

AMENDED AND RESTATED BYLAWS  
OF  
ALTA MESA TOWNHOMES ASSOCIATION

ARTICLE I

OFFICES

Section 1. Principal Offices. The principal office of the Association shall be at a location determined by the Board of Directors, from time to time, located within the County of Maricopa, State of Arizona. The principal business address of the Association will be on file with the Arizona Corporation Commission, and updated from time to time, as needed.

Section 2. Other Offices. The Association may establish such office or offices at such other places as the Board of Directors may from time to time designate.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to ALTA MESA TOWNHOMES ASSOCIATION, a non-profit corporation, its successors and assigns.

Section 2. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title of any Lot which is part of the Properties. Owner shall not include a person or entity having an ownership interest merely as security for the performance of an obligation. In the case of Lots, the fee simple title which is vested of record in a Trustee pursuant to Arizona Revised Statutes, Section 33-801, et. seq., legal title shall be deemed to be in the Trustor.

Section 3. "Properties" shall mean and refer to that certain real property hereinafter described.

Section 4. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners. The Common Area shall be that area described and designated as follows:

Tracts A through C, inclusive of ALTA MESA TOWNHOMES, according to the plat of record in the office of the County Recorder of Maricopa County, Arizona in Book 272, Page 5, of Maps.

Section 5. "Lot" "Parcel," "Townhome," and "Residence Unit" shall be synonymous and shall mean and refer to any plot of land upon any recorded subdivision map of the Properties with the exception of Common Area.

Section 6. "Board" shall refer to the Board of Directors of the Association.

ARTICLE III  
ELIGIBILITY FOR MEMBERSHIP

Membership in the Association shall be limited to record owners of fee simple title of Parcels contained within the following described premises:

Lots 1 through 125, inclusive, and Tracts A through C, inclusive of ALTA MESA TOWNHOMES, according to the plat of record in the office of the County recorder of Maricopa County, Arizona in Book 272, Page 5, of Maps.

One membership in the Association shall be issued to the record owner of fee simple title of each Parcel. The record owners collectively shall be called the members of the Association. In the event any such Parcel is owned by two or more persons, whether as community property, by joint tenancy, tenancy in common or otherwise, the membership as to such Parcel shall be issued in the names of all the owners, and they shall designate to the Association in writing, at the time of issuance, one person who shall hold the membership and have the power to vote said membership. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding membership assigned to new record owners of fee simple title.

ARTICLE IV  
MEMBERS OF THE ASSOCIATION

Section 1. Annual Meetings. The annual meetings of the members of the Association shall be held on a date and time determined by the Board, at a location within the State of Arizona as determined by the Board. At such meeting, there shall be elected a Board of Directors in accordance with the requirement of Article V of these Bylaws. The members of the Association may also transact such other business of the Association as may properly come before them.

Section 2. Notice of Annual Meetings. Notice of the time, place and date of each annual meeting shall be provided at least ten (10) but not more than fifty (50) days before the date of the annual meeting and shall be delivered to each member via hand-delivery or via U.S. mail, postage pre-paid at the respective addresses of said members as they appear on the records of the Association.

Section 3. Special Meetings. Special meetings of the members of the Association for any purpose or purposes other than those regulated by statute may be called for by the President as directed by resolution of the Board of Directors, or upon a vote of one-fourth (1/4) of the members, or upon a petition signed by a majority of the owners, and such petition shall state the purpose or purposes of such proposed meeting. No business shall be transacted at a special meeting, except as stated in the notice unless by consent of three-fourths (3/4) of the members present, either in person or by mail-in ballot.

Section 4. Notice of Special Meetings. Special Meetings of the Members shall have the same notice requirements as Annual Meetings of the Members, as set forth in Section 2 of this Article.

Section 5. Quorum. The presence at a meeting, either in person or by mail-in ballot, of members entitled to cast at least one-tenth (1/10) of the votes of the entire membership shall constitute a quorum for all purposes unless the representation of a larger group shall be required by law, by the Articles of Incorporation, or by these Bylaws, and in that event, representation of the number so required shall constitute a quorum.

Section 6. Voting Rights. All members shall be entitled to vote for each Parcel owned. When more than one person holds an interest in any Parcel, all such persons shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Parcel. If an Owner is a corporation, partnership or trust, votes may be cast by an officer, director, partner, beneficiary or trustee of such Owner.

