

BYLAWS
OF
THE SCOTTSDALE MOUNTAIN VILLAS HOMEOWNERS ASSOCIATION, INC.

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ARTICLE 1
GENERAL PROVISIONS

1.1 Defined Terms. Capitalized terms used in these Bylaws without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for The Scottsdale Mountain Villas, which is recorded in the office of the County Recorder of Maricopa County, Arizona in Document _____, as may be amended from time to time.

1.2 Conflicting Provisions. In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

1.3 Designation of Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of the Association.

1.4 Books and Records. The books, records and papers of the Association shall be available for inspection by any Member during reasonable business hours. The Project Documents shall be available for inspection by any Member during reasonable business hours at the principal office of the Association, where copies may be purchased at reasonable cost.

1.5 Amendment.

(A) These Bylaws may be amended by a majority vote of the Board of Directors so long as the Class B Membership exists and thereafter, at a regular or special meeting of the Members, by a vote of the Members having a majority (more than 50%) of the votes entitled to be cast by the Members present in person or by proxy.

(B) The Board or the Declarant, without a vote of the Members and without the consent of any First Mortgagee, may amend these Bylaws in order to conform these Bylaws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, The Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by Declarant.

ARTICLE 2
MEETINGS OF MEMBERS

2.1 Annual Meeting. The first annual meeting of the Members shall be held within one (1) year of the first close of escrow of a Lot to a Class A Member of the Association, at such time and place as may be set by the Board. An annual meeting of the Members shall be held at

least once every twelve (12) months thereafter at such time and place as is determined by the Board.

2.2 Special Meetings. Special meetings of the Members may be called at any time by the Declarant, the President or by the Board or upon written request signed by Members having at least one-fourth (1/4) of the authorized votes in the Association membership which request shall be delivered to the President or Secretary.

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 mailing a copy of each notice, postage prepaid, at least ten (10) 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. By attending a meeting, a Member waives any right he may have had to object to the meeting on the basis that the proper notice of the meeting was not given in accordance with these Bylaws or the statutes of the State of Arizona.

2.4 Quorum. Except as otherwise provided in the Articles, the Declaration or these Bylaws, the presence in person or by proxy of Members entitled to cast one-tenth (1/10th) of the total authorized votes in the Association shall constitute a quorum at all meetings of the Members. If a quorum shall not be present at any meeting, the Members entitled to vote there shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

2.5 Majority Vote. The vote of a majority of the Members at a meeting at which a quorum is present shall be binding upon all Members for all purposes except where a higher percentage vote is required by law, the Articles, the Declaration, or these Bylaws.

2.6 Proxies and Mail Ballots. At all meetings of the Members which occur prior to the conversion of all Class B memberships to Class A memberships, a vote may be cast in person, by proxy, or by mail ballot. A proxy may be granted by any Member in favor of only another Member, the Secretary of the Association, Declarant, or the Member's mortgagee, or in the case of a non-resident Member, the lessee of such, duly executed in writing and it shall be valid only for the particular meeting designated in the proxy. All proxies must be filed with the Secretary prior to the commencement of the meeting for which the proxy is given. The proxy shall be deemed revoked only upon actual receipt by the person presiding over the meeting of a notice of revocation signed by the Member who granted the proxy. Except with respect to proxies in favor of a mortgagee, no proxy shall in any event be valid for a period in excess of 180-days after the execution thereof. Any election of director(s) of the Association may, if directed by the Board, provide for mail ballots for Owners to vote in such election; such ballots shall be subject to such rules as the Board may reasonably establish. Upon termination of Class B membership in the Association, votes at all meetings of the Members may be cast in person or by absentee ballot, but may not be cast pursuant to a proxy.

ARTICLE 3
BOARD OF DIRECTORS

3.1 Number. The affairs of this Association shall be managed by a board of directors. During the existence of the Class B membership, the minimum number of directors shall be one (1). After the termination of the Class B membership, the board of directors shall initially be three (3) directors, who need not be Members of the Association so long as there is a Class B membership in the Association. After the termination of the Class B membership, all directors must be Members of the Association or officers or agents of any entity who is a Member. The Board may increase or decrease the number of directors on the board, but the number of directors must always be an odd number and shall not be greater than nine (9) or less than three (3). No reduction in the number of directors shall affect the remaining term of any previously elected director.

3.2 Term of Office. The initial members of the Board shall hold office until the first annual meeting of the Members and until their successors are elected and qualified. Commencing with the first annual meeting of the Members, all directors shall be elected for a term of one (1) year. After termination of the Class B membership, the terms of directors shall be increased to three years and shall be staggered so that one-third of the director positions are eligible for election in each calendar year.

3.3 Removal. At any annual or special meeting of the Members duly called, any one or more of the members of the Board of Directors may be removed from the Board with or without cause by Members having more than fifty percent (50%) of the votes entitled to be cast by the Members present in person or by proxy at the meeting, and a successor may then and there be elected to fill the vacancy thereby created. During the existence of the Class B membership, the Declarant may appoint and remove the members of the Board of Directors as it determines.

3.4 Compensation. No director shall receive compensation for any service he may render as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

3.5 Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written consent of all the directors. Any such written consent shall be filed with the minutes of the proceedings of the Board.

3.6 Vacancies. Vacancies on the Board caused by any reason other than the removal of a director in accordance with the provisions of Section 3.3 of these Bylaws shall be filled by a majority vote of the remaining directors at the first regular or special meeting of the Board held after the occurrence of such vacancy, even though the directors present at such meeting may constitute less than a quorum. Each person so elected shall serve the unexpired portion of the prior director's term.

