

**AMENDED AND RESTATED BYLAWS OF**  
**SAND FLOWER COMMUNITY ASSOCIATION**

**ARTICLE I**  
**NAME AND LOCATION**

The name of the corporation is SAND FLOWER COMMUNITY ASSOCIATION, hereinafter referred to as the “Association”. 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**

Unless otherwise indicated, capitalized terms used herein have the same meaning as set forth in the Declaration.

Section 1. “Association” shall mean and refer to Sand Flower Community Association, its successors and assigns.

Section 2. “Property” or “Properties” shall mean and refer to that certain real property described in the Declaration.

Section 3. “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. “Lot” shall mean any area of real property within the Property designated as a Lot on the Plat, and including the Improvements thereon.

Section 5. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot.

Section 6. “Declaration” shall mean and refer to the Amended and Restated Declaration of Covenants, Conditions, Restrictions, Reservations and Easements applicable to the Properties recorded in the Office of the County Recorder of Maricopa County, Arizona.

Section 7. “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

**ARTICLE III**  
**MEETING OF MEMBERS**

Section 1. Annual Meetings. An Annual Meeting of the Members shall be held at least once

every fourteen (14) months in accordance with Arizona statute, at such date and time as determined by the Board

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president, by at least two members of the Board of Directors, or upon written request of the Members who are entitled to vote one-tenth (1/10) of all of the votes in the Association.

Section 3. Notice of Meetings. Written notice of any Annual or Special 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 15 days before the 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 the purpose of the meeting. In the event that Arizona statute (A.R.S. 33-1804(B)) is subsequently amended to permit email notice, such email notice shall be sufficient, and notice via U.S. Mail shall no longer be required under these Bylaws.

Section 4. Quorum. The presence at the meeting of Members (in person or by absentee ballot) entitled to cast one-fourth (1/4) 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 thereat shall have power to adjourn the meeting-from time to time, subject to the notice requirements in Section 3 above, until a quorum as aforesaid shall be present or be represented.

Section 5. Absentee Ballots. At all meetings of Members, each Member may vote in person or by absentee ballot in such form as directed by Arizona Revised Statutes 33-1812 or its successor. Except as may later be required by an amendment of ARS 33-1812, the operation of absentee ballots shall be, as follows:

- (a) The ballot shall set forth each proposed action.
- (b) The ballot shall provide an opportunity to vote for or against each proposed action.
- (c) The ballot is valid for only one specified election or meeting of the members and expires automatically after the completion of the election or meeting.
- (d) The ballot specifies the time and date by which the ballot must be delivered to the Board in order to be counted, which must be a minimum of seven days after delivery of the ballot and which may be after the date of the in-person meeting of the members at which the vote is called.

- (e) The ballot does not authorize another person to cast votes on behalf of the member.
- (f) The completed ballot shall contain the name, address and signature of the person voting.
- (g) Ballots, envelopes and related materials, including sign-in sheets if used, shall be retained in electronic or paper format and made available for member inspection for at least one year after completion of the election.
- (h) Votes cast by absentee ballot or other form of delivery, including the use of e-mail and fax delivery, are valid for the purpose of establishing a quorum.
- (i) A special meeting of the Members may be set for the purpose of tallying the ballots and announcing the result of the vote, if ballots may be received after the date of the meeting at which votes are to be cast in person.
- (j) Ballots shall be held unopened until the end of the period for the return of ballots.

#### **ARTICLE IV**

#### **BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE**

Section 1. Number and Qualifications. The affairs of this Association shall be managed by a Board consisting of an odd number of not more than seven (7) nor less than three (3) Directors, who must be Members of the Association. Each Director must be current in all Assessments and other amounts due to the Association.

Section 2. Term of Office. Directors shall serve for staggered terms as set forth in this Section. At the first Annual Meeting after adoption of these Amended and Restated Bylaws, the directors elected shall be elected for the following terms: two (2) directors shall be elected for a two year (2) year term and the remaining directors shall be elected for one (1) year terms. At subsequent Annual Meetings, directors shall be elected for two year terms. Notwithstanding the foregoing, the Board may cause a director or directors to be elected for a term of less than the prescribed terms, if necessary to preserve the staggered terms, or in the event that the staggered terms become disordered due to director resignation, or there is a change in Board size, or other substantial reason, as determined by the Board. Despite the expiration of a director's term, a director shall continue to hold office until the director's successor is elected, designated, or appointed and qualified, until the director's resignation or removal, or until there is a decrease in the number of directors.

Section 3. Removal and Vacancies. Any Director may be removed from the Board, with or without cause, via the process set forth in A.R.S. 33-1813, as may be amended or recodified. Any Director may resign at any time by giving written notice to the Board (including via email), and the resignation shall be effective as of the date of receipt or at any later time specified in such notice. 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 for the unexpired term of his predecessor.

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 actual expenses incurred in the performance of his duties.

Section 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 approval of all the Directors, including via email. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## **ARTICLE V** **ELECTION OF DIRECTORS**

Election to the Board of Directors shall be by written ballot. At such election the Members may cast (in person or via absentee ballot), 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. Electronic voting shall be permitted in accordance with Arizona law.

## **ARTICLE VI** **MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such dates, times and locations as determined by the Board. The Board may discuss certain items in closed executive session pursuant to A.R.S. 33-1804(A).

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.

## **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, consistent with the Declaration and these Bylaws, governing the use of any area within the Property and the personal conduct of the members and their guests, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights of a Member if any Owner is ninety (90) days in arrears in the payment of any Assessments or other amounts due the Association from an Owner and such violation is not cured before the record date of any meeting of the Members where votes are to be taken.;
- (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 Article of Incorporation, or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe 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 (1/4) of the Members who are entitled to vote;
- (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
  - (3) as set forth in the Declaration, foreclose the lien against any Lot or bring an action at law against the Owner personally obligated to pay the amounts secured by the same.

(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 Area 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, a secretary, and a treasurer, all of whom shall be members 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 their prescribed terms unless he or she 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; 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 appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer so replaced.

Section 7. Multiple Offices. An officer may hold two offices simultaneously, as determined by the Board.

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 and 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; 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; may (upon direction of the Board) sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit, compilation or review 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 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.

Delegation of Officer Duties

The Board may delegate the duties listed above or other duties to a manager or managing agent; however, such delegation shall not relieve any member of the Board of responsibility for such duties and for supervision of the manager or managing agent to whom the duties are delegated..

**ARTICLE IX**  
**COMMITTEES**

The Association shall appoint a Design Review Committee as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying



out its purpose.

## **ARTICLE X** **BOOKS AND RECORDS**

The records of the Association shall be subject to review and inspection by the Members as set forth in A.R.S. 33-1805, as may be amended or recodified.

## **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 upon the property against which the Assessment is made. Any Assessments which are not paid when due shall be delinquent. No Owner may waive or otherwise escape liability for the Assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

## **ARTICLE XII** **AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members upon the approval of two-thirds (2/3) of the Members voting on the amendment, by ballot in person or by absentee ballot. For purposes of this Section only, a quorum for such meeting shall be Members voting holding at least fifty percent (50%) of the votes in the Association.

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 XIII** **FISCAL YEAR**

Unless otherwise determined by the Board, 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.

## **CERTIFICATION**

The President of the Association hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted by the Members of the Association.

DATED this **1st** day of **June**, 20**23**.

SAND FLOWER COMMUNITY ASSOCIATION

By: Bonnie Calandria

*Bonnie Calandria*

Its: Secretary Treasurer