

AMENDED AND RESTATED BYLAWS  
OF  
PRESIDIO VILLAS II HOMEOWNERS ASSOCIATION

ARTICLE I  
NAME AND LOCATION

The name of the corporation is PRESIDIO VILLAS II HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation is located in Tucson, Arizona, but meetings of members and directors may be held at such places within Pima County, Arizona, as may be designated by the Board.

ARTICLE II  
DEFINITIONS

- Section 2.1. "Association" means PRESIDIO VILLAS II HOMEOWNERS ASSOCIATION, its successors and assigns.
- Section 2.2. "Board" refers to the Board of Directors, elected or appointed in the manner set forth in these Bylaws.
- Section 2.3. "Common Area(s)" mean all of the real property owned by the Association for the common use and enjoyment of the Owners.
- Section 2.4. "Declaration" means the Declaration of Covenants, Conditions and Restrictions recorded on November 29, 1984 in Docket 7419 at Page 285, et. seq., County Recorder, Pima County, Arizona, and any amendments thereto.
- Section 2.5. "Entitled to Vote" means that the Member is current in the payment of all sums due to the Association and/or is not in violation of any of the provisions of the Governing Documents.
- Section 2.6. "Governing Documents" refers to the Declaration, Articles of Incorporation, these Bylaws and any Rules adopted by the Board.
- Section 2.7. "Lot" means any plot of land shown upon the recorded subdivision plat for the Properties with the exception of the Common Areas.
- Section 2.8. "Member" means to those persons entitled to membership in the Association

as provided in the Declaration.

Section 2.9. "Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any Lot, but excluding those persons or entities holding an interest in the Lot as security for the performance of an obligation.

Section 2.10. "Properties" mean that certain real property described in the Declaration.

### ARTICLE III MEETINGS OF MEMBERS

Section 3.1. Annual Meetings. The annual meeting of the members will be held in the first quarter of each year on a date and at a place and time determined by the Board.

Section 3.2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board or upon written request of 25% of the Members who are Entitled to Vote.

Section 3.3. Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws, written notice of each meeting of the members will be given by, or at the direction of, the secretary or person authorized by the Board to call the meeting, by mailing a copy of the notice, postage prepaid, at least 15 days before the meeting to each Member, addressed to the member at the address set forth in the Association's, or supplied, in writing, by such Member to the Association for the purpose of notice. The notice of any meeting of the Members will specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 3.4. Quorum. Except as otherwise provided in the Governing Documents, the presence at the meeting of members entitled to cast, or absentee ballots entitled to cast at least 25% of the votes constitutes a quorum for any action. If a quorum is not present the Members will adjourn the meeting to another date and time and must send out absentee ballots to the Owners with the notice of the continued meeting. The Members may continue to adjourn the meeting and reset it to another date and time until a quorum is present.

Section 3.5. Voting.

3.5.1. Proxy voting is not permitted. The Association will provide for votes to be cast by the members in person and by absentee ballot and may provide for voting by some other form of delivery. Any action taken at an annual or special meeting of the members must comply with all of the following:

- 3.5.1.1. The absentee ballot must set forth each proposed action.
- 3.5.1.2. The absentee ballot must give the Member the opportunity to vote for or against each proposed action.
- 3.5.1.3. The absentee ballot is valid for only one specified election or meeting of the members and expires automatically after the completion of the election or meeting.
- 3.5.1.4. The absentee ballot must specify the time and date by which the ballot must be delivered to the Board in order to be counted, which must be at least seven days after the date that the board delivers the absentee ballot to the member.
- 3.5.1.5. The absentee ballot cannot authorize another person to cast votes on behalf of the member.

3.5.2. Votes cast by absentee ballot or other form of delivery are valid for the purpose of establishing a quorum.

ARTICLE IV  
BOARD OF DIRECTORS, SELECTION AND TERM OF OFFICE

Section 4.1. Number. The Association will be managed by a Board of not less than three (3) and not more than five (5) directors who must be members of the Association. The number of directors may be decreased or increased by a vote of a majority of the quorum of the Board. In the event of any increase in the number of Directors, those positions will be filled by a vote of the Members at the next annual meeting of the Association. If the Board votes to decrease the number of directors, then the positions (or whatever number are being reduced) which are to be filled at the election held at the next annual meeting, will not be filled.

Section 4.2. Term of Office. The Board members will be elected at each annual meeting to serve a term of one year.

Section 4.3. Qualification of Directors. Before a Member is qualified to serve as a director, he/she must be in good standing with the Association. This means that the Member must be current in the payment of any and all sums due to the Association, including, but not limited to any assessments, interest, late charges, attorney fees, court costs and fines or penalties. A Member is also not in good standing if he/she is in violation of the Governing Documents at the time that the nominating committee is soliciting volunteers to run for election to the Board. If a Member is not in good standing then he/she is not eligible for election to the Board.

