Directors must fix a date ("Record Date") not more than thirty (30) days before the date of the Meeting of Members, or other action requiring a determination of Members, as the date of determination of Members entitled to notice of and to vote at such meeting, or to exercise any rights in respect of any other lawful action. A determination of Members entitled to notice of or to vote at a meeting of Members is effective for any adjournment of the meeting, unless the Board of Directors fixes a new date for determining the right to notice or the right to vote. The Board of Directors must fix a new Record Date if the meeting is adjourned to a date that is more than thirty (30) days after the Record Date for determining Members entitled to notice of the original meeting.

Section 5. Quorum

The presence at the meeting in person or by proxy of one-fifth (1/5th) of the Members who are entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, a quorum is not present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present or represented.

Section 6. Proxies

At all meetings of members, each member may vote in person or by proxy. All proxies must be in writing and filed with the Secretary prior to the time of the meeting at which the proxy will be used. A proxy may only be given to a Member of the Association. It shall only be valid for the meeting which is designated in the proxy, or any adjourned meeting thereafter. The proxy shall be revoked if the Member attends the meeting, or if the Member provides written notice of revocation to the Secretary (or his/her designee) prior to the time set for the meeting.

Section 7. Voting Rights

Voting rights will be as set forth in the Declaration.

Section 8. Majority Vote Required

The Members will take action by the affirmative vote of the majority of Members present, in person or by proxy, at a duly held meeting, except where a larger proportion or number is required by the Declaration, the Articles of Incorporation, these Bylaws, or the laws of the State of Arizona.

Section 9. Action by Mail-In Ballot

Any action that may be taken at any meeting of Members may be taken without a meeting if the Association delivers a mail-in ballot to every Member entitled to vote on the matter. A mail-in ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by mail-in ballot is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of Members, and the number of approvals equal or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by mail-in ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, other than the election of Directors, and specify the time by which a ballot must be delivered to the Association in order to be counted, which time may not be less than 10 business days after the date that the Association delivers the ballot. A mail-in ballot may not be revoked; provided, however, that a mail-in ballot will be automatically revoked if a Member conveys his/her Lot before the vote is tallied.

## ARTICLE IV.

### Board of Directors: Selection: Removal: Term of Office

#### Section 1. Number

The affairs of this Association will be managed by a Board of not less than three (3) Directors, nor more than seven (7) Directors. The number of Directors may be increased or decreased by the Board; however, if the number is changed it shall not act to shorten the term of any incumbent Director. If the Board votes to increase or decrease the number of Directors, such increase or decrease shall not take effect until the next annual election.

#### Section 2. Term of Office

Directors will be elected for a term of three (3) years to fill vacancies occurring by reason of classification of the first Board of Directors of the Association, or for such term and in such manner as may be determined from time to time by the Board.

#### Section 3. Removal

Any Director may be removed from the Board, with cause, by a majority vote of the Members of the Association who are in attendance at any meeting of the Association duly held for that purpose. The vote may be in person or by proxy. Any Member proposing the removal of a director must submit a petition to the Secretary, which has been signed by the Owners of at least twenty-five percent (25%) of the Lots. The Secretary is responsible for determining the date and time of any special meeting, which must be scheduled not later than thirty (30) days after receipt of the petition, and for sending notice of the meeting to the Members. Any director whose removal has been proposed will be given notice of the petition calling for his/her removal and will be given the opportunity to submit a written response to the petition, to be mailed to the Members by the Secretary with the notice of the meeting. At the meeting, the Director whose removal has been proposed will be entitled to address the Members prior to the vote on removal. In the event of removal of a Director, his/her successor will be selected by the vote of the Members at the meeting, and such successor will be appointed to fill the unexpired term of the Director who was removed.

Section 4. Successor.

In the event of the death or resignation of a Director, a successor will be appointed by the majority vote of the Directors then in office, even though less than a quorum, and such successor will serve for the unexpired term of the predecessor.

Section 5. Compensation.