3.7 Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined from time to time by the Board. Such meetings shall be held at least once during each fiscal year.

3.8 Special Meetings. Special meetings of the Board may be called by the President on three (3) business days notice to each director, given in writing, by hand delivery, mail or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of at least two directors.

3.9 Quorum. A majority of the directors shall constitute a quorum for the transaction of business.

3.10 Majority Vote. 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.

3.11 Powers and Duties.

(A) The Board shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by the Project Documents required to be exercised or done by the Members. In addition to the duties imposed by these Bylaws or by any resolution of the Members that may hereafter be adopted, the Board shall have the following powers and duties:

(1) Open bank accounts on behalf of the Association and designate the signatories thereon;

(2) Make, or contract for the making of, repairs, additions to, improvements to or alterations of the Common Area in accordance with the Project Documents, after damage or destruction by fire or other casualty, or as a result of condemnation or eminent domain proceedings;

(3) In the exercise of its discretion, enforce by legal means the provisions of the Project Documents;

(4) Designate, hire and dismiss the personnel necessary for the maintenance, construction, operation, management, repair, and replacement of the Common Area and provide services for the Members, and, where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies and material to be used by such personnel in the performance of their duties;

(5) Provide for the operation, care, upkeep and maintenance of all of the Common Area and borrow money on behalf of the Association when required in connection with the operation, upkeep and maintenance for said areas; provided, however, after the termination of the Class B membership, the consent of Members having at least two-thirds (2/3) of the total votes in the Association shall be obtained either in writing or at a meeting called and

held for such purpose in accordance with the provisions of these Bylaws in order for the Association to borrow in excess of \$10,000;

(6) Prepare and adopt an annual budget for the Association prior to the commencement of each fiscal year;

(7) Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the Members and their family members, guests, lessees and invitees thereon and establish penalties for the infraction thereof;

(8) Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any Assessment or other amounts due under the terms of the Project Documents for a period of fifteen (15) days, and suspend the voting rights of a Member for a period not to exceed sixty (60) days for any infraction of the Project Documents;

(9) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the Project Documents;

(10) Declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board;

(11) Employ, hire and dismiss such employees, agents, service providers and independent contractors as they deem necessary and to prescribe their duties and their compensation;

(12) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by any Member entitled to vote;

(13) Supervise all officers, agents and employees of the Association and see that their duties are properly performed;

(14) Levy and collect Assessments as provided in the Declaration;

(15) Issue, or cause an appropriate officer to issue upon demand to any person, a certificate setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of such payment;

(16) Procure and maintain adequate property, liability and other insurance as required by the Declaration; and

(17) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

(B) The Board may employ for the Project a “Managing Agent” at a compensation established by the Board. The Managing Agent may either be an employee of the Association or an independent professional management company. The Managing Agent shall perform such duties and services as the Board shall authorize, including, but not limited to, all of the duties listed in the Declaration and these Bylaws except for such duties and services that under the Declaration may not be delegated to the Managing Agent. The Board may delegate to the Managing Agent all of the powers granted to the Board or the officers of the Association by the Declaration and these Bylaws other than the following powers:

- (1) To adopt the annual budget, any amendment thereto or to levy Assessments;
- (2) To adopt, repeal or amend Association Rules;
- (3) To designate signatories on Association bank accounts;
- (4) To borrow money on behalf of the Association.

(C) Any contract with the Managing Agent must provide that it may be terminated with or without cause and without payment of any penalty or termination fee on at least thirty (30) days written notice. The term of any such contract may not exceed three (3) years.

3.12 Committees. The Board, by resolution adapted by the whole Board, may designate from among its members an executive committee or one or more other committees. Members of the committees shall serve at the pleasure of the Board, and each member of any committee may be removed with or without cause at any time by the Board acting at a meeting or by unanimous written consent. If any vacancy occurs in any committee, the vacancy shall be filled by the Board. The executive committee, if any, shall have and may exercise the powers of the Board in the management of the business and affairs of the Association, but shall not possess any authority of the Board prohibited by law. Any other committee designated by the Board shall have and may exercise only the powers that are expressly granted thereto by the whole Board and which are not prohibited bylaw and members of the committee need not be members of the Board.

ARTICLE 4

OFFICERS AND THEIR DUTIES

4.1 Examination of Officers. The principal officers of the Association shall be the President, the Vice-President, the Secretary, and the Treasurer, all of whom shall be elected by the Board. After the conversion of the Class B Memberships to Class A Memberships, the President must be a member of the Board. Any other officers may, but need not, be members of the Board.

4.2 Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the members.

4.3 Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

4.4 Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

4.5 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 shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

4.7 Multiple Officers. Any two or more offices may be held simultaneously by the same person except the offices of President and Secretary.

4.8 Powers and Duties. To the extent such powers and duties are not assigned or delegated to a manager pursuant to Section 3.11(B) of these Bylaws, the powers and duties of the officers shall be as follows:

(A) **President.** The President shall be the chief executive officer of the Association; shall preside at all meetings of the Board or the Members; shall see that orders and resolutions of the Board are carried into effect; and have general and active management of the business of the Association;

(B) **Vice-President.** The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board;

(C) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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 shall perform such other duties as required by the Board;

(D) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds for appropriate Association purposes as set forth in the Project Documents; keep proper books of account and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members; and, in general, perform all the duties incident to the office of Treasurer.

CERTIFICATION

I hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors of the Association on the 28 day of August, 2015.

The Scottsdale Mountain Villas Homeowners Association, Inc.

By: 
Printed Name: William Cleverly
Its: Director