

AMENDED AND RESTATED BYLAWS
OF
LAKE PARK VILLAS HOMEOWNER'S ASSOCIATION

ARTICLE I
NAME AND LOCATION

The name of the corporation is Lake Park Villas Homeowner's Association, hereinafter referred to as the "Association". The Principal office of the corporation shall be located at the address on file with the Arizona Corporation Commission, as the same may be amended from time to time, but meetings of members and directors may be held at such places within the State of Arizona, County of Maricopa, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to Lake Park Villas Homeowner's Association, an Arizona non-profit corporation, its successors and assigns.

Section 2. "Common Elements" shall mean all the general common elements, as described in the Declaration and A.R.S. Section 33-1202 . The general common elements may sometimes hereinafter be referred to as "Common Elements".

Section 3. "Declaration" shall mean the covenants, conditions, and restrictions set forth in the Association's Declaration as the same may from time to time be amended, relating to all or part of Lake Park Villas.

Section 4. "Unit" shall refer to the definition set forth in the Declaration.

Section 5. "Member" shall mean any person, corporation, partnership, joint venture or other legal entity who is a member of the Association.

Section 6. "Owner(s)" shall mean and refer to the record owner, whether one or more persons or entities, of equitable or beneficial title (or legal title if same has merged) of any Unit. "Owner" shall include the purchaser of an Unit under an executory contract for the sale of real property. The foregoing does not include persons or entities who hold

an interest in any Unit merely as security for the performance of an obligation. Except as stated otherwise herein, "Owner" shall not include a lessee or tenant of a Unit.

Section 7. "Property" shall mean and refer to the land whether committed to the Declaration in fee or as a leasehold interest, the buildings, all other improvements located thereon, and all easements, rights, and appurtenances belonging thereto.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. The Association shall hold an Annual Meeting every year at a date, time and location (within the State of Arizona) to be determined 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 the Members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

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 10 days but not more than 50 before such meeting, to each Member, 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, shall also state the purpose for which the meeting is called, including the general nature of any proposed amendment to the declaration or bylaws, any changes in assessments that require approval of the Unit Owners and any proposal to remove a director or officer.

Section 4. Quorum. The presence, in person or by absentee ballot, at the meeting of Members entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote there at shall have power to adjourn the meeting from time to time, until a quorum as aforesaid shall be present or be represented.

Section 5. Voting. Votes by Members may be cast by email, in person or by mail-in/absentee ballot for special meetings and annual meetings of

the membership, pursuant to A.R.S. §33-1250. 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 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.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, who shall be Members of the Association.

Section 2. Term of Office. Directors shall hold office for three (3) years, or until their successors are elected and qualified. However, once any Director has completed a 3-year term, that Director is not eligible to run for the Board again until two (2) years after the expiration of the term.

Section 3. Removal. Any director may be removed from the Board, with or without cause, in accordance with A.R.S. Section 33-1243.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Board 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 shall have the same effect as though taken at a meeting of the directors.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for the election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors 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 shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall 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 or non-members.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At such election the Members 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, up to the number of open positions, shall be elected.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, or as frequently as practical in the sole discretion of the Board, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special Meetings of the Board of Directors shall 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 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.

Section 4. Notice. Notice to Unit Owners of meetings of the Board shall be given at least forty-eight hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board. An affidavit of notice by an officer of the Association is prima facie evidence that notice was given as prescribed herein. Notice to Unit Owners of meetings of the Board is not required if emergency circumstances (as further detailed below) require action by the Board before notice can be given. Any notice of a Board meeting shall state the date, time and place of the meeting. The failure of any Unit Owner to receive actual notice of a meeting of the Board does not affect the validity of any action taken at that meeting.

