



THE PINES AT SHOW LOW COA INC

**Bylaws of The Pines at Show Low Condominiums Owners Association, Inc
Amended September 4, 2004**

Article I Name and Location

The name of the corporation is The Pines at Show Low Condominiums Owners Association, Inc, hereinafter referred to as the “Association”. The principal office of the corporation shall be located at 2700 S White Mountain Road, Show Low, Arizona, 85901.

Article II Definitions

Section 1. “Member” shall mean and refer to those persons entitled to membership in the Association as provided by the Declaration.

Section 2. All other words shall have the meanings described to them pursuant to Article I of the Declaration of Horizontal Property Regime and Declaration of Covenants, Conditions, and Restrictions establishing, The Pines at Show Low Condominiums.

Article III Meeting of Members

Section 1. Annual Meetings. There shall be an Annual meeting of the Members on the Saturday before Memorial Day in May of each year in Show Low, Arizona at a time established by the Board. The Board, may designate another date for the Annual meeting not more than thirty days before or after the date fixed above for the Annual meeting. Written notice shall be given by the Board to the Members not less than fifteen days, nor more than sixty days prior to the date fixed for the Annual meeting, specifying the date, time, and place of the meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by two Directors of the Board, or upon written request of the members who are entitled to vote one-tenth of all votes.

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 at least fifteen days but not more than sixty days before such meeting to each Member entitled to vote thereat. The notice is to be addressed to the Members 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.

Section 4. Voting and Quorum. Each Condominium unit is entitled to but one vote. Where there are two or more owners of a unit, they shall designate in writing to the Board of Directors one of their number who shall have the power to vote. In the absence of such designation the Board shall make such designation.

The presence at the meeting of Members entitled to cast or proxies entitled to cast, ten percent of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. However, such quorum shall not be present or represented at any meeting, the Members present and entitled to vote shall have power to adjourn the meeting, without the notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy, except with respect to the election of Directors of the Association who may have elected or re-elected only by votes cast in person and except as otherwise provided in the Declaration. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of their unit.

Article IV Board of Directors/ Selection/ Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors of not less than three nor more than five persons. Directors must be Members of the Association.

Section 2. Term of Office. At each Annual meeting the number of Directors elected shall equal the number of vacancies of Directors whose terms have expired and each shall serve for a term of three years. Vacancies to be filled are limited to one Condo per owner per unit.

Section 2. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death resignation or removal of a Director, his or her successor shall be selected by the remaining members of the Board, and shall serve until the next membership meeting when the vacancy will be filled by a vote of the membership. Such appointment shall be made from among those eligible to serve as Director.

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

Article V Nomination and Election of Directors

1. Nomination. Nomination for 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, and two or more Members of the Association. The Nominating Committee shall be approved by the Board of Directors. The Nominating Committee shall be named at the first Board meeting following the Annual meeting to serve until and through the next 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 shall be made from among those eligible to serve as a Director.

Section 2. Election. Election to the Board of Directors shall be by secret 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 shall be elected. Cumulative voting is not permitted.

Article VI Meeting of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least one time each quarter, in person or telephonically, at such a place and at such a time as may be fixed by the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held in person or telephonically, at such place and time as may be fixed by the President of the Association, or by any two Directors, after not less than three days notice to each Director and the required notice given to the Members.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act of 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.

Article VII Powers and Duties of The Board of Directors

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

Adopt and publish rules and regulations governing the use of the Common Elements and facilities, and the personal conduct of the Members, their tenants, and their guests thereon and to establish penalties for the infraction thereof;

- (a) 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 Associations. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty days for infraction of published rules and regulations;
- (b) Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the membership by statute, other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.
- (c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive meetings of the Board of Directors, and
- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary and to describe their duties.

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 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 one-fourth of the Members who are entitled to vote;
- (b) Supervise all officers, agents, and employees of this Association, to see that their duties are properly performed;
- (c) As more fully provided in the Declarations, to:
 - (1) Fix the amount of the annual assessment against each unit at least thirty days in advance of each annual assessment per period;
 - (2) Send written notice of each assessment to every Owner subject thereto at least thirty days in advance of each assessment period and;

- (3) Perfect and foreclose the lien against any property for which assessments are not paid or bring action at law against the Owner personally obligated to pay the same.
- (d) Issue, or to cause an appropriate office to provide the disclosure documents required by statute and charge reasonable fees therefore as permitted by statute.
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association and Members thereof in accordance with the Declaration.
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as required by the Declaration.
- (g) Cause the Common Elements and other portions of the Property to be maintained in accordance with the Declaration.

Article VIII Officers and Their Duties

Section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice President, Secretary, Treasurer, and any other officers the Board may from time to time by resolution create. All officers of the Association are required to be members of the Association and of the Board of Directors.

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 year unless they shall sooner resign, 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 through appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces and must be a member of the Association.

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:

- (a) **President.** The President shall preside at all meetings of the Board of Directors and shall see that orders and resolutions of the Board are carried out.
- (b) **Vice President.** The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of them by the Board.

(c) Secretary. The Secretary shall record the votes and keep or arrange for the keeping of, the minutes of all meetings and proceedings of the Board and of the Members- keep the corporate seal of the Association and affix it and 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 of the Boards agent 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. The Board of Directors will specify who may sign and cosign all checks and be signers of other instruments and who shall keep proper books of account. The Board shall furnish financial reports in accordance with the applicable State statutes. It may initiate an audit as it deems necessary and appropriate. The Treasurer or the Boards agent shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual meeting, delivering a copy of each to the Members, in accordance with the Declaration.

Article IX Committees and Representatives

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration and 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. The Board shall elect a member of the Association or a Board member to be the representative of this Association to, The Pines at Show Low Master Property Owners Association, Inc.

Article X Books and Records

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, the Rules and Regulations, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies or electronic files may be purchased at a reasonable cost.

Article XI Assessments

As more fully provided in the Declaration, each unit Owner is obligated to pay to the Association, annual and special assessments that are secured by a continuing lien upon the property against which the assessment is made. Any assessments that are not paid when due shall be delinquent. If the assessment is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency as provided by the Rules and Regulations. The Association may take further action as provided by the Rules and Regulations or it may bring an action at law against the Owner personally obligated to pay the same of foreclose the lien against the property. Interest costs and reasonable attorneys fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of their unit.

Article XII Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: The Pines at Show Low Condominiums Owners Association , Inc, an Arizona not-for-profit Corporation.

Article XIII Amendments

Section 1. These Bylaws may be amended at a regular or special meeting of the Members, by a unanimous vote of a quorum of Members present in person or by proxy. Except that the Federal Housing Administration or the Veterans Administration shall have the right to vote amendments while there is a Class B membership.

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

Article XIV Miscellaneous

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

IN WITNESS WHEREOF, we being all of the Directors of The Pines at Show Low Condominiums Owners Association, Inc, have hereunto set our hands this 4th day of September, 2004.

- Ralph Arbogast, President
- Lou Acosta, Vice President
- Tom Botos, Secretary
- Wesley Soderquist, Treasurer
- Chuck Stewart, Director

STATE OF ARIZONA)
) ss.
 COUNTY OF NAVAJO)

The foregoing instrument was acknowledged before me this 27th day of September, 2004 by

Notary Public

Certification

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of The Pines at Show Low Condominium Owners Association, Inc, an Arizona not-for-profit Corporation and That the foregoing Bylaws constitute the amended Bylaws of said Association, as duly adopted at a meeting of the Membership thereof, held on the 4th day of September, 2004.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 27th day of September, 2004.

By: Tom Botos
Secretary