Section 7. Adjournment of Meetings. If the number of members necessary to constitute a quorum shall fail to attend in person or by mail-in ballot at the time and place of meeting, the chairman of the meeting, or a majority of interest of the members present in person or by mail-in ballot, may adjourn the meeting from time to time without notice other than an announcement at the meeting, until the necessary number of members shall be in attendance. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

Section 8. Proxies. Proxy voting shall be strictly prohibited.

## ARTICLE V

### DIRECTORS

Section 1. Number and Qualification. The business, property and affairs of the Association shall be managed, controlled and conducted by a Board of Directors consisting of three (3) members. The number of directors may be changed from time to time by the members of the Association, but shall always consist of an odd number of directors of not less than three (3) nor more than seven (7).

Section 2. Power and Duties. The Board of Directors shall have 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 law or by these Bylaws directed to be exercised and done by the members. The powers of the Board of Directors shall include, but not limited to, all of the rights and duties of the Board of Directors as set forth elsewhere in these Bylaws and the Articles of Incorporation, and in the Covenants, Conditions and Restrictions applicable to the property described in Article III above, and shall also include the power to promulgate such rules and regulations pertaining to such rights and duties as may be deemed proper and which are consistent with the foregoing, and shall further include the right to suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default of the payment of any assessment or other charges levied by the Association until all payments are brought current. Such rights may also be suspended after notice and opportunity to be heard, for a period not to exceed sixty (60) days, for any infraction of Declaration and/or the rules and regulations. The Board of

Directors may delegate such duties as appear in the best interest of the Association and to the extent permitted by law.

Section 3. Term of Office. Directors shall serve a term of three years. The number of Directors may be altered from time to time by the action of a majority of the members of the Association present and voting in person or by mail-in ballot at any regular or special meeting called for such purpose. In the event of any increase in the number of directors in advance of the annual meeting, each additional director shall be elected by then Board of Directors and hold office until his successor is elected and shall qualify.

Section 4. Nomination. Nomination for election to the Board of Directors shall be determined by soliciting the membership for interested candidates.

Section 5. Election. Election to the Board of Directors shall be by written ballot. Votes may be cast in person via written ballot, or by absentee mail-in written ballot. Cumulative voting is prohibited. The persons receiving the largest number of votes shall be elected.

Section 6. Vacancies. Vacancies on the Board of Directors caused by any reason shall be filled by vote of the majority of the remaining directors even though they may consist of less than a quorum and each person so elected shall be a director until his successor is elected by the members of the Association at the next annual meeting.

Section 7. Removal of Directors. Directors may only be removed in accordance with the procedures set forth in the Arizona Planned Communities Act (ARS Section 33-1801, et seq.) as the same may be amended from time to time.

Section 8. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid to a director for services performed by him for the Association in any other capacity. Directors may be reimbursed for any actual costs incurred in connection with their duties as director, so long as such reimbursement is approved by a majority of the Board.

Section 9. Organization Meeting. The First meeting of the newly elected Board of Directors shall be held within ten (10) days of the election at such time and place as shall be fixed at the meeting at which such directors were elected.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held on a monthly basis. Notice of regular meetings of the Board will be provided at least 48 hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board. Directors may conduct meetings by telephonic or similar communications equipment as permitted by Arizona law, if a speakerphone is available in the meeting room that allows board members and unit owners to hear all parties who are speaking during the meeting.

Section 11. Emergency Meetings. An emergency meeting of the Board may be called to discuss business or take action that cannot be delayed until the next regularly scheduled board meeting. The minutes of the emergency meeting shall state the reason necessitating the emergency meeting.

The minutes of the emergency meeting shall be read and approved at the next regularly scheduled meeting of the Board.

Section 12. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 13. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 14. Adjournments. The Board of directors may adjourn any meeting from day to day or for such other time as may be prudent or necessary in the interest of the Association, provided that no meeting may be adjourned for a period longer than thirty (30) days.

Section 15. 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 approval of all the directors. Any action so approved will have the same effect as though taken at a meeting of the directors.

Section 16. Fidelity Bonds. The Board of Directors shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate Fidelity Bonds. The premiums on such bonds shall be paid by the Association.