No Director will receive compensation for any service rendered to the Association. However, any Director will be reimbursed for actual expenses reasonably incurred in the performance of his/her duties as a Director.

ARTICLE V.

Nomination and Election of Directors

Section 1. Nomination

Nominations for election to the Board may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting unless the vote is by mail-in ballot. The Nominating Committee will consist of a Chairman, who will be a Member of the Board, and two or more Members of the Association. The Nominating Committee may be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment may be announced at each annual meeting. The Nominating Committee will make as many nominations for election to the Board as it will in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members at the Annual Meeting unless the vote is by mail-in ballot.

Section 2. Election

Election to the Board of Directors will be by written ballot. At such election, the Members and their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes will be elected. Ballots and proxies must be separate documents. Cumulative voting is not permitted.

## ARTICLE VI.

### Meetings of Directors

#### Section 1. Regular Meetings

Regular meetings of the Board will be held at a place, date and time as may be chosen from time to time by the Board.

#### Section 2. Special Meetings

Special meetings of the Board will be held when called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each Director. Notice of special meetings may be given by mail, any electronic means, including e-mail and fax, by telephone, or in person. Notice may be waived at any time by the persons entitled to receive such notice.

#### Section 3. Open Meetings: Exceptions

All meetings of the Board of Directors will be open to Members, and all Members so desiring will be permitted to attend and listen to the deliberation and proceedings; provided, however, that for regular and special meetings of the Board, Members who are not Board members may not participate in any deliberation or discussion unless so authorized by a vote of the Board. Notwithstanding the foregoing, any portion of a meeting may be closed if the closed portion of the meeting is limited to consideration of one or more of the following (i) employment or personnel matters for employees or agents of the Association; (ii) legal advice from an attorney for the Board or the Association; (iii) pending or contemplated litigation; or (iv) pending or contemplated matters relating to the enforcement of the Association's Declaration, Rules or other documents.

#### Section 4. Quorum: Action of Directors

A majority of the number of directors will constitute a quorum for the transaction of business. Every act or decision taken or made by a majority of the quorum will be regarded as an act of the Board, except where the affirmative vote of a larger or smaller proportion or number is required or permitted by the Declaration, Articles of Incorporation, these Bylaws, or the laws of the State of Arizona.

Section 5. Action Taken without a Meeting

In the event of needed action, if necessary, the Directors may take any action without a meeting that they could take at a meeting by obtaining the written approval of all of the Directors. Any action so taken will have the same effect as though taken at a meeting of the Directors. Any such action in lieu of a meeting will be duly recorded in the minutes of the next meeting of the Directors.

ARTICLE VII.

Powers and Duties of the Board of Directors

Section 1. Powers

The Board has all the powers of an Arizona non-profit corporation, subject only to such limitations upon the exercise of such powers as are expressly set forth in the Association's Articles of Incorporation, these Bylaws and the Declaration. The Board has the power to do any and all lawful things which may be authorized, required or permitted to be done by the Association under the Articles, these Bylaws and the Declaration, and to do and perform any and all acts which are necessary or proper for or incidental to the exercise of any of the express powers of the Association. Without in any way limiting the generality of these provisions, the Board has the power and authority to do the following:

- (a) Adopt and publish Rules and Regulations ("Rules") governing the use of the Common Areas and all other areas for which the Association is responsible, and the activities of Members and their guests thereon, and to establish penalties for violation of the Declaration and/or Rules;
- (b) Suspend the voting rights of a Member during any period such Member is in default in the payment of any assessment, fine or penalty levied by the Association;
- (c) Employ a manager, independent contractor or such other employees as deemed necessary, and to prescribe their duties.
- (d) May declare the office of a Member of the Board to be vacant in the event such Member is absent from three (3) consecutive regular meetings of the Board.