An emergency meeting of the Board may be called, without any prior notice, to discuss business or take action that cannot be delayed for the forty-eight hours required for notice. At any emergency meeting called by the Board, the Board may act only on emergency matters. 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 5. Open Meetings. All meetings of the Unit Owners' Association and the Board, and any regularly scheduled committee meetings, are open to all Members of the Association or any person designated by a Member in writing as the Member's representative and all Members or designated representatives so desiring shall be permitted to attend and speak at an appropriate time during the deliberations and proceedings. The Board may place reasonable time restrictions on those persons speaking during the meeting but shall permit a Member or a Member's designated representative to speak once after the Board has discussed a specific agenda item but before the Board takes formal action on that item in addition to any other opportunities to speak. The Board shall provide for a reasonable number of persons to speak on each side of an issue. Persons attending may audiotape or videotape those portions of the meetings of the Board and meetings of the members that are open. The Board shall not require advance notice of the audiotaping or videotaping and may adopt reasonable rules governing the audiotaping or videotaping of open portions of the meetings of the Board and the membership, but such rules shall not preclude such audiotaping or videotaping by those attending, unless the Board audiotapes or videotapes the meeting and makes the unedited audiotapes or videotapes available to members on request without restrictions on its use as evidence in any dispute resolution process. Any portion of a meeting may be closed only if that portion of the meeting is limited to consideration of one or more of the following:

1. Legal advice from an attorney for the Board or the Association. On final resolution of any matter for which the Board received legal advice or that concerned pending or contemplated litigation, the Board may disclose information about that matter in an open meeting except for matters that are required to remain confidential by the terms of a settlement agreement or judgment.

2. Pending or contemplated litigation.

3. Personal, health or financial information about an individual member of the Association, an individual employee of the Association or an individual employee of a contractor for the Association, including records of the Association directly related to the personal, health or financial information about an individual member of the Association, an individual employee of the Association or an individual employee of a contractor for the Association.

4. Matters relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the Association or an individual employee of a contractor of the Association who works under the direction of the Association.

5. Discussion of a Unit owner's appeal of any violation cited or penalty imposed by the Association except on request of the affected Unit owner that the meeting be held in an open session.

Before entering into any closed portion of a meeting of the Board, or on notice of a meeting that will be closed, the board shall identify the paragraph under A.R.S. Section 33-1248(A)(1)-(5) (copied above) that authorizes the Board to close the meeting.

Section 6. Vacancies. A vacancy on the Board may be filled by a majority vote of the remaining Board Member. The officer appointed to such vacancy shall serve for the remainder of the term of the Director replaced.

Section 7. Resignation. Any Director may resign at any time 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.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations (“Rules”) governing the use of the Common Elements and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof, which may only be levied after providing notice and opportunity to be heard;

- (b) 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 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 for infraction of the Declaration or Rules;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;
- (d) obtain loan(s) on behalf of the Association, including the authority to assign the right to future assessment income as collateral for such loan(s)
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and,
- (f) adopt and approve the Association's budget.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
- (d) 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, such certificate shall be conclusive evidence of such payment;

- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Elements to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other offices as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The Officers of this 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.

Section 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.

Section 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 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.

Section 6. Vacancies. A vacancy in any office may be filled by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

- (a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

- (b) 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 the discharge such other duties as may be required of him by the Board.

Secretary

- (c) 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.

Treasurer

- (d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be represent to the membership at its regular annual meeting, and deliver a copy of each to the Members.

Section 9. Delegation of Duties. Duties of the Board and/or Officers may be delegated to a managing agent, or such other employees of the Association, as may be determined in the sole discretion of the Board.

ARTICLE IX COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

All requests for the examination of records and/or copies of records shall be handled in accordance with A.R.S. Section 33-1258, as the same may be amended from time to time.

ARTICLE XI AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Board, by a vote of the majority of the members of the Board.

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.

ARTICLE XII MISCELLANEOUS

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

VERIFICATION

By signing below, the President of the Board certifies that these Amended and Restated Bylaws were adopted by a majority of the Board at an open and properly noticed meeting.

Dated this 17 day of OCTOBER, 2023.

By: 

Print Name: Joan Ducharme

President of the Board