## ARTICLE VI

### OFFICERS

Section 1. Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, all of whom shall be elected by and from the Board of Directors. The directors may appoint an Assistant Secretary and an Assistant Treasurer and such other officers as in their judgement may be necessary. Only the office of Secretary and Treasurer may be held by the same person.

Section 2. Election of Officers. The officers of the Associations shall be elected annually by the Board of Directors at the Organizational meeting of each new Board.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any emergency meeting of the Board called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and of the Board of Directors. He shall have all of the general powers and duties which are normally vested in the office of the President of an association

or corporation, including, but not limited to, the power to appoint committees from among the members of the Association from time to time as he may, in his discretion, decide in appropriate to assist in the conduct of the affairs of the Association.

Section 5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Association; he shall have the custody of the seal of the Association; he shall have charge of the membership books and such other books and papers as the Board of Directors may direct; and he shall, in general perform all the duties incident to the office of Secretary.

Section 7. Treasurer. The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors.

Section 8. Compensation. No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to an officer for services performed by him for the Association in any other capacity. Officers may be reimbursed for any actual costs incurred in connection with their duties as director, so long as such reimbursement is approved by a majority of the Board.

Section 9. Delegation of Duties. The responsibilities and duties of the Officers may be delegated to a community manager, accountant or such other employee or agent, as determined by the Board.

## ARTICLE VII

### POWERS, RIGHTS AND DUTIES OF THE ASSOCIATION AND MEMBERS THEREOF

The Association and its members shall have all the powers, rights, duties and obligations set forth in the Declaration, Articles of Incorporation for the Association, these Bylaws, rules and regulations pursuant thereto, and applicable Arizona law.

The members and Board of Directors, or each of them, shall have the express authorization, right and power to enter into one or more management agreements with third parties in order to facilitate efficient operation of all building, improvements and Common Area and Limited Common Areas, including the real property described in Article II above. It shall be the primary purpose of such management agreements to provide for the administration, management, repair and maintenance of said real property, all improvements thereon designated as Common Area and Limited Common Areas to the extent required by recorded Declaration of Covenants, Conditions and Restrictions as from time to time amended; and to assess, collect and apply the management and common

expenses; and to enforce the Declaration of Covenants, Conditions and Restrictions. The terms of said management agreement shall be as determined by the Board of Directors to be in the best interest of the Association, and shall be subject to the Articles of Incorporation, these Bylaws and Declaration of Covenants, Conditions and Restrictions affecting said property.

Notwithstanding the above, any and all such management agreements shall be written for a term not to exceed one year, subject to renewal by agreement of the parties for successive one year periods, and shall further provide that said management agreement may be cancelled and terminated by the Board of Directors for any reason whatsoever, with or without cause, upon giving thirty (30) days written notice of such cancellation and termination to the managing entity. The Board of Directors shall make all arrangements for continuity of management and maintenance prior to the expiration of the term of any prior management agreement or the termination of the same. Any and all management agreements shall be entered into with a responsible party or parties having considerable experience with the management of a project of this type.

## ARTICLE VIII

### MISCELLANEOUS

Section 1. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer and in accordance with the reasonable standards of account procedure and prudence.

Section 2. Accounting. At the closing of each fiscal year, the Board shall provide for an annual financial audit, review or compilation of the association. The audit, review or compilation shall be completed no later than one hundred eighty days after the end of the association's fiscal year and shall be made available upon request to the members within thirty days after its completion.

Section 3. Inspection of Books. All books and records of the Association shall be made available for inspection by authorized parties in accordance with the Arizona Planned Communities Act (ARS Section 33-1801, et seq.) as the same may be amended from time to time.

Section 4. Execution of Corporation Documents. With the prior authorization of the Board of Directors, all notes, checks and contracts or other obligations shall be executed on behalf of the Association by any two officers of the Association.

Section 5. Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors and shall be subject to change by the Board of Directors should the Association's practice subsequently necessitate such change.

## ARTICLE IX

### AMENDMENT OF THE BYLAWS

Section 1. These Bylaws may be amended, at a regular meeting of the members, by a vote of a majority of a quorum of members present in person or by mail-in ballot.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

The undersigned, hereby certifies, that these Amended and Restated Bylaws were approved by the members in accordance with the applicable amendment requirements.

Dated this 4 day of 20, 2023.

By: Carmie Westlake

Print Name: Carmie Westlake

Its: CW