Section 2. Duties

- (a) Supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
- (b) Establish an annual budget;
- (c) As more fully provided in the Declaration, to
  - (1) establish the amount of the annual assessment due from each Owner and secured by each Lot;
  - (2) send written notice to every Owner; and
  - (3) foreclose the lien against any property for which any assessment, fine or penalty is not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person legally entitled to the information, a certificate setting forth whether or not any assessment, fine or penalty has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates;
- (e) Procure and maintain liability and hazard insurance on property owned or maintained by the Association;
- (f) Obtain fidelity insurance on those officers, agents or employees who have access to the funds of the Association as it may deem appropriate;
- (g) Cause the Common Area and all other areas for which the Association is responsible to be maintained; and
- (h) Perform such other duties as may be determined from time to time to be necessary for the conduct of the affairs of the Association.

## ARTICLE VIII.

### Officers and their Duties

#### Section 1. Enumeration of Office

The Officers of the Association will be a President, one or more Vice Presidents, a Secretary and a Treasurer. All Officers must be Members of the Association.

#### Section 2. Term

The Officers of the Association will be elected annually by the Board, and each will hold office for one (1) year, unless he/she resigns prior to the expiration of his/her term, is removed, or otherwise becomes disqualified to serve. The President may not serve for more than two (2) consecutive terms.

#### Section 3. Special Offices

The Board may appoint such other officers as the affairs of the Association may require, each of whom will hold office for such period (not to exceed one year), have such authority, and perform such duties as the Board may, from time to time, determine.

#### Section 4. Resignation and Removal

Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation will take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of said resignation will not be necessary to make it effective.

#### Section 5. Vacancies

A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy will serve for the remainder of the term of the Officer he/she replaces.

Section 6. Multiple Offices

Any number of offices, except the offices of President and any Vice President, may be held by the same person.

Section 7. Compensation

No Officer will receive compensation for any services rendered to the Association. However, any Officer will be reimbursed for actual expenses reasonably incurred in the performance of his/her duties as an Officer.

Section 8. Duties

President

- (a) The President shall be the chief executive officer of the Association, responsible for the general day-to-day management of the business and affairs of the Association. When present, the President will preside at all meetings of the Board, will see that the orders and resolutions of the Board are carried out, sign all leases, mortgages, deeds, and other written instruments, cosign all checks and promissory notes and exercise and discharge such other duties as may be required by the Board. At each meeting of the Board, the President will advise the Board of all actions taken by him since the last meeting.

Vice President

- (b) The Vice-President, or first or senior Vice-President, if there be more than one, will act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and will exercise and discharge such other duties as may be required of him/her by the Board.

Secretary

- (c) The Secretary will record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association, together with their addresses, and will perform such

other duties as required by the Board. The Board may delegate any or all of the duties of the Secretary to a managing agent.

#### Treasurer

- (d) Except to the extent delegated to a managing agent of the Association, the Treasurer will receive and deposit in appropriate bank accounts all monies of the Association and will disburse funds as directed by resolution of the Board; provided, however, that a resolution of the Board will not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer will also sign all checks and promissory notes of the Association, prepare and submit financial statements to the Board, keep proper books of account and make them available for the annual audit made at the completion of each fiscal year; prepare a recommended annual budget and statement of anticipated income and expenditures to be presented to the Members at its regular meeting, and deliver a copy to each member.

### ARTICLE IX.

#### Committees

The following Committees may be established from time to time by the Board as deemed appropriate in carrying out the purposes of the Association, except that the Architectural Committee shall be a Standing Committee of the Board:

- (a) The Architectural Committee
- (b) The Audit Committee
- (c) The Financial Advisory Committee
- (d) The Maintenance Committee
- (e) The Nominating Committee
- (f) The Social Committee

The Board may establish such other committees as it deems desirable. A member of the Board will be appointed to serve as liaison between each committee, except the Financial Advisory Committee, and the Board. The Board may remove any committee member without cause.

Section 1. Architectural Committee

The Architectural Committee will have such powers and duties as are set forth in the Declaration.