Section 4.4. Removal. At any regular or special meeting of the Association at which a quorum is present, any member of the Board can be removed by the members, with or without cause, by the vote of a majority of the members who are voting. For purposes of the removal of a director, a quorum exists if 20% of the owners are present at the meeting, or have returned an absentee ballot. The procedure for removing directors is as follows:

4.4.1. A petition signed by the Owners entitled to cast at least 25% of the votes in the Association which requests the removal of a member of the board must be submitted to the Board.

4.4.2. Once the petition has been received by the Board, the board must notice a special meeting of the Association. The notice of this special meeting must be given to the Owners at least 10 days before the meeting. Such notice must be either hand-delivered or sent by first class mail to the mailing address for the Owner as reflected in the Association's records. An absentee ballot must be sent with the notice of the special meeting in accordance with the requirements in Section 3.5.1. and give the member the right to vote for or against the removal of the named director who is proposed to be removed.

4.4.3. The special meeting must be held within 30 days from receipt of the petition requesting the removal of a director.

4.4.4. A petition asking for the removal of the same member of the board cannot be submitted more than once during each term of office for that board member.

Section 4.5. Resignation of Board Members. In the event of the death, resignation or removal of a director, his/her successor will be selected by the remaining members of the Board and will serve for the unexpired term of his/her

predecessor.

- Section 4.6. Compensation. Upon the approval of 2/3rds of the Directors voting at any regular or special meeting of the Board, any member of the Board may receive reasonable compensation for any services he/she may provide to the Association, except that no compensation will be paid for serving in the capacity as a director of the Association. Compensation may be paid to such director as an employee or independent contractor for the Association and the Association may hire any company in which the director has an interest to provide services to the Association. Prior to the vote on whether a director may receive compensation for services to the Association, the director must disclose that he/she has an interest in the contract and the contract for services must be at least as favorable to the Association as a contract for similar services with a disinterested person or entity in which a director does not have an interest. A director is entitled to reimbursement for actual expenses incurred in the performance of his/her duties.
- Section 4.7. Action Taken Without a Meeting. The Directors have the right to take any action in the absence of a meeting which could have been taken at a meeting by obtaining the written approval of **all** the Directors. Such action has the same effect as though taken at a meeting of the Directors.

## ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

- Section 5.1. Nomination. Nomination for election to the Board will be made by a Nominating Committee. The Nominating Committee will consist of a Chair, who must be a member of the Board, and two or more members of the Association. The Nominating Committee will be appointed by the Board prior to each annual meeting of the Members. The Nominating Committee will make as many nominations for election to the Board as it determines, in its sole discretion, but not less than the number of vacancies that will be filled. Nominations must be made from among the Members.
- Section 5.2. Election. Members will cast one vote for each vacant position with those persons receiving the most votes being elected. Cumulative voting is not permitted. In the event that the required number of directors is on the ballot but the required number of directors is not elected by the Members, the Board, at its option, may appoint directors to serve until the next annual meeting of

the Members, or send out absentee ballots to all of the members with the name(s) of candidates to be elected, without the necessity of calling another annual meeting.

## ARTICLE VI MEETINGS OF DIRECTORS

- Section 6.1. Regular Meetings. Regular meetings of the Board will be held quarterly, at a place and time set by the Board. All Members may attend any meeting of the Board which is not a closed meeting. The Association will provide notice to the Members of the date, time and place of such meeting at least 48 before to the scheduled meeting, unless there are exigent circumstances requiring that the meeting be held on less than 48 hours.
- Section 6.2. 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.
- Section 6.3. Quorum. A majority of the directors constitutes a quorum for the transaction of business. Any decision made by a majority of the Directors present at a duly held meeting at which a quorum is present is regarded as the act of the Board. Board members may attend Board meetings by telephone or other electronic means.

## ARTICLE VII POWERS AND DUTIES OF THE BOARD

- Section 7.1. Powers. The Board has the power to:
- 7.1.1. Adopt and publish rules and regulations governing the use of the Common Areas and Lots, and the personal conduct of the members and their guests in the Common Areas, and to establish penalties for any infractions;
  - 7.1.2. Suspend the voting rights and the right to use the recreational facilities of any Member during any period in which the Member is in default in the payment of any Assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days or for so long as a Member is in violation of the Governing Documents, whichever is longer.

- 7.1.3. Exercise for the Association, all powers, duties and authority vested in or delegated to this Association and not reserved to the Members by other provisions of the Governing Documents;
- 7.1.4. Declare the office of a member of the Board to be vacant if the Member is absent from three (3) consecutive regular meetings of the Board, without good cause;
- 7.1.5. Employ a manager, an independent contractor, or such other employees as the Board deems necessary, and to prescribe their duties; and
- 7.1.6. Enforce the provisions of the Governing Documents;

Section 7.2. Duties. It is the duty of the Board to:

- 7.2.1. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by 25% of the Members, who are entitled to vote;
- 7.2.2. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- 7.2.3. As more fully provided in the Declaration, to:
  - 7.2.3.1. Determine the amount of the annual assessment against each Lot at least 30 days prior to each annual assessment period; and
  - 7.2.3.2. Send written notice of each assessment to every Owner;
- 7.2.4. Issue, or to cause an appropriate officer to issue, upon demand by 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, the certificate will be conclusive evidence of such payment;
- 7.2.5. Procure and maintain adequate liability, hazard, or other insurance on property owned by the Association in accordance with the Declaration;

7.2.6. Obtain fidelity insurance covering all officers or employees having fiscal responsibilities, as deemed appropriate by the Board;

7.2.7. Cause the Common Areas to be maintained; and

Section 7.3. Liability of Board Members. No Member of the Board is personally liable to any Member, his/her family, guests, tenants or assigns for any damage, loss or prejudice suffered or claimed on account of any act or omission of the Association, its representatives or employees provided that such Board Member has, upon the basis of such information as may be possessed by him/her, acted in good faith.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 8.1. Enumeration of Officers. The officers of this Association are the president, one or more vice presidents, a secretary, and a treasurer, and any other officers that the Board may from time to time by resolution create. The Officers must be Members of the Association.

Section 8.2. Election of Officers. The election of officers will take place at the first meeting of the Board following each annual meeting of the Members.

Section 8.3. Term. The officers of the Association will be elected annually by the Board and each will hold office for one (1) year unless that officer resigns, is removed, or is otherwise disqualified to serve.

Section 8.4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom will hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 8.5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation will take effect on the date of receipt of the notice or at any later time specified therein, and unless otherwise specified in the notice, the acceptance of any resignation is not necessary to make it effective.

Section 8.6. 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 8.7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person may simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.4 of this Article.

Section 8.8. Duties. The duties of the officers are as follows:

8.8.1. President. The president will preside at all meetings of the Board; will see that orders and resolutions of the Board are carried out; will sign all leases, mortgages, deeds and other written instruments and will cosign all checks and promissory notes;

8.8.2. Vice President. The vice president will act in the place 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;

8.8.3. Secretary. The secretary will 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 the 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 perform such other duties as required by the Board; and

8.8.4. Treasurer. The treasurer will receive and deposit in appropriate bank accounts all monies of the Association and will disburse such funds as directed by resolution of the Board; will sign all checks and promissory notes of the Association; keep proper books of account; prepare an annual operating budget with the assistance of any Committee appointed by the Board; prepare a statement of income and expenditures to be presented to the Members at the annual meeting, and deliver a copy of each to the Members. The treasurer will also cause an annual review, compilation or audit of the books of the Association to be performed within 180 days after the end of the association's fiscal year and will make that audit, review or compilation available upon request to the unit owners within 30 days after its completion.

- 8.8.5. Delegation of Duties. The officers may delegate their duties to a Property Manager hired by the Board, including the collection of assessments, the purchase of services and goods and the payment of expenses of the Association.

## ARTICLE IX COMMITTEES

The Association will appoint an Architectural Control Committee as provided in the Declaration, and will appoint a Nominating Committee as provided these Bylaws. In addition, the Board can appoint other committees as deemed appropriate in carrying out its duties and powers.

## ARTICLE X BOOKS AND RECORDS

The Association's books and records are available for inspection by any Member. In accordance with Arizona law, any Member wishing to review these books and records must provide a written request setting forth the proper purpose for the inspection. Upon receipt of the request, the Member will be entitled to inspect the records during reasonable business hours and to have copies made of any documents, at the Member's expense. The Governing Documents are available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien on the Lot against which the assessment is made. Any assessments which are not paid when due will be delinquent. If the assessment is not paid within 30 days after the due date, the assessment will bear interest from the date of delinquency at the rate of 12% per annum, and the Association may bring an action at law against the Owner personally obligated to pay the assessment or foreclose the lien against the Lot. Interest, late charges, costs, reasonable attorney fees and litigation expenses incurred by the Association in any such action will be added to the amount of the assessment. No Owner may waive or otherwise escape liability for the assessments owed to the Association because he/she does not use the Common Area, has abandoned his dwelling unit, or for any other reason. The assessment to be paid by each Owner for each Lot, will be set by the Board in accordance with the Declaration.

ARTICLE XII  
CORPORATE SEAL

The Association has a seal in circular form with the words "PRESIDIO VILLAS II HOMEOWNERS ASSOCIATION" within its circumference.

ARTICLE XIII  
AMENDMENTS AND CONFLICTS

Section 13.1. Amendment. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of members present in person or by absentee ballot.

Section 13.2. Conflicts. If there is a conflict between the Articles of Incorporation and these Bylaws, the Articles will control. If there is a conflict between the Declaration and the Articles or Bylaws, the Declaration will control.

ARTICLE XIV  
MISCELLANEOUS

The fiscal year of the Association will begin on the 1st day of January and end on the 31st day of December of every year.

The foregoing Bylaws were approved by a vote of a majority of the Members voting in person or by absentee ballot at a meeting held on \_\_\_\_\_, 2009.

Presidio Villas II Homeowners Association

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

Attest:

\_\_\_\_\_  
Secretary