Section 2. Audit Committee

The Audit Committee will be composed of a minimum of three and a maximum of five full time Members of the Association, including the President as Board Representative and the Treasurer as ex-officio Member. The duties of the Audit Committee will be to:

- (a) Approve or disapprove the audit letter from the independent auditor;
- (b) Recommend to the Board the hiring of an independent auditor for the coming year at a specified cost.

Section 3. Financial Advisory Committee

The Financial Advisory Committee will be composed of the President, Treasurer, and a Member of the Association qualified in accounting methodologies or, if an Association Member is unavailable, a non-Member elected by the Board. The Financial Advisory Committee will formulate and recommend fiscal policy for the management of all monetary requirements of the Association, including budget preparation, annual homeowner dues assessment, and investment of reserve funds and will exercise and discharge such other duties as may be required by the Board. The committee will report to and make its recommendations directly to the Board.

Section 4. Maintenance Committee

The Maintenance Committee will advise the Board on all matters pertaining to the maintenance, repair or improvement of the Common Areas and all other areas for which the Association is responsible, and will exercise and discharge such other duties as may be required by the Board.

Section 5. Nominating Committee

The Nominating Committee will have the duties and functions described in Article V of these Bylaws.

Section 6. Social Committee

The Social Committee will establish a process for identifying the needs and desires of the community, developing programs to meet those needs, and monitor and oversee social programs.

ARTICLE X.

Indemnification

Section 1. Scope of Indemnity

The Association will indemnify its officers, directors and committee members to the fullest extent permitted by the Arizona Non-Profit Corporation Act, as amended from time to time. The right of indemnification herein provided will not be exclusive of other rights to which any director, officer or committee member of the Association may otherwise be entitled to by law.

Section 2. Insurance

The Association, by action of the Board, will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or committee member of the Association against any such liability arising out of his/her status as such, whether or not the Association would have had the power to indemnify him/her against such liability under Article X.

ARTICLE XI.

Books and Records

The books, records and papers of the Association will at all times, during reasonable business hours, be subject to inspection by any Member, to the extent provided for by Arizona law. The Declaration, the Articles of Incorporation and the Bylaws of the Association, will be available for inspection by any Member by request to the Secretary. Copies may be purchased at a reasonable cost by request to the Secretary

ARTICLE XII.

Assessments

As more fully provided in the Declaration, each Member is obligated to pay assessments to the Association.

ARTICLE XIII.

Corporate Seal

The Association shall not have a corporate seal.

ARTICLE XIV.

Amendments: Conflicts

Section 1.

These Bylaws may be amended, altered or repealed by the affirmative vote of more than two-thirds (2/3) of votes cast at the meeting or a majority of all eligible votes of Members of the Association present in person or by proxy and entitled to vote at any duly constituted and convened regular or special meeting of Members, whichever is less.

Section 2.

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles will control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration will control.

ARTICLE XIV.

Miscellaneous

The fiscal year of the Association will begin on the first day of January and end on the last day of December of every year.

ARTICLE XV.

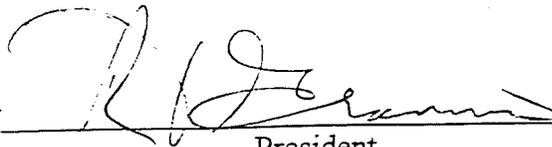
Parliamentary Authority

Robert's Rules of Order, as amended from time to time, will govern the Association in all cases to which they are applicable, and when not inconsistent with these Bylaws and any special rules of order adopted by the Association.

SIGNATURE AND ATTESTATION

These Amended and Restated Bylaws were approved at a meeting of the Association on February 11, 2004, at which a quorum was present, by the affirmative vote of more than two-thirds (2/3) of votes cast at the meeting, or a majority of all eligible votes in the Association, whichever is less.

SUNRISE POINTE VISTAS HOMEOWNERS ASSOCIATION

By  \_\_\_\_\_  
President

ATTEST:

  
Secretary 2